
**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): May 22, 2017

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)

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

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 registrants' 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))
-

Item 7.01. Regulation FD Disclosure.

TransDigm Group Inc. ("the Company") has prepared presentation materials (the "Presentation Materials") that it intends to use on or after May 22, 2017 in presentations to current and/or potential investors in connection with customary investor meetings. The Presentation Materials are furnished as Exhibit 99.1 to this Current Report on Form 8-K and are incorporated herein by reference. The Presentation Materials are also posted in the Investor Relations section of the Company's website, www.transdigm.com.

The information in this Current Report on Form 8-K and in the Presentation Materials 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.

The Presentation Materials contain certain non-GAAP financial information. The reconciliation of such non-GAAP financial information to GAAP financial measures is included in the Presentation Materials. Further, the Presentation Materials contain statements intended as "forward-looking statements," all of which are subject to the cautionary statement about forward-looking statements set forth therein.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

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

99.1 Investor Presentation.

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/ Terrance Paradie
 Terrance Paradie
 Executive Vice President and Chief Financial
 Officer

Date: May 22, 2017

Exhibit Index

<u>Exhibit No.</u>	<u>Description</u>
99.1	Investor Presentation.

TRANSDIGM
GROUP INC.



Onward & Upward

TransDigm
Non-Deal Roadshow

May 2017

Agenda

- TransDigm Overview
Nick Howley
Chairman and CEO
- TransDigm Organic Growth & Outlook
Nick Howley
Chairman and CEO
- Consistent Operating Model & Customer Value
Kevin Stein
President and COO
- Financial Topics
Terry Paradie
Executive Vice President and
CFO
- Q&A

Forward Looking Statements

This presentation contains forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995, including information regarding our guidance for future periods. These forward-looking statements are based on management's current expectations and beliefs, as well as a number of assumptions concerning future events, many of which are outside of our control. These statements are subject to risks and uncertainties that could cause actual results to differ materially from those expressed or implied in the forward-looking statement. These risks and uncertainties include but are not limited to: 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 terrorist attacks; 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; our substantial indebtedness; potential environmental liabilities; increases in costs that cannot be recovered in product pricing; risks 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.

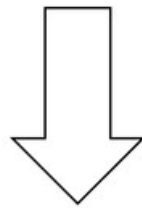
You are cautioned not to place undue reliance on our forward-looking statements. TransDigm Group Incorporated assumes no obligation to, and expressly disclaims any obligation to, update or revise any forward-looking statements, whether as a result of new information, future events or otherwise.

Special Notice Regarding Pro Forma and Non-GAAP Information

This presentation sets forth certain pro forma financial information. This pro forma financial information gives effect to certain recently completed acquisitions. Such pro forma information is based on certain assumptions and adjustments and does not purport to present TransDigm's actual results of operations or financial condition had the transactions reflected in such pro forma financial information occurred at the beginning of the relevant period, in the case of income statement information, or at the end of such period, in the case of balance sheet information, nor is it necessarily indicative of the results of operations that may be achieved in the future.

This presentation also sets forth certain non-GAAP financial measures. A presentation of the most directly comparable GAAP measures and a reconciliation to such measures are set forth in the appendix.

**“Private Equity-Like Growth in Value
with Liquidity of a Public Market”**



+ 15% - 20% / Year on Average

TransDigm's Consistent Goal – “Private Equity-Like” Returns to Shareholders

- Proprietary Aerospace Products with Significant Aftermarket
- 3-Part Value-Based Operating Strategy
- Decentralized, Organization / Aligned with Shareholders
- Focused Disciplined Acquisition Strategy
- “Private Equity-Like” Capital Structure & Culture

Company Overview

Business Snapshot

(\$ in millions)

	FY 2015	FY 2016	FY 2017 Guidance Mid-point ⁽²⁾
Revenue	\$2,707	\$3,171	\$ 3,550
EBITDA as Defined ⁽¹⁾	\$1,234	\$1,495	\$ 1,703
EBITDA as Defined margin	46%	47%	48%

Formed

1993

Enterprise Value ⁽³⁾ ≈ \$24 Billion

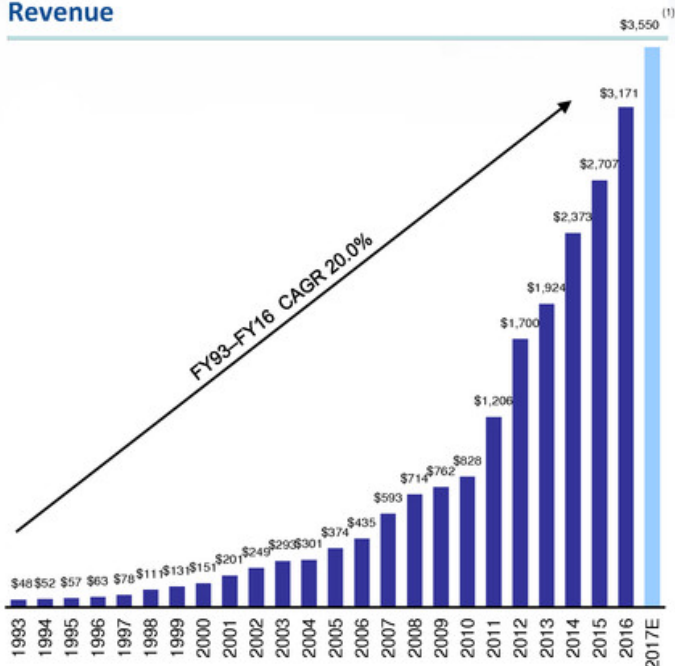
- (1) EBITDA as Defined is a non-GAAP financial measure. For a historical reconciliation of EBITDA as Defined to Net Income, please see the appendix.
(2) Revenue and EBITDA As Defined information under FY17 Guidance Mid-point reflects the mid-point of the range for the fiscal year ending 9/30/17 that was issued on 5/09/17. The Company only updates guidance quarterly and this presentation does not confirm or update guidance now.
(3) Enterprise value calculated as of 4/01/17 equals equity value (shares outstanding as of 4/01/17 multiplied by the TDG closing stock price on 5/15/17 plus pro forma total net debt (total debt less cash)).

Diverse Products, Platforms and Markets

Ignition Systems and Engine Sensors	Pumps	Valves	Motors, Actuators and Controls	Water Faucets and Systems	Quick Disconnects, Couplings and Rods	Batteries, Chargers and Power Conditioning	Aircraft Hardware and Cockpit Security Systems	Engineered Composites, Elastomers and Laminants	Audio Systems	Lighting and Instrumentation	Safety Restraints and Parachutes	Lifting Devices and Cargo Handling Systems

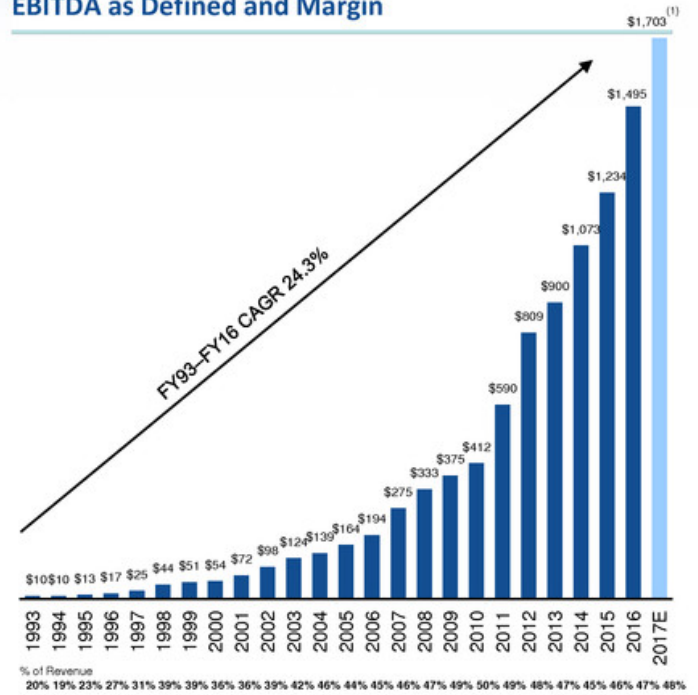
Consistent Record of Growth and Margin Expansion

(\$ in millions)
Revenue



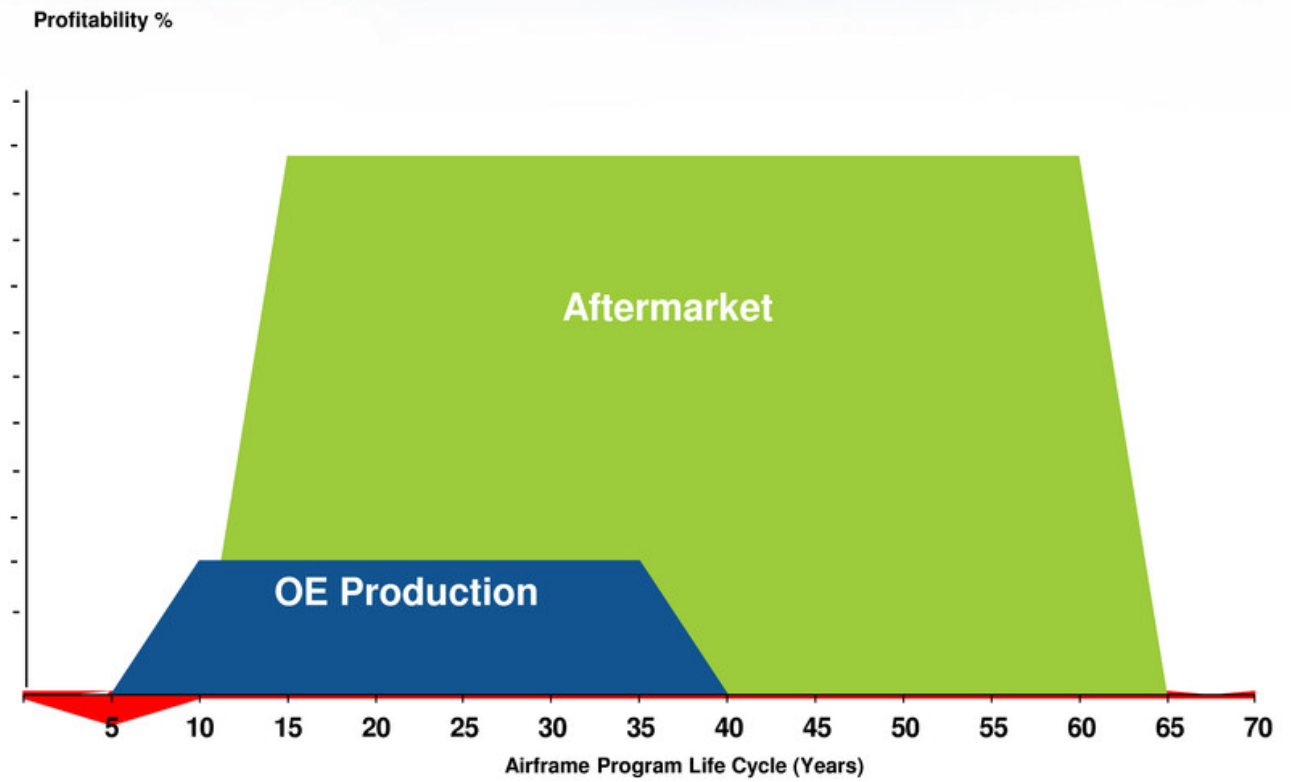
(\$ in millions)

