
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**
Washington, D.C. 20549

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of The Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): October 23, 2008

TransDigm Group Incorporated

(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction of incorporation)

333-130483

(Commission File Number)

51-0484716

(IRS Employer Identification No.)

1301 East 9th Street, Suite 3710, Cleveland, Ohio

(Address of principal executive offices)

44114

(Zip Code)

(216) 706-2939

(Registrant's telephone number, including area code)

(Former name or former address, if changed since last report.)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrants' under any of the following provisions (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
 - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
 - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
 - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Item 7.01 Regulation FD Disclosure

On October 23, 2008, the Board of Directors of TransDigm Group Incorporated authorized the repurchase of up to \$50 million, in the aggregate, of the Company's outstanding common stock. The stock repurchase program may be carried out at the direction of the Company, through open market purchases, block trades, and in Board-approved privately negotiated transactions. The stock may be repurchased on an ongoing basis and will be subject to the availability of stock, general market conditions, the trading price of the stock, alternative uses for capital and the Company's financial performance. Any repurchased shares will be held as treasury stock and will be available for general corporate purposes.

A copy of the October 27, 2008 press release announcing the transaction is attached to this Report as Exhibit 99.1.

Item 9.01 Financial Statements and Exhibits**Exhibit No.**

99.1 Press Release issued October 27, 2008.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

TRANSDIGM GROUP INCORPORATED

By: /s/ Gregory Rufus

Gregory Rufus
Executive Vice President and
Chief Financial Officer

Date: October 27, 2008

Exhibit Index

Exhibit No.

99.1 Press Release of TransDigm Group Incorporated, dated October 27, 2008.

TransDigm Group Announces Adoption of Stock Repurchase Program

(Cleveland, OH – October 27, 2008) – TransDigm Group Incorporated (NYSE: TDG) announced today that its Board of Directors has authorized the repurchase of up to \$50 million, in the aggregate, of the Company's outstanding common stock.

The stock repurchase program may be carried out at the direction of the Company, through open market purchases (which may or may not include a plan under Rule 10b5-1 of the Securities Exchange Act of 1934), block trades, and in Board-approved privately negotiated transactions. The stock may be repurchased on an ongoing basis and will be subject to the availability of stock, general market conditions, the trading price of the stock, alternative uses for capital and the Company's financial performance. The Company has currently 48.7 million shares of stock outstanding. Any repurchased shares will be held in treasury and will be available for general corporate purposes.

About TransDigm Group

TransDigm Group, through its wholly-owned subsidiaries, is a leading global designer, producer and supplier of highly engineered aircraft components for use on nearly all commercial and military aircraft in service today. Major product offerings, substantially all of which are ultimately provided to end-users in the aerospace industry, include ignition systems and components, mechanical/electro-mechanical actuators and controls, gear pumps, engineered connectors, specialized valving, power conditioning devices, engineered latches and cockpit security devices, specialized AC/DC electric motors, lavatory hardware and components, hold-open rods and locking devices, aircraft audio systems, NiCad batteries/chargers, and specialized fluorescent lighting and cockpit displays.

Contact:
Sean Maroney
Investor Relations
216-706-2945
ir@transdigm.com