
**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): February 1, 2019

TransDigm Group Incorporated
(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation)

001-32833
(Commission
File Number)

41-2101738
(IRS Employer
Identification No.)

1301 East 9th Street, Suite 3000, Cleveland, Ohio
(Address of principal executive offices)

44114
(Zip Code)

Registrant's telephone number, including area code: (216) 706-2960

Not Applicable
(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 registrant under any of the following provisions:

- 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))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 7.01. Regulation FD Disclosure.

On February 1, 2019, TransDigm Group issued a press release (the “Press Release”) relating to the proposed concurrent offerings of \$550 million aggregate principal amount of senior subordinated notes (the “Senior Subordinated Notes”) and \$200 million aggregate principal amount of 6.25% Senior Secured Notes due 2026 (the “Additional Secured Notes”), which are in addition to the \$3.8 billion aggregate principal amount of 6.25% Senior Secured Notes due 2026 that TransDigm Inc. agreed to sell on January 30, 2019 (together with the Additional Secured Notes, the “Senior Secured Notes”; the Senior Secured Notes, together with the Senior Subordinated Notes, the “Notes”) by TransDigm Inc., its wholly-owned subsidiary, pursuant to separate confidential offering memoranda (the “Offering Memoranda”) in private placements under Rule 144A and Regulation S of the Securities Act of 1933 (the “Securities Act”). A copy of the Press Release is furnished as Exhibit 99.1 to this Current Report on Form 8-K.

The Notes will not be registered under the Securities Act or any state securities laws and may not be offered or sold in the United States without registration or an applicable exemption from the registration requirements of the Securities Act and applicable state securities laws. Neither the Press Release nor this Current Report on Form 8-K constitutes an offer to sell or the solicitation of an offer to buy the Notes, nor shall there be any sale of the Notes in any state in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such state. The offerings of Senior Subordinated Notes and Senior Secured Notes are not contingent upon each other and there can be no assurance that the offerings will be consummated or otherwise completed. Any offer to sell the Senior Secured Notes or the Senior Subordinated Notes will be made only by a separate offering memorandum.

TransDigm Inc. intends to use the net proceeds from the offering of the Senior Subordinated Notes, along with cash on hand, to redeem all of its outstanding 5.50% Senior Subordinated Notes due 2020.

TransDigm Inc. intends to use the net proceeds from the offerings of the Senior Secured Notes to fund the purchase price of its acquisition of all of the outstanding stock of Esterline Technologies Corporation. The information in this Current Report on Form 8-K and in the Press Release shall not be deemed “filed” for purposes of Section 18 of the Exchange Act of 1934, nor shall it be deemed incorporated by reference in filings under the Securities Act.

Item 9.01. Financial Statements and Exhibits.

(d) *Exhibits*

The following exhibit is being furnished with this Current Report on Form 8-K:

<u>Exhibit Number</u>	<u>Description</u>
99.1	Press Release

SIGNATURE

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/ Michael J. Lisman

Name: Michael J. Lisman

Title: Chief Financial Officer

Dated: February 1, 2019



**TransDigm Group Announces Proposed Private Offerings of \$550 Million
of Senior Subordinated Notes and \$200 Million of Additional Senior Secured Notes**

CLEVELAND, Feb. 1, 2019 / PRNewswire / — TransDigm Group Incorporated (“TransDigm Group”) (NYSE: TDG) announced today that its wholly-owned subsidiary, TransDigm Inc., is planning, subject to market and other conditions, to offer \$550 million aggregate principal amount of senior subordinated notes (the “Senior Subordinated Notes”) and \$200 million aggregate principal amount of 6.25% Senior Secured Notes due 2026 (the “Additional Secured Notes”), which are in addition to the \$3.8 billion aggregate principal amount of 6.25% Senior Secured Notes due 2026 that TransDigm Inc. agreed to sell on January 30, 2019 (together with the Additional Secured Notes, the “Senior Secured Notes”; the Senior Secured Notes, together with the Senior Subordinated Notes, the “Notes”) in concurrent private offerings that will be exempt from the registration requirements of the Securities Act of 1933 (the “Securities Act”). It is expected that the Notes will be guaranteed, with certain exceptions, by TransDigm Group, TransDigm UK Holdings plc and certain of TransDigm Inc.’s existing and future U.S. subsidiaries on a senior subordinated basis or senior secured basis, as applicable.