EBITDA as Defined and Margin



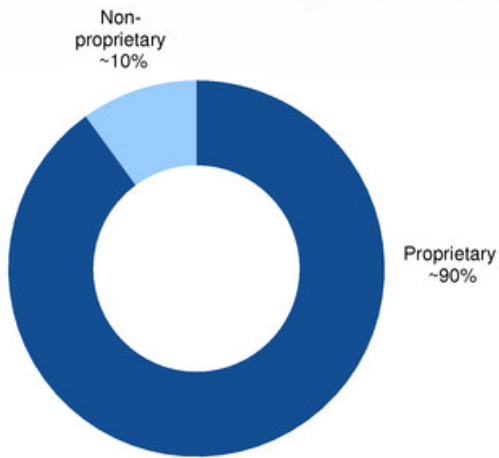
Note: EBITDA as Defined is a non-GAAP financial measure. See the appendix for a historical reconciliation of EBITDA as Defined to Net Income.
 (1) Revenue and EBITDA As Defined information under FY17 Guidance Mid-point reflects the mid-point of the range for the fiscal year ending 9/30/17 that was issued on 5/09/17. The Company only updates guidance quarterly and this presentation does not confirm or update guidance now.

Recurring Stream of Profitable Aftermarket Revenue

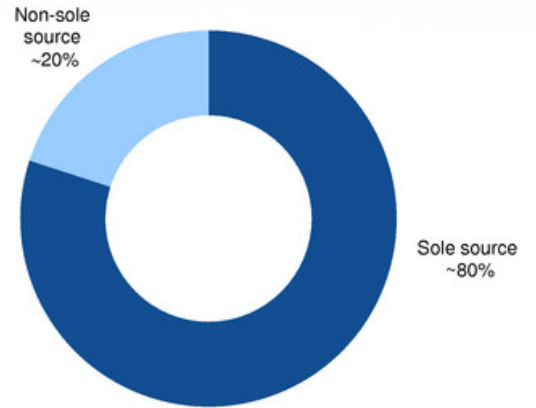


Significant Proprietary and Sole Source Revenue Base

Proprietary Revenue

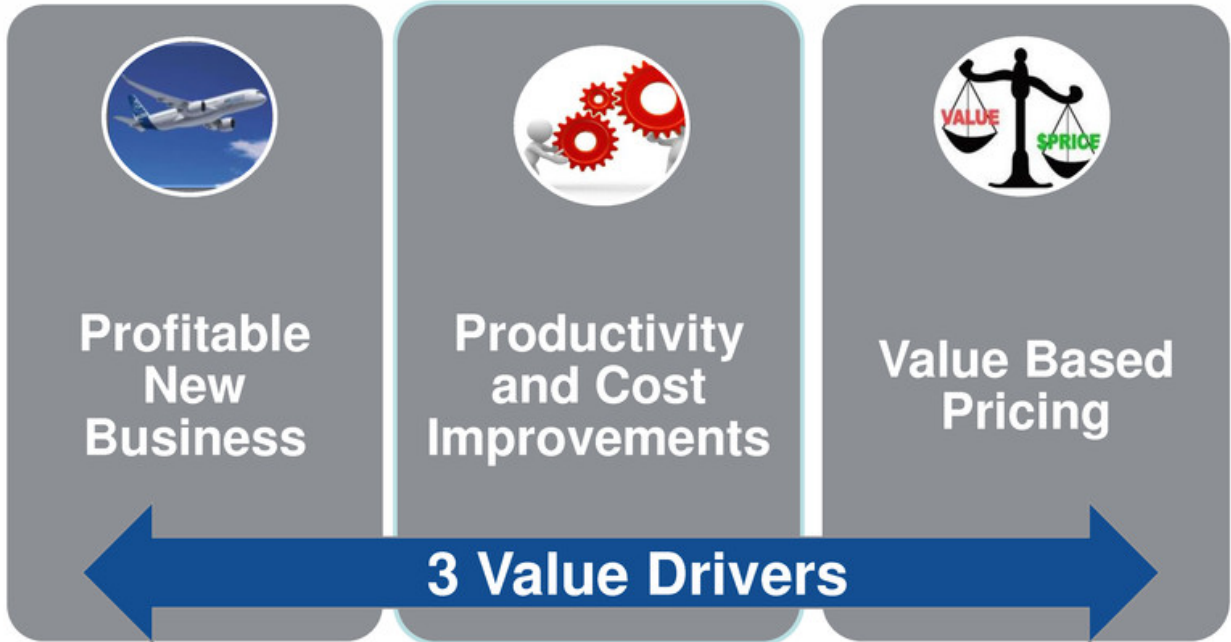


Sole Source Revenue

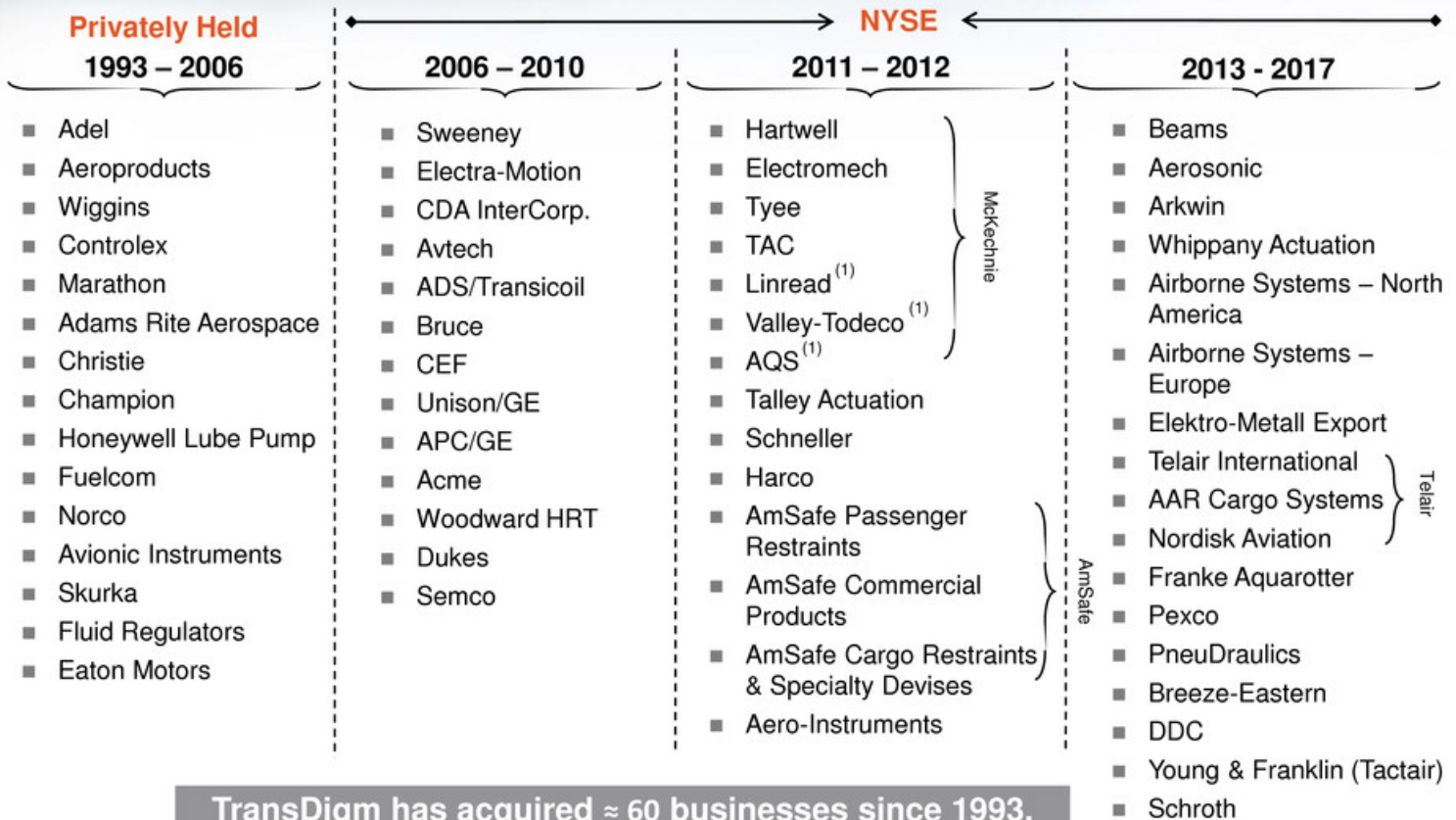


Results in strong market positions and a stable, recurring revenue stream

Note: Based on management estimates of pro forma TransDigm sales for the fiscal year ended 9/30/16. Please see the Special Notice Regarding Pro Forma and Non-GAAP Information.



