

**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): April 20, 2007

TransDigm Group Incorporated

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation)

001-32833
(Commission File Number)

51-0484716
(I.R.S. Employer
Identification No.)

1301 East 9th Street, Suite 3710, Cleveland, Ohio 44114
(216) 706-2939
(Address of principal executive offices and telephone number)

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))

Item 8.01 Other Events

On April 20, 2007, TransDigm Group Incorporated ("TD Group") issued a press release announcing the filing of a registration statement on Form S-3 with the Securities and Exchange Commission for a secondary offering of 11,500,000 shares of its common stock by certain of its equity holders, including members of TD Group's senior management. A copy of the press release is attached hereto as Exhibit 99.1.

Item 9.01 Financial Statements and Exhibits

- (a) As previously disclosed, on February 7, 2007, TransDigm Inc., a wholly-owned subsidiary of TD Group, completed the acquisition of Aviation Technologies, Inc. ("ATI") for an aggregate purchase price of approximately \$430 million in cash. The financial statements of ATI required by Item 9.01(a) of Form 8-K were filed by TD Group in its Registration Statement on Form S-3, which was filed with the Securities and Exchange Commission on April 20, 2007 (the "Filed Registration Statement"), and such filed financial statements are incorporated herein by reference.
- (b) The pro forma financial statements relating to the acquisition of ATI that TD Group is required to file pursuant to Item 9.01(b) of Form 8-K were filed by TD Group in the Filed Registration Statement, and such filed financial statements are incorporated herein by reference.
- (d) Exhibits

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

99.1 Press Release of TransDigm Group Incorporated, dated April 20, 2007.

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.

Dated: April 20, 2007

TRANSDIGM GROUP INCORPORATED

By: /s/ Gregory Rufus

Name: Gregory Rufus

Title: Executive Vice President and Chief
Financial Officer

EXHIBIT INDEX

Exhibit Number	Description
99.1	Press Release of TransDigm Group Incorporated, dated April 20, 2007.

**TRANSDIGM GROUP ANNOUNCES FILING OF
A REGISTRATION STATEMENT FOR A SECONDARY OFFERING**

CLEVELAND, OH (April 20, 2007)— TransDigm Group Incorporated (NYSE: TDG) announced today that it has filed a registration statement on Form S-3 with the Securities and Exchange Commission for a secondary offering of 11,500,000 shares of its common stock, including shares of common stock that will be subject to the underwriters' over-allotment option. The shares will be offered by TD Group Holdings, LLC, an entity controlled by Warburg Pincus Private Equity VIII, L.P., and certain members of senior management of TransDigm Group. The selling stockholders intend to sell 10,000,000 shares in the offering and also intend to grant the underwriters an option to purchase a maximum of 1,500,000 additional shares to cover over-allotments. TransDigm Group is not selling any shares in the offering and will not receive any proceeds from the offering.

Credit Suisse Securities (USA) LLC, Banc of America Securities LLC, Lehman Brothers Inc. and UBS Investment Bank are acting as underwriters for the offering.

When available, a copy of the prospectus relating to the offering may be obtained from: Credit Suisse, Prospectus Department, One Madison Avenue, New York, NY 10010 (telephone: 212-325-2580) or by faxing requests to 212-325-8057; Banc of America Securities LLC, Capital Markets Operations, 100 West 33rd Street, 3rd Floor, New York, NY 10001 or by emailing dg.prospectus_distribution@bofasecurities.com; or Lehman Brothers Inc., care of Qiana Smith, Broadridge, 1155 Long Island Avenue, Edgewood, NY 11717, (telephone: 631-274-2635), by faxing requests to 631-254-7268, or by emailing Qiana.Smith@Broadridge.com.

A registration statement relating to these securities has been filed with the Securities and Exchange Commission but has not yet become effective. These securities may not be sold nor may offers to buy be accepted prior to the time the registration statement becomes effective.

This press release shall not constitute an offer to sell or the solicitation of an offer to buy nor shall there be any sale of these securities in any state or jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of such state or jurisdiction.

About TransDigm Group

TransDigm Group, through its wholly-owned subsidiaries, including TransDigm Inc., 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, gear pumps, mechanical/electro-mechanical actuators and controls, NiCad batteries/chargers, power conditioning devices, hold-open rods and locking devices, engineered connectors, engineered latches and cockpit security devices, lavatory hardware and components, specialized AC/DC electric motors, aircraft audio systems, specialized cockpit displays and specialized valving.

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