TransDigm Inc. intends to use the net proceeds from the offering of the Senior Subordinated Notes, along with cash on hand, to redeem all of its outstanding 5.50% Senior Subordinated Notes due 2020.

TransDigm Inc. intends to use the net proceeds from the offerings of the Senior Secured Notes to fund the purchase price for its acquisition (the “Esterline Acquisition”) of all of the outstanding stock of Esterline Technologies Corporation (“Esterline”).

All \$4.0 billion aggregate principal amount of the Senior Secured Notes will constitute a single class of notes and will be issued under a single indenture to be dated on or about February 13, 2019. All of the Senior Secured Notes will be subject to a special mandatory redemption at a redemption price of 100% of the issue price of the Notes, plus accrued and unpaid interest, if (a) the Esterline Acquisition is not consummated, or the purchase agreement for the Esterline Acquisition is terminated, on or prior to the later of October 9, 2019 and the End Date (as defined in the merger agreement for the Esterline Acquisition) or (b) TransDigm Inc. notifies the trustee in writing, or otherwise announces, that it will not pursue the consummation of the Esterline Acquisition.

The offerings of the Senior Subordinated Notes and the Senior Secured Notes are not contingent upon each other and there can be no assurance that the offerings will be consummated or otherwise completed.

This is not an offer to sell or the solicitation of an offer to buy any securities. The Notes and related guarantees are being offered only to qualified institutional buyers in reliance on the exemption from registration set forth in Rule 144A under the Securities Act, and outside the United States to non-U.S. persons in reliance on the exemption from registration set forth in Regulation S under the Securities Act. The Notes and the related guarantees have not been registered under the Securities Act, or the securities laws of any state or other jurisdiction, and may not be offered or sold in the United States without registration or an applicable exemption from the Securities Act and applicable state securities or blue sky laws and foreign securities laws.

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 mechanical/electro-mechanical actuators and controls, ignition systems and engine technology, specialized pumps and valves, power conditioning devices, specialized AC/DC electric motors and generators, NiCad batteries and chargers, engineered latching and locking devices, rods and locking devices, engineered connectors and elastomers, databus and power controls, cockpit security components and systems, specialized cockpit displays, aircraft audio systems, specialized lavatory components, seat belts and safety restraints, engineered interior surfaces and related components, lighting and control technology, military personnel parachutes, high performance hoists, winches and lifting devices, and cargo loading, handling and delivery systems.

Safe Harbor Statement

This press release contains forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. All forward-looking statements involve risks and uncertainties that could cause TransDigm Group's actual results to differ materially from those expressed or implied in any forward-looking statements made by, or on behalf of, TransDigm Group. These risks and uncertainties include but are not limited to: the ability to successfully complete the offerings of the Notes; the sensitivity of our business to the number of flight hours that our customers' planes spend aloft and our customers' profitability, both of which are affected by general economic conditions; future geopolitical or other worldwide events; cyber-security threats and natural disasters; our reliance on certain customers; the U.S. defense budget and risks associated with being a government supplier; failure to maintain government or industry approvals; failure to complete or successfully integrate acquisitions, including our planned acquisition of Esterline, expected to be completed in the first half of 2019, subject to the satisfaction of customary closing conditions, including regulatory approval; our indebtedness; potential environmental liabilities; liabilities arising in connection with litigation; increases in raw material costs, taxes and labor costs that cannot be recovered in product pricing; risks and costs associated with our international sales and operations; and other factors. Further information regarding the important factors that could cause actual results to differ materially from projected results can be found in TransDigm Group's Annual Report on Form 10-K and other reports that TransDigm Group or its subsidiaries have filed with the Securities and Exchange Commission. Except as required by law, TransDigm Group undertakes no obligation to revise or update any forward-looking statements contained in this press release.

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