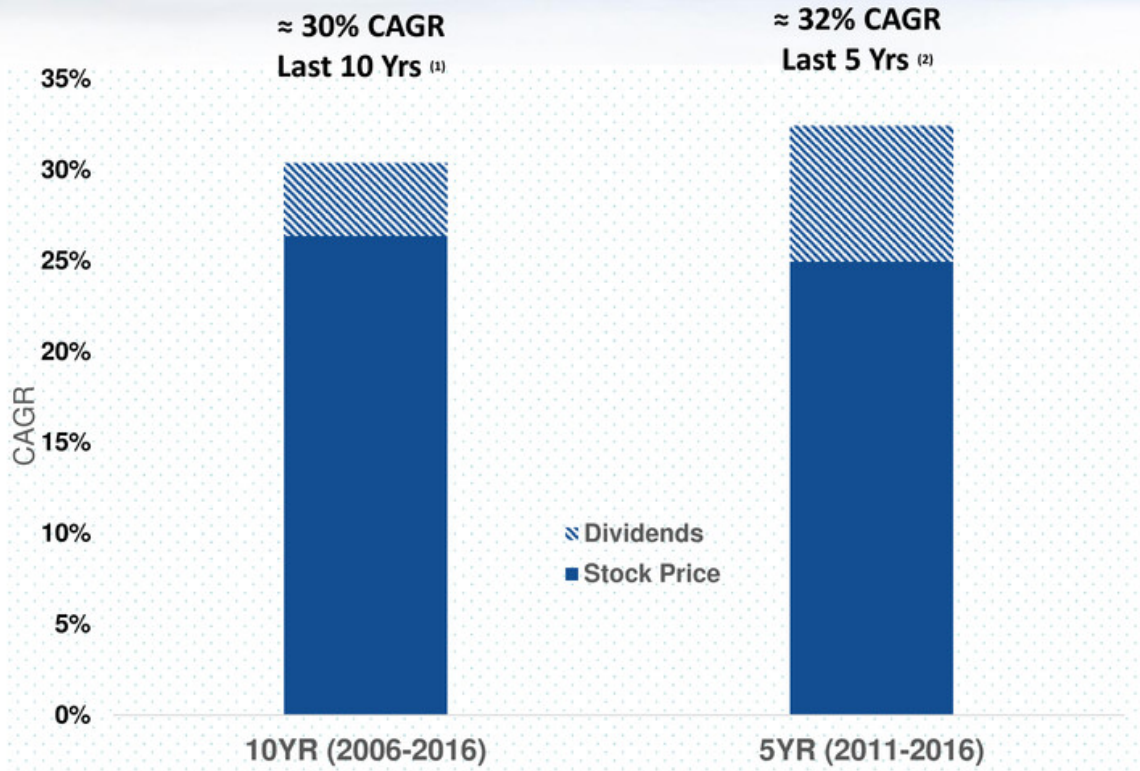
Proven Record of Acquisition & Integration



TransDigm has acquired ~ 60 businesses since 1993, including ~ 45 since its IPO.

(1) Divested in Q2 and Q3 of FY2011.

Steady Long Term Growth in Stock Value



(1) 10 year return reflects beginning 3/15/2006 opening stock price of \$23.95, ending 12/30/2016 closing stock price of \$248.96 and \$91.50 of dividends paid.
(2) 5 year return reflects beginning 9/30/2011 closing stock price of \$81.67, ending 12/30/2016 closing stock price of \$248.96 and \$83.85 of dividends paid.

TDG Organic Growth & Outlook

Definition of Acronyms:

LSD = Low Single-Digit Percent Growth

MSD = Mid Single-Digit Percent Growth

HSD = High Single-Digit Percent Growth

LDD = Low Double-Digit Percent Growth

TDG Unit Volume Growth vs. Peers (excluding price) – 5/6 Years

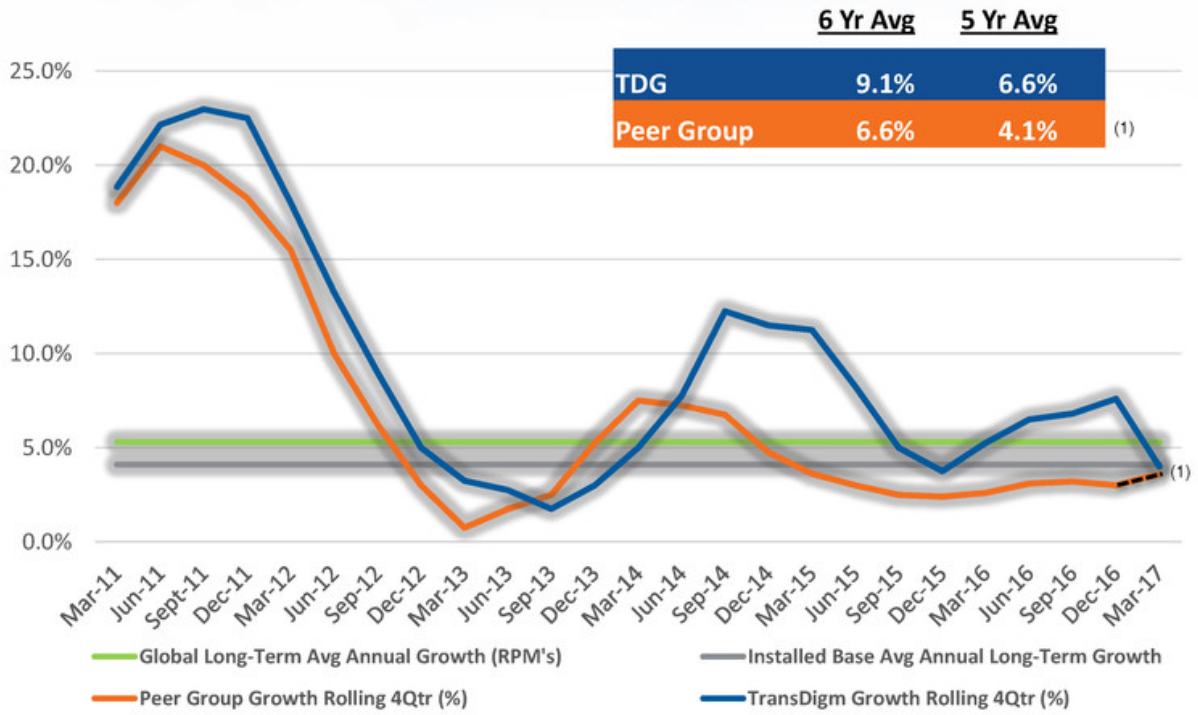
Market Performance	≈ % TDG Sales	CAGR Peers ⁽²⁾	CAGR TDG ⁽¹⁾	TDG vs. Market
Commercial Aftermarket Crane Heico Honeywell Meggitt Rockwell Collins UTAS	40%	Flat	Up LSD %	+
Commercial Transport OEM Boeing Airbus	20%	Up HSD %	Up HSD % to LDD%	+
Business Jet/ Helicopter OEM Textron Gulfstream Bombardier General Dynamics	10%	Down LSD to MSD %	Up MSD % ⁽³⁾	++
Defense Boeing Defense Airbus Defense Lockheed Raytheon Northrop Grumman General Dynamics	30%	Down MSD %	Flat to Slightly Down %	++
Weighted Market	100%	About Flat	Up LSD %	+

↑ Exceeds Peers ↑

(1) 5/6 yr average of proforma, or "same store" sales for the period FY 2011 thru FY 2016
 (2) 5/6 yr average of "real growth" excluding estimated price for the period 2011 thru 2016
 (3) Includes General Aviation and other

Commercial Aftermarket Trends

Commercial Aftermarket Growth



Sources:

Peer Group: component parts growth rate from Canaccord Genuity (average of Crane CAM, HEICO FSG, Honeywell CAM, Meggitt CAM, ROC CAM, UTC CAM) RPM growth and installed base as reported by Airline Monitor

(1) Peer group reported as of 5/15/17. Meggitt CAM and HEICO FSG include estimate for March 2017 results based on prior quarter.

Commercial Aftermarket Theories



PMA



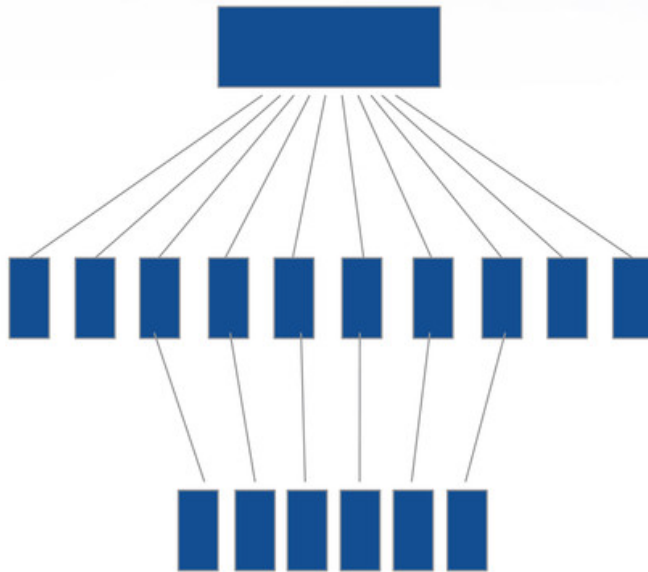
Parts Pooling/Inventory



Surplus Parts



Out of Warranty Fleet



Example:

End Item – PMA: 1

Possibly Sell ⁽¹⁾: 50+

Actually Sold: 20
(we use this #)

(1) Saleable Parts, Subassemblies on Component Maintenance Manual (CMM) Illustrated Parts List (IPL)

TDG PMA SKU's – Growing Substantially

≈20,000

Average New TDG PMAs / Yr - Last 5 years



- Total PMA's Over 400,000 ⁽¹⁾
- Active PMA's Over 300,000 ⁽²⁾

Compared to

≈130

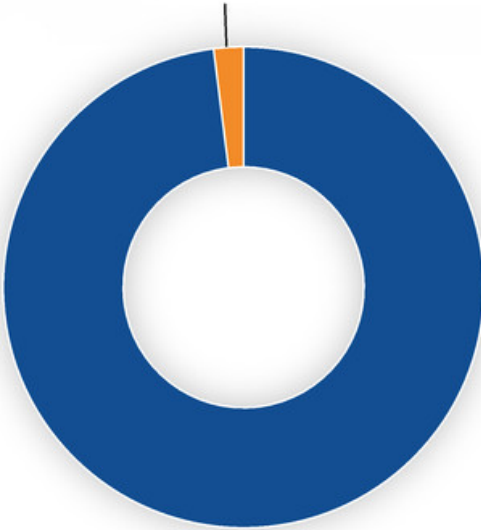
Average of New 3rd Party PMAs on TDG Parts
/ Yr - Last 5 years

(1) Total PMA – assemblies, parts and sub-assemblies currently on FAA site or approved waiting to be listed – adjusted to reflect Components Maintenance Manual components.

