

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): January 30, 2007

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

(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))
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Item 7.01 Regulation FD Disclosure.

On January 30, 2007, TransDigm Inc., a wholly-owned subsidiary of TransDigm Group Incorporated ("*TD Group*"), distributed to prospective investors a Confidential Offering Circular Supplement to its Preliminary Confidential Offering Circular, dated January 29, 2007. A copy of the Confidential Offering Circular Supplement, which may contain material non-public information, is furnished with this Current Report on Form 8-K (this "*Current Report*") as Exhibit 99.1 hereto. The information furnished pursuant to Item 7.01 to this Current Report (including exhibits hereto) shall not be considered "filed" under the Securities Exchange Act of 1934, as amended (the "*Exchange Act*"), nor shall it be incorporated by reference into future filings by TD Group under the Securities Act of 1933, as amended (the "*Securities Act*"), or under the Exchange Act, unless TD Group expressly sets forth in such future filing that such information is to be considered "filed" or incorporated by reference therein.

The senior subordinated notes being offered pursuant to the Preliminary Confidential Offering Circular referred to above will not be registered under the Securities Act or any state securities laws and, unless so registered, may not be offered or sold in the United States except pursuant to an applicable exemption from the registration requirements of the Securities Act and applicable state securities laws. In addition, this Current Report does not and will not constitute an offer to sell or the solicitation of an offer to buy the senior subordinated notes, nor shall there be any sale of the senior subordinated 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.

Item 9.01 Financial Statements and Exhibits

(d) Exhibits

The following exhibits are being filed with this Current Report on Form 8-K:

99.1 Confidential Offering Circular Supplement, dated January 30, 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: January 30, 2007

TRANSDIGM GROUP INCORPORATED

By: /s/ GREGORY RUFUS

Name: Gregory Rufus

Title: Executive Vice President, Chief Financial Officer and
Secretary

EXHIBIT INDEX

Exhibit Number

Description

99.1	Confidential Offering Circular Supplement, dated January 30, 2007.
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CONFIDENTIAL OFFERING CIRCULAR SUPPLEMENT
TO PRELIMINARY CONFIDENTIAL OFFERING CIRCULAR DATED JANUARY 29, 2007

\$250,000,000

TransDigm Inc.

7³/₄% Senior Subordinated Notes due 2014

This Confidential Offering Circular Supplement relates to the sale of our 7³/₄% senior subordinated notes due 2014 (the "new notes"). This Confidential Offering Circular Supplement supplements the Preliminary Confidential Offering Circular dated January 29, 2007 and supersedes the information in the Preliminary Confidential Offering Circular to the extent inconsistent with the information in the Preliminary Confidential Offering Circular. You should read this Confidential Offering Circular Supplement together with the Preliminary Confidential Offering Circular. Defined terms used in this Confidential Offering Circular Supplement that are not defined herein shall have the same meanings as in the Preliminary Confidential Offering Circular.

The new notes are being offered only to qualified institutional buyers in reliance on Rule 144A and Regulation S under the Securities Act of 1933, as amended. The securities referenced herein have not been registered under the Securities Act or any state securities laws, and may not be offered or sold in the United States or to U.S. persons absent registration or an applicable exemption from the registration requirements.

Update on Regulatory Matters Relating to ATI Acquisition

In the Preliminary Confidential Offering Circular, we noted that the ATI acquisition was subject to approval by the German Government and that if we were unable to obtain this approval prior to the closing of the offering of the new notes, we would close the offering into escrow. On January 30, 2007, we received notice of clearance for the ATI acquisition from the Federal Cartel Office of the German Government. As a result, we will not be required to close the offering of the new notes into escrow.

Updated Information Regarding ATI

ATI's auditors have identified a reportable condition in ATI's internal controls and their operation relating to significant unusual or non-recurring transactions that required a restatement of ATI's audited financial statements for the year ended December 31, 2005.

On January 29, 2007, ATI's auditors reported to the ATI Board of Directors a reportable condition under auditing standards generally accepted in the United States, or US GAAP, that, in the judgment of ATI's auditors, related to a significant deficiency in the design or operation of ATI's internal controls relating to significant unusual or non-recurring transactions which could adversely affect ATI's ability to record, process, summarize and report financial data consistent with the assertions of management in ATI's financial statements. The reportable condition related to ATI's controls to analyze technical accounting literature applicable to significant unusual or non-recurring transactions not being designed effectively. As a result of this condition, ATI restated its audited financial statements as of and for the year ended December 31, 2005 to correct errors in the application of Statement of Accounting Standard (SFAS) No. 95, "Statement of Cash Flows" and Statement of Accounting Standard (SFAS) No. 144, "Accounting for the Impairment or Disposal of Long-lived Assets". Specifically, in connection with ATI's spin-off of Tri-Star International, Inc., or Tri-Star, on March 1, 2005, ATI retained preferred stock in Tri-Star with a face value of \$35.0 million and an annual cumulative dividend of 13%. On August 15, 2005, the preferred stock was redeemed by Tri-Star for \$37.1 million in cash, of which \$35.0 million represented the face value of the preferred stock and \$2.1 million represented accrued dividends on the preferred stock. The redemption resulted in income tax expense to ATI of \$3.7 million. See Note 2 to the audited consolidated financial statements of ATI included in the Preliminary Confidential Offering Circular. For the year ended December 31, 2005, ATI reflected the \$2.1 million in accrued dividends in its cash flows from investing activities, and reflected the \$3.7 million of income tax expense as a reduction in its income from continuing operations. In the restatement of its financial statements for the year ended December 31, 2005, the \$2.1 million in accrued dividends was reclassified as cash flows from operations and the \$3.7 million of income tax expense was reclassified as a reduction in its income from discontinued operations. The consolidated financial statements of ATI that were included in the Preliminary Confidential Offering Circular were already adjusted to reflect these reclassifications. These reclassifications did not have any effect on ATI's net income or EBITDA for the year ended December 31, 2005. We cannot assure you that in connection with our integration of ATI's accounting procedures with our accounting procedures, or in connection with any audit or review undertaken with respect to ATI's consolidated financial statements following our acquisition of ATI, we or our auditors will not identify additional reportable conditions with

respect to ATI's internal controls that result in additional reclassifications or adjustments to ATI's consolidated financial statements included in the Preliminary Confidential Offering Circular.

The date of this Confidential Offering Circular Supplement is January 30, 2007.
