SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

Schedule 13G (Rule 13d-102)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT TO RULES 13d-1 (b), (c) AND (d) AND AMENDMENTS THERETO FILED PURSUANT TO 13d-2 (b)

(Amendment No. 3)*

TransDigm Group Incorporated

(Name of Issuer)

Common Stock, par value \$0.01 per share

(Title of Class of Securities)

893641100

(CUSIP Number)

December 31, 2010

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- Rule 13d-1(b) 0
- х Rule 13d-1(c)
- Rule 13d-1(d) 0

*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

(Continued on following pages)

1		NO. OF	N ABOVE PERSONS (ENTITIES ONLY) t, L.L.C. ("Tiger Management")					
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) o (b) x							
3	SEC USE ONLY							
4	CITIZENSHIP OR PLACE OF ORGANIZATION Delaware							
	NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON	5	SOLE VOTING POWER 1,353,500 shares, of which 30,436 are directly owned by Tiger Global II, L.P. directly owned by Tiger Global, L.P. ("Tiger Global") and 586,882 are directly Fund, L.P. ("TGMF"). Tiger Management is the investment manager of each of and TGMF and may be deemed to have sole voting power with respect to such III ("Coleman"), the managing member of each of Tiger Management and Tig ("Tiger Global Performance"), may be deemed to have sole voting power with Global Performance, the general partner of each of Tiger Global II, Tiger Glob have sole voting power with respect to such shares directly owned by such ent	y owned of Tiger (h shares, ger Globa n respect bal and T	by Tig Global and Ch al Perfo to such	er Glob II, Tige aarles P rmance shares	al Master r Global . Coleman , L.L.C. ; Tiger	
	WITH	6	SHARED VOTING POWER See response to row 5.					
		7	SOLE