(2) Total PMA & part numbers that sell w/some regularity.

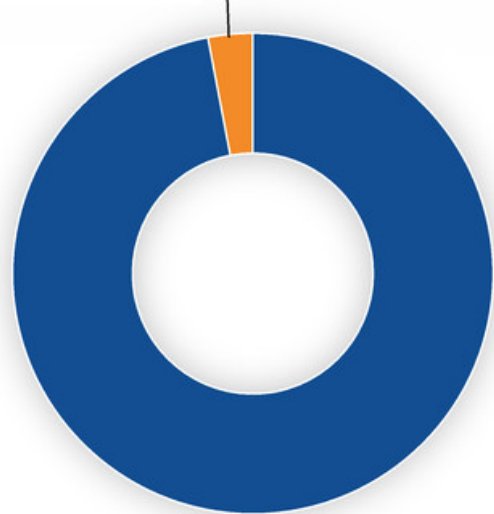
PMA Market Penetration

**3rd Party PMA
Less than 2%**



**Total TDG Commercial
Aftermarket \$**

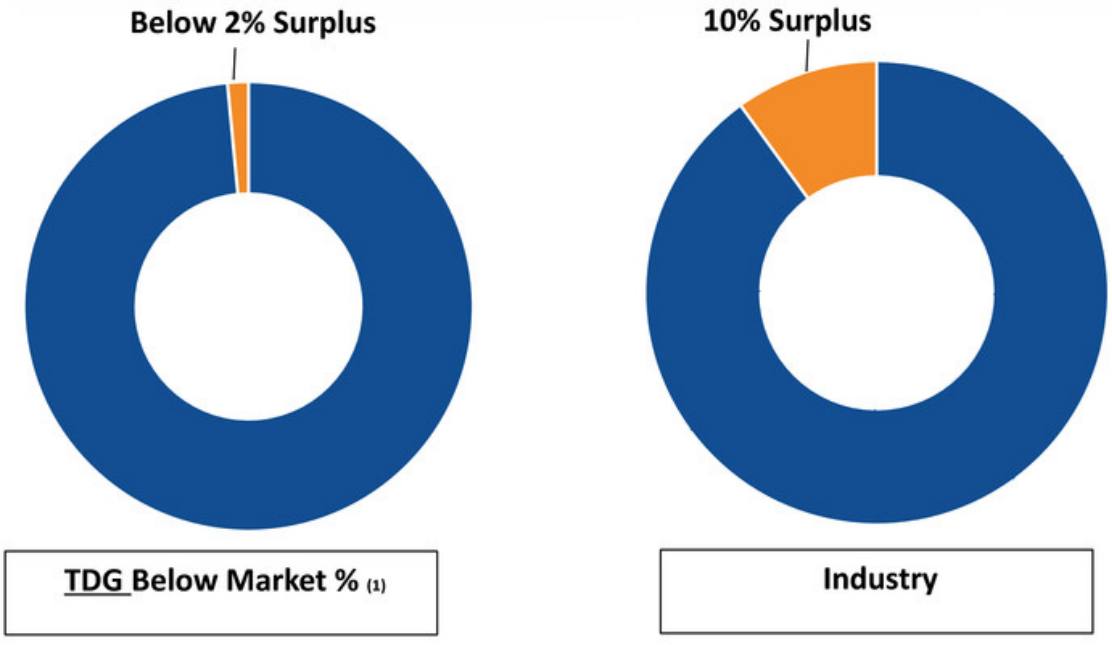
**3rd Party PMA
≈ 2 ½% to 3%**



**Total Industry Commercial
Aftermarket \$**

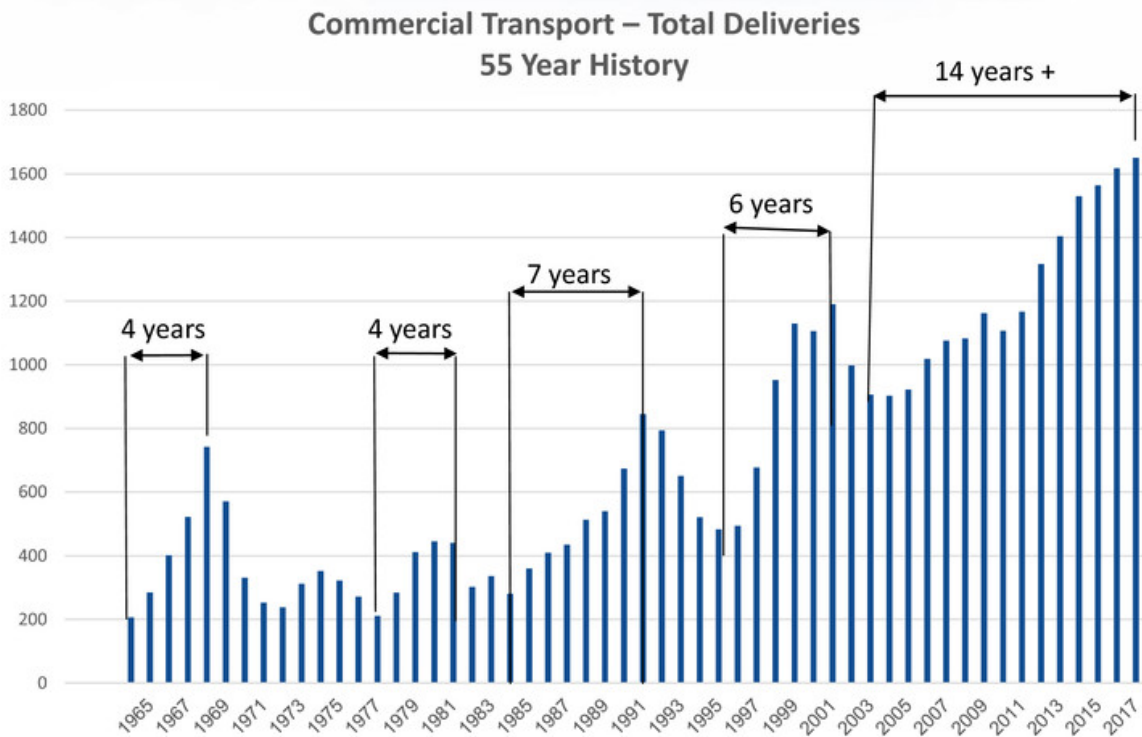
TDG 3rd Party PMA – Below Market % & Declining

Surplus Sales Market Penetration



Source: Management Analysis

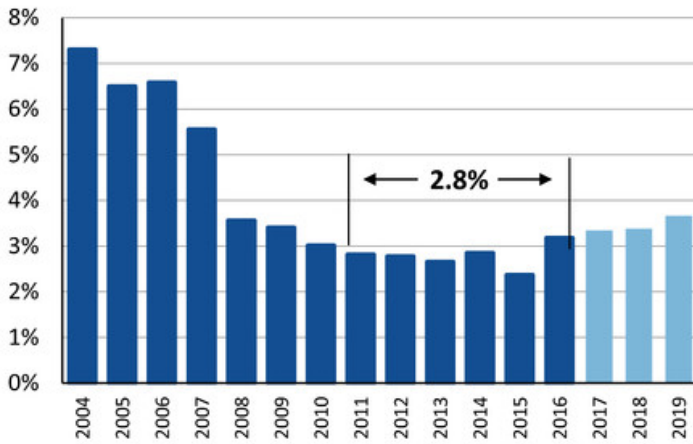
Commercial Transport Extended Production Cycle = Lower Aftermarket Growth



Source: Airline Monitor

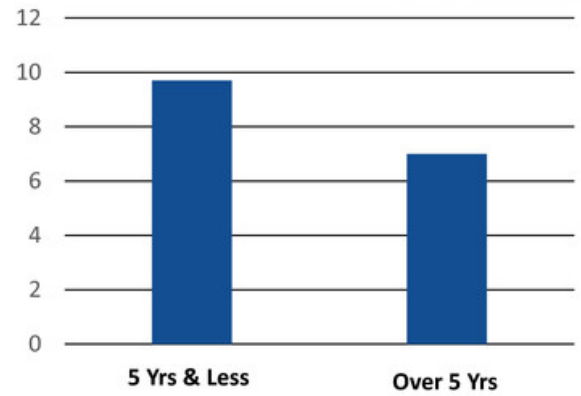
Over 5 YR Aircraft – Slower Fleet Growth & Lower Utilization

% / Yr Growth



Over 5 Yr Old Fleet Growth (1)

Hours / Day by Age

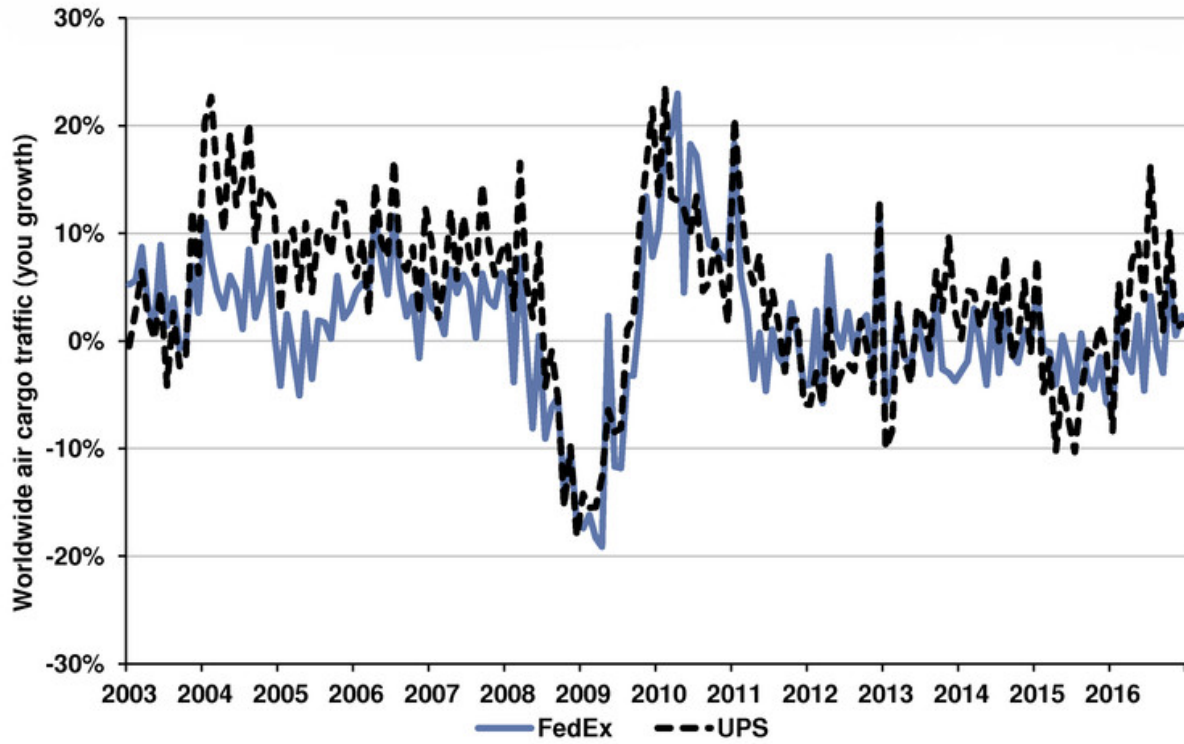


Over 5 Yr Old Daily Utilization (1)

(1) Source: UBS Research

Freight Market – About Flat

FedEx and UPS Global Air Cargo Traffic (1)



(1) Source: Goldman Sachs Research and Bureau of Transportation Statistics (December 2016)

TDG Commercial Aftermarket Unit Growth Last 5/6 Yrs

(Unit Growth (w/o price))

Commercial Aftermarket	% TDG Commercial Aftermarket	TDG CAGR % / YR ⁽¹⁾	Comment
Comm Tr- Passenger	70%	Up LSD to MSD %	Over 5 yr fleet growth / lower average utilization
Comm Tr - Freight	15%	Down Slightly	Cargo systems up slightly Containers / nets down
Biz Jet / Heli / GA	15%	Down LSD to MSD %	Biz jet roughly flat – Heli / GA down sharply
Total	100%	Up LSD %	

RPMs Not Primary Driver

(1) Last 5/6 yrs; Last 3 yrs similar

TDG Commercial Transport OEM By Platform

Well Positioned For Growth

2016 Run Rate

2016 % Rev	Model ⁽¹⁾
------------	----------------------

- 81% {
- A320
 - B737
 - B787
 - A350
 - B777
 - A330/340
 - A380
 - C-Series/CRJ
 - B747
 - ATR 42/72
 - Embraer 170/175
 - Bombardier – Q400/DASH-8

Higher \$/Yr Platform



Lower \$/Yr Platform

2021 Run Rate

2021 % Rev	Model ⁽¹⁾
------------	----------------------

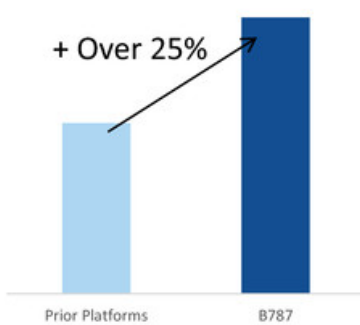
- 75% {
- A350
 - B737 max
 - A320 NEO
 - B787
 - A330/340
 - B777x
 - C-Series/CRJ
 - A380
 - Bombardier Q400/Dash-8
 - Embraer 190/195
 - ATR 42/72

(1) Constant dollars and based on current TDG estimated ship set content

Major New Business Content: Commercial Aircraft “New Designs”

\$ / Shipset Growth Over Prior Platforms – “Same Store Basis”

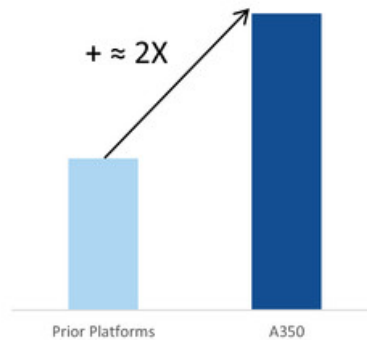
B787



Representative Products:

- Composite Components
- Audio System./Software
- Interior Thermo Plastics
- Nacelle & Other Latches
- Numerous Others

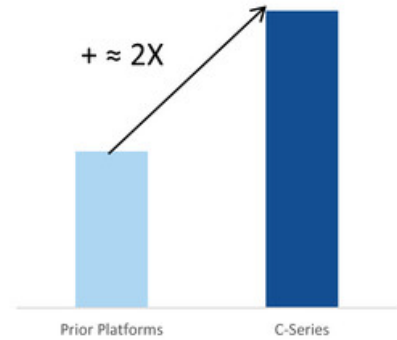
A350



Representative Products:

- Onboard Cargo System
- Cockpit Security System
- Cabin/APU Electrical System Interconnect
- Decorative Laminates
- Numerous Others

C-Series



Representative Products:

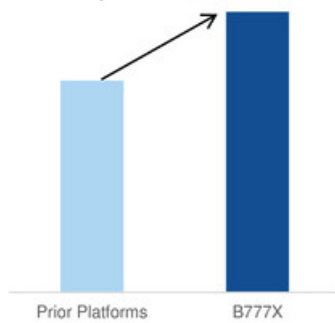
- Air System Valving
- Nacelle & Other Latches
- Composite Components
- Decorative Laminates
- Numerous Others

Modest Design Change = Modest Content Change

\$ / Shipset Growth Over Prior Platforms – “Same Store Basis”

B777X*

+ HSD/LDD %

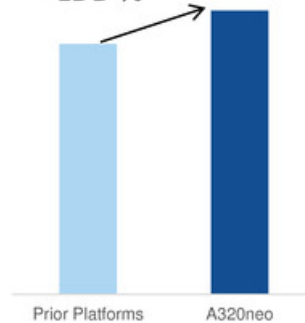


Representative Products:

- Composite Components
- Communication Management Boards/Software
- Fuselage Latches
- Flight Control Actuators
- Numerous Others

A320neo

+ LDD %

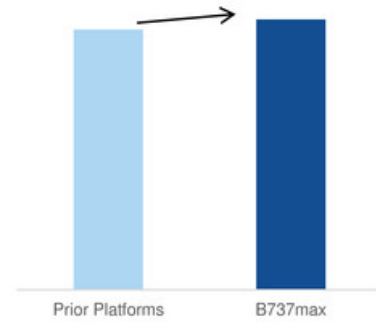


Representative Products:

- Flight Control Valving
- Cargo Loading System
- Structural Rods
- Nacelle/Fuselage Latches
- Numerous Others

B737Max

+ LSD/MSD %



Representative Products:

- Nacelle/Fuselage Latches
- Audio Control Panel
- Interior Thermo Plastics
- Fuel Line Connectors
- Numerous Others

*Still in Progress

TDG Defense OEM By Platform

2016 Run Rate

2016 % Rev	Model ⁽³⁾
------------	----------------------

- 63% {
- Parachutes ⁽¹⁾
 - A400M
 - UH60/Blackhawk ⁽²⁾
 - C-130
 - S-92
 - CH-47
 - F35 (JSF)
 - AH-64 – Apache
 - KC 46/767
 - V-22
 - F-18
 - CN 235/295

Higher \$/Yr Platform



Lower \$/Yr Platform

2021 Run Rate

2021 % Rev	Model ⁽³⁾
------------	----------------------

- 63% {
- Parachutes ⁽¹⁾
 - A400 M
 - F-35 (JSF)
 - UH-60 ⁽²⁾
 - C-130
 - S-92
 - AH64-Apache
 - CH-47
 - KC-46 /767
 - P8/737
 - T-50

(1) Cargo & Personnel
 (2) Includes various derivatives
 (3) Constant dollars and based on TDG estimated current ship set content

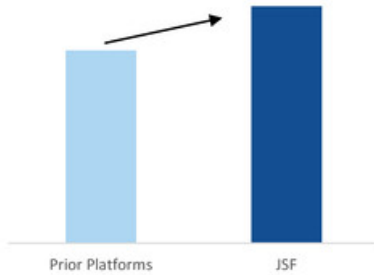
New Defense Platforms – New Designs – “Same Store Basis”

JSF

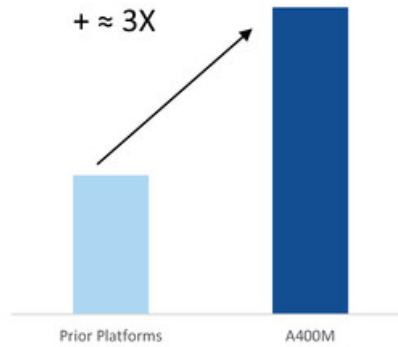
A400M

KC46 (767)

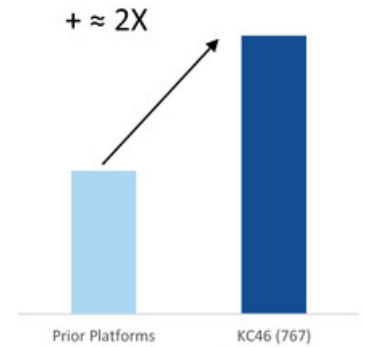
+ MSD %



+ ≈ 3X



+ ≈ 2X



Representative Products:

- Hydraulic Actuators/Valves
- Engine Clamps
- Data Management Processing Boards/Software
- Electric Motors
- Numerous Others

Representative Products:

- Cargo Loading System
- Composite Components
- Winch/Retrieval System
- Main Barrier Nets
- Numerous Others

Representative Products:

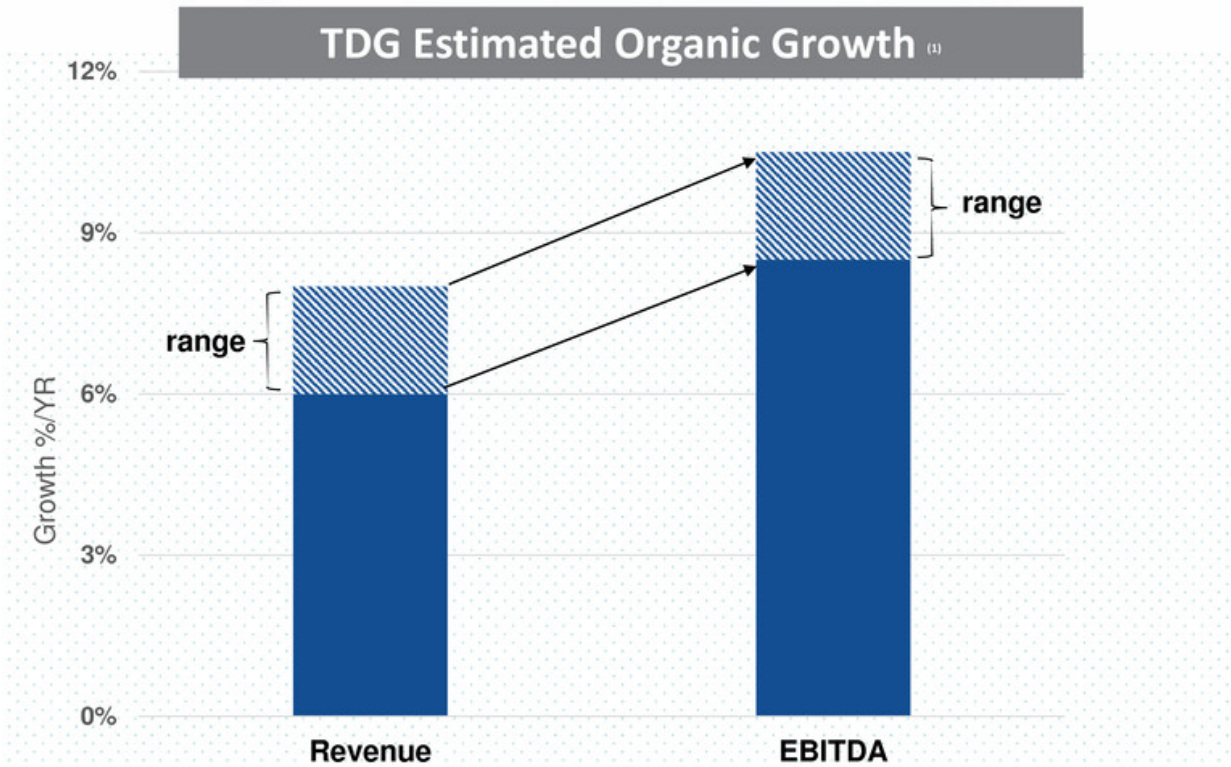
- Refueling Connectors
- Main Deck Barrier Nets
- Flight Control Actuators
- Ram Air Actuator
- Numerous Others

5 YR- Go Forward Market Estimates - CAGR (Unit Growth – w/o Price)

	Last 5 Years TDG % Unit Growth / Yr		Next 5 Years TDG % Unit Growth / Yr	Vs. Last 5 Years
Commercial Aftermarket	Up LSD %	➡	Up LSD to MSD % <i>Gradual Recovery</i>	+
Commercial Transport OEM	Up HSD to LDD %	➡	Up LSD %	-
Business Jet / Helicopter OEM*	Up LSD %	➡	Up LSD to MSD %	+
Defense	Slightly Down	➡	Up LSD %	+

Potentially Richer Mix

*Includes General Aviation and other



(1) Based on market assumptions listed on slide 31. Assuming no additional acquisitions.

Consistent Operating Model & Customer Value

Customer Value Proposition

Provide Reliable, Well Engineered Products & Deliver Them On-Time



Highest Value to Customers



Investment

- **Highly Engineered Products Require Resourcing**
 - ~7% of total cost spent on Engineering



Organization

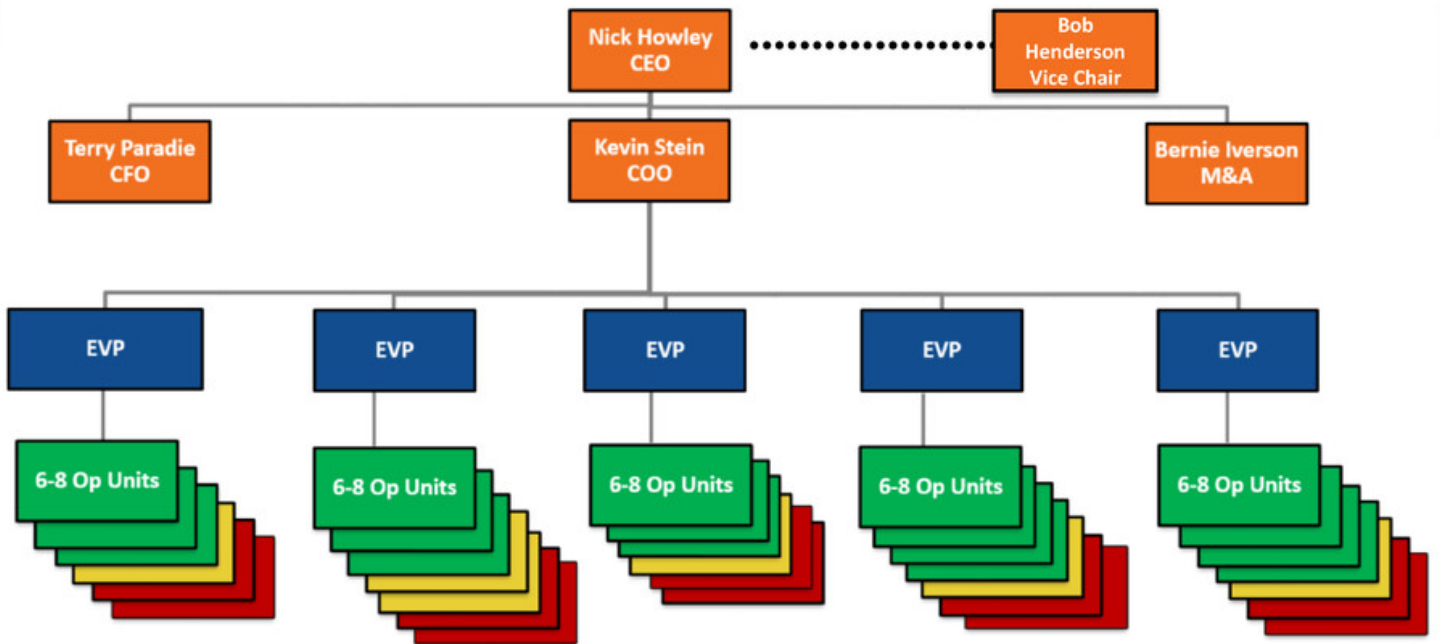
- **BUM Team Concept**
- **Succession Planning**

Execution

- **Relentless Drive to Create Value**



TDG Organization



EVP Role Scalable With Future Growth

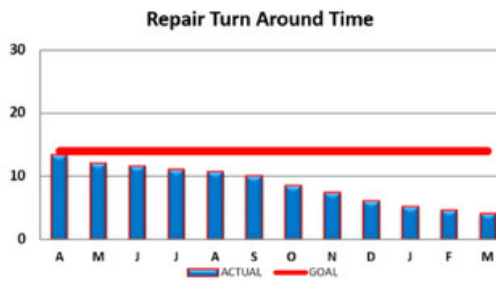
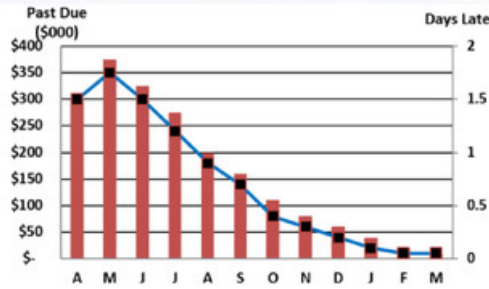
KEY TAKEAWAY: Business Unit Teams – Cross Functional, Co-Located, With a BUM Leader

Business Unit Manager
Engineers
Manufacturing
Quality
Purchasing/Planning
Customer Service



Run Your Business Like You Own It

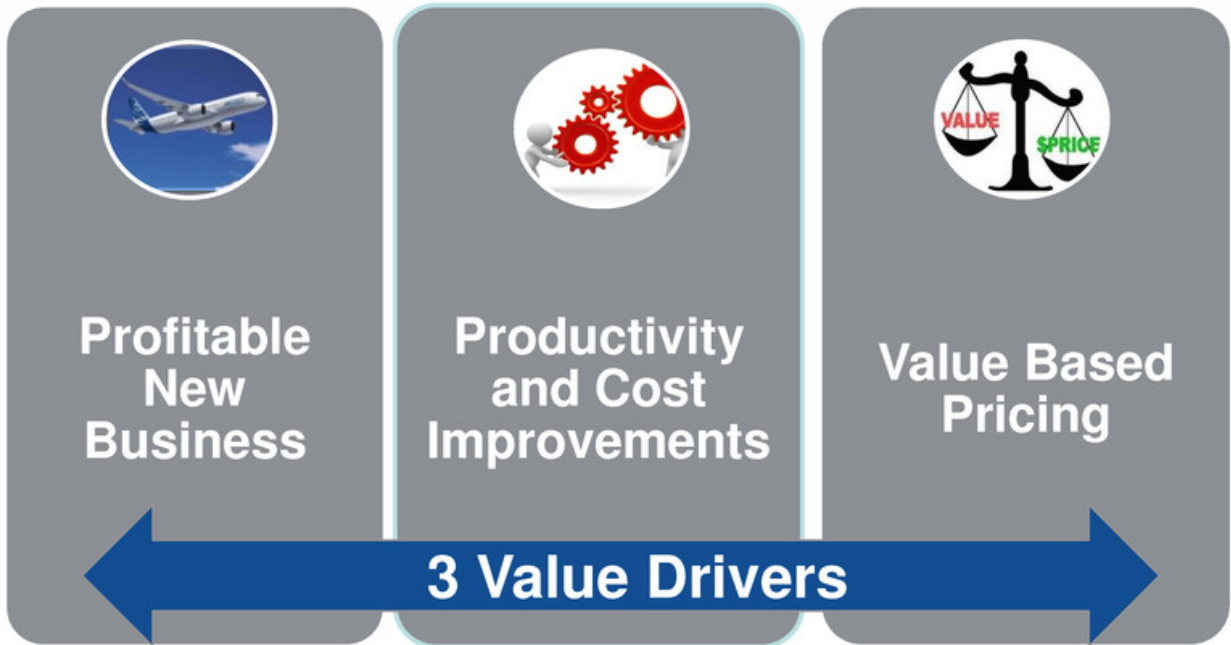
Delivery Performance



Note: For Illustration Only

“High TransDigm Customer Loyalty - Driven by On-time Delivery, Lead Time and Broad Product Offering” – Survey Results





TDG Cultural Elements

- Simple Focus
- Clear Expectations/Accountability
- Visible Leadership
- Bias to Action- Act Like an Owner

**ACTIVE
LEADERSHIP**

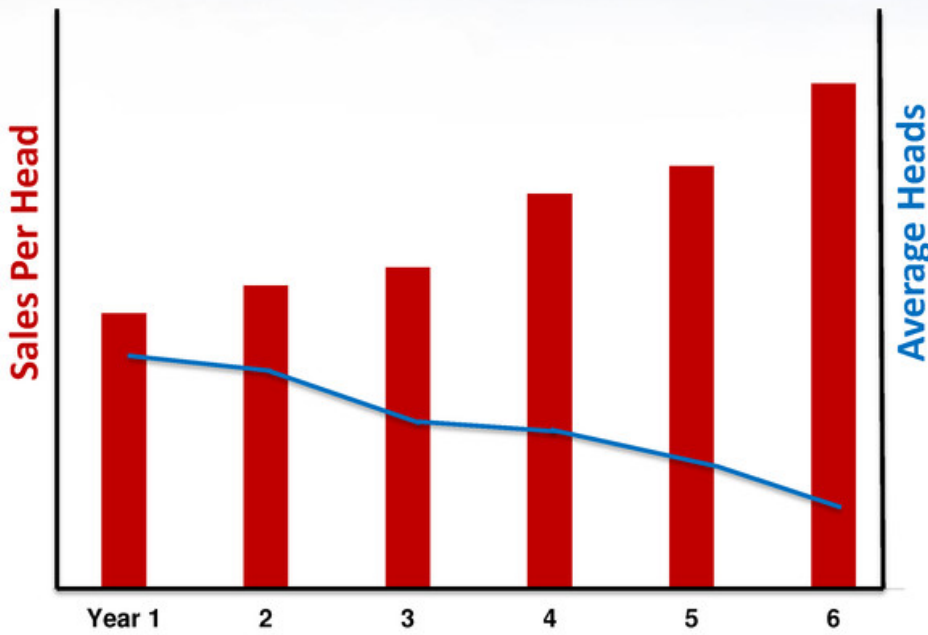


Steady Trackable Productivity Improvements



Across Total Cost Base

Sales Per Head



Note: For Illustration Only

If we are **PRODUCTIVE** we should be able to produce increased volume with the same number of people

Improved Margin
Creating Value

We don't compare sites. We look for improvement trends.

Detailed Cost Reduction Planning

Projects	YTD Plan	YTD Enacted	Plan	FY Forecast
Vendor LTAs / Resourcing	525	764	700	764
Commodity Hedge	75	44	100	75
Various Purchasing Initiatives	338	444	450	550
Purchasing Savings	938	1252	1,250	1,389
Outsourcing Domestic	47	0	62	62
Offshore Mfg (in-house)	200	200	200	200
Offshore Intercompany	-	0	-	-
Offshore 3rd Party	19	48	25	48
Outsourcing / Offshore Savings	265	248	287	310
RIF / Plant Consolidation	1,800	1800	1,800	1,800
Compensation Reduction	-	0	-	-
Mfg Projects (Automation)	75	23	100	100
Other Labor Projects	38	50	50	75
Labor Savings	1,913	1873	1,950	1,975
Scrap Reduction	38	0	50	50
Assembly Projects	75	30	100	100
Eng / Quality Projects	75	187	100	225
Warranty / Rework / Repairs	-	0	-	-
Rent / Utility / Engery Savings	19	0	25	15
Mainten, tooling expense reduction	8	0	10	10
VIP Ideas	113	203	150	200
Other Spending Reduction	470	18	627	500
Other Spending Reduction	797	438	1,062	1,100
Total Productivity Savings	3,912	3,811	4,549	4,774
Productivity as a % of Total Cost	3.3%	6.4%	3.8%	4.8%

- Measure the Goals
- Schedule and Savings
- Challenge Delays
- Trust but Validate



Note: For Illustration Only

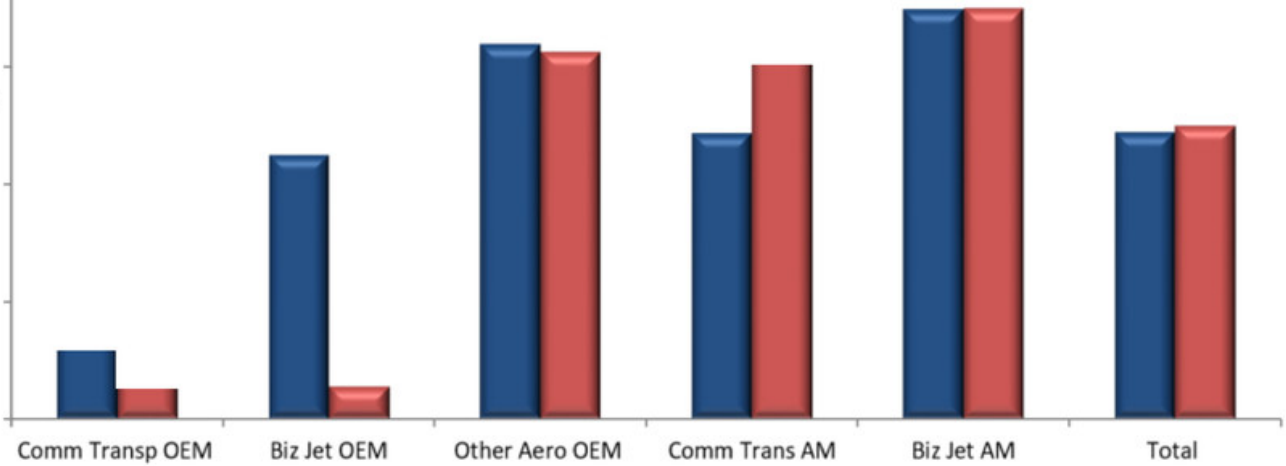
Value Generator: Price

- Price to reflect value
- Detailed tracking

■ Plan
■ YTD

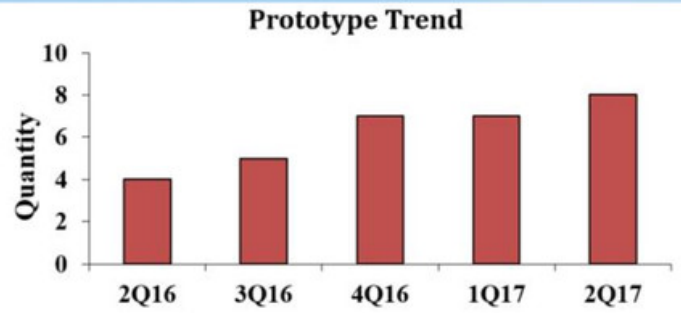
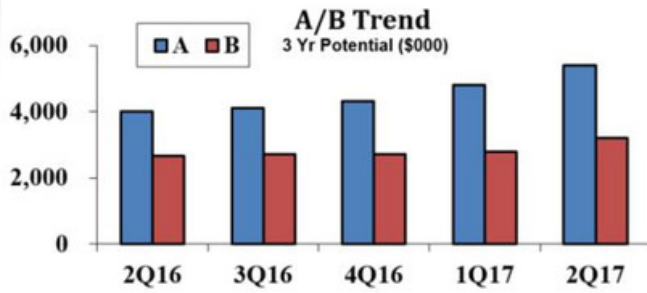
Note: For Illustration Only

%
Price



Analysis By Market Segment

Value Generator: Profitable New Business



Status	Customer	Platform	Program Description	Sponsor Name	3 Yr		FY 17 Plan	FY 17 YTD
					Potential	Annual Peak Volume		
A	NORDAM	G500 / G600 (PWRDG)	NEW NACELLE USING G5 & G650 LATCHES	Sally Engineer	480	1,241	0	38
A	Bombardier Bellair	A320neo	V2500 L1 LOCKING LATCH RETROFIT	Jon Customer	11,000	5,000	6,300	6,000
A	UTAS	A320neo	CFM56 L1 LOCKING LATCH RETROFIT	Sally Engineer	11,000	5,000	6,300	8,250
A	UTAS	C395	BLS, TR LATCHES, PCE DOOR	Jon Customer	4,083	3,141	2,140	1804
A	MIRAS	A320neo	TRANSOWL LATCHES	Sally Engineer	503	419	215	0
A	SPIRIT	737MAX	LATCH AND KEEPER SYSTEM	Jon Customer	7,520	7,520	1165	4
A	AIRBUS D85	A320neo	FC LATCHES, HOR, OTAD, UV	Sally Engineer	7,864	6,554	2525	2,632
A	Various	A320 X8 Retrofit	A320 OIL TANK DOOR LATCHES	Jon Customer	6,000	4,000	3,500	1,511
Sub-Total Products Available For Sale					48,850	33,275	22,145	20,245
Status	Customer	Platform	Program Description	Sally Engineer	3 Yr		FY 17 Plan	FY 17 YTD
					Potential	Volume		
B	SAFRAN NACELLES	A320neo	TR HOLD OPEN ROD	Jon Customer	1,819	1,383	212	148
B	UTAS	A320neo	PR TRIG LATCH, BLS, POD	Sally Engineer	5,062	4,219	1530	207
B	SPIRIT	777R	THRUST REVERSER LATCHES	Jon Customer	4,000	2,700	118	122
B	FACC	A320neo	FAN COWL LATCHES	Sally Engineer	96	1,252	166	103
B	SAFRAN NACELLES	A320neo	THRUST REVERSER LATCHES	Jon Customer	222	1,614	443	86
B	UTAS	E2	FAN COWL LATCHES	Sally Engineer	800	1,200	24	2
B	SPIRIT	737MAX	TR HIGH TAKEUP LATCH	Jon Customer	4000	4,590	1030	42
B	SAFRAN NACELLES	80 3043	FAN COWL LATCHES	Sally Engineer	1340	830	30	0
B	SPIRIT	777R	ACCESS DOOR LATCHES	Jon Customer	2,170	1,100	0	0
B	UTAS	A320	FAN COWL LATCHES	Jon Customer	2,200	1,200	0	0
B	UTAS	A320	FAN COWL HOR'S	Jon Customer	5,180	3,200	0	0
B	TAI	A320neo	FAN COWL LATCHES (GTF)	Sally Engineer	0	3,250	0	0
B	ADS	A320neo	FAN COWL LATCHES (GTF)	Jon Customer	0	3,250	0	0
B	ALL OTHERS				6,176	13,882	1402	280
Sub-Total Products in Development					38,410	46,322	4,955	2,958
Grand Total					87,260	79,597	27,100	23,204



Note: For Illustration Only

Sample New Business Products In Last 12 Months



Product Lines Fresh & Well Positioned

Customer Value Proposition

Provide Reliable, Well Engineered Products & Deliver Them On-Time



Highest Value to Customers

- CUSTOMER SERVICE**
- Excellent
 - Very Good
 - Good
 - Average
 - Poor

Financial Topics

5 Yr Go Forward Model Assumptions (w/o Acquisitions)

Weighted Avg Interest Rate:	5% to 6%
Cash Tax Rate:	25% to 30%
Capex:	≈ 2% of Sales
Leverage & Cash on Hand:	No Significant Change to Current Strategy

Continued Strong Free Cash Flow Generation

Capital Structure and Maturity Profile

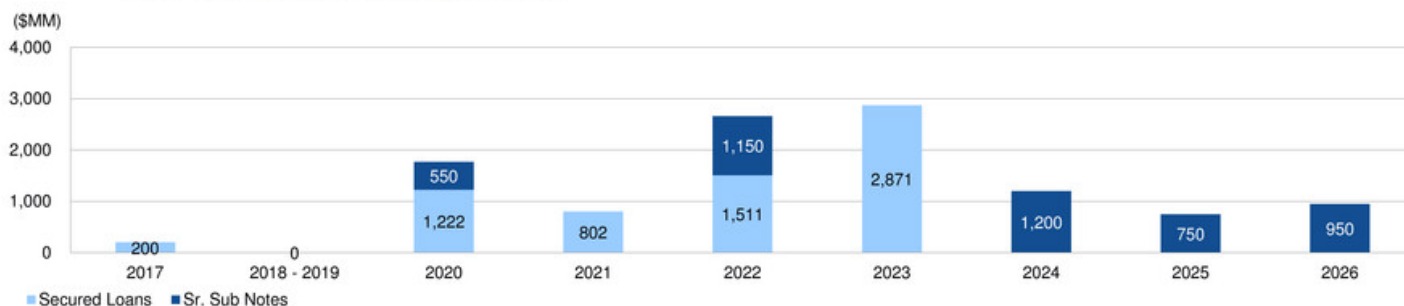
Pro Forma Capitalization

(\$ in millions)

	Actual 4/1/2017	Net Debt to Pro Forma EBITDA As Defined Multiple	Rate
Cash	\$985		
\$600m revolver	—		L + 3.00%
\$250m AR securitization facility	200		L + 0.90%
First lien term loan C due 2020	1,222		L + 3.00%
First lien term loan D due 2021	802		L + 3.00%
First lien term loan E due 2022	1,511		L + 3.00%
First lien term loan F due 2023	2,871		L + 3.00%
Total senior secured debt	\$6,606	3.4x	
Senior sub notes due 2020	550		5.50%
Senior sub notes due 2022	1,150		6.00%
Senior sub notes due 2024	1,200		6.50%
Senior sub notes due 2025	750		6.50%
Senior sub notes due 2026	950		6.375%
Total debt	\$11,206	6.2x	

Weighted Avg
Interest Rate
5.2%

Pro Forma Debt Maturity Profile



Interest Rate Sensitivity Analysis

(\$ in millions)

		TDG Weighted Average			
		Pre-Tax		After-Tax ⁽¹⁾	
	<u>LIBOR %</u>	<u>Cash Interest Exp \$</u>	<u>Cash Interest Rate %</u>	<u>Cash Interest Exp \$</u>	<u>Cash Interest Rate %</u>
Current →	1.0%	\$ 580	5.2%	\$ 400	3.6%
	2%	\$ 620	5.6%	\$ 430	3.9%
	4%	\$ 685	6.1%	\$ 470	4.2%
	6%	\$ 740	6.6%	\$ 510	4.6%

(1) After tax calculations assume a 31% effective tax rate, the same rate assumed in the FY 2017 guidance.

APPENDIX: Reconciliation of EBITDA and EBITDA As Defined to Net Income

(\$ in millions)

	1994	1995	1996	1997	1998	1999	2000	2001	2002	2003	2004	2005	2006	2007	2008	2009	2010	2011	2012	2013	2014	2015	2016
Income from continuing ops.	(\$5)	\$0	\$1	\$3	\$14	(\$17)	\$11	\$14	\$31	(\$76)	\$14	\$35	\$25	\$89	\$133	\$163	\$163	\$152	\$325	\$303	\$307	\$447	\$586
Depreciation and amortization	7	7	7	6	7	6	7	9	13	10	18	17	16	24	25	28	30	61	68	73	96	94	122
Interest expense, net	5	5	5	3	3	23	28	32	37	43	75	80	77	92	93	84	112	185	212	271	348	419	484
Income tax provision	(2)	-	2	5	13	(2)	8	9	17	(45)	6	23	16	53	74	88	88	77	163	146	142	189	182
Warrant put value adjustment	1	1	2	5	7	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Extraordinary item	-	-	-	2	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
EBITDA, excluding discontinued operations	6	13	17	24	44	10	54	64	98	(68)	113	155	134	258	325	\$363	\$393	\$475	\$768	\$793	\$893	\$1,149	\$1,374
Merger expense	-	-	-	-	-	40	-	-	-	176	-	-	-	-	-	-	-	-	-	-	-	-	-
Acquisition-related costs	4	-	-	1	-	1	-	8	-	15	20	2	1	9	2	6	12	30	19	26	22	35	57
Non-cash compensation and deferred compensation costs	-	-	-	-	-	-	-	-	-	1	6	7	1	6	6	6	7	13	22	49	26	32	48
One-time special bonus	-	-	-	-	-	-	-	-	-	-	-	-	6	-	-	-	-	-	-	-	-	-	-
Public offering costs	-	-	-	-	-	-	-	-	-	-	-	-	3	2	-	-	-	-	-	-	-	-	-
Refinancing costs	-	-	-	-	-	-	-	-	-	-	-	-	49	-	-	-	-	72	-	32	132	18	16
EBITDA As Defined	\$10	\$13	\$17	\$25	\$44	\$51	\$54	\$72	\$98	\$124	\$139	\$164	\$194	\$275	\$333	\$375	\$412	\$590	\$809	\$900	\$1,073	\$1,234	\$1,495

APPENDIX: FY 2017 Guidance Mid-point GAAP to Adj EPS Reconciliation and Assumptions

(\$ in millions)

	Year Ended September 30, 2017 (guidance mid-point)
Net income	\$612
Adjustments:	
Depreciation and amortization expense	140
Interest expense - net	600
Income tax provision	237
EBITDA	<u>1,589</u>
Adjustments:	
Acquisition-related expenses and adjustments and other, net	32
Non-cash stock compensation expense	46
Refinancing costs	36
Gross Adjustments to EBITDA	<u>114</u>
EBITDA As Defined	<u>\$1,703</u>
EBITDA As Defined, Margin	48.00%
Earnings per share	\$9.28
Adjustments to earnings per share:	
Inclusion of the dividend equivalent payments	1.73
Non-cash stock compensation expense	0.57
Acquisition-related expenses and adjustments and other, net	0.65
Refinancing costs	0.44
Reduction in income tax provision net income per common share related to the adoption of ASU 2016-09	(0.46)
Adjusted earnings per share	<u>\$12.21</u>
Weighted-average shares outstanding	55.6
GAAP EPS Tax Rate	28%
Adjusted EPS Tax Rate	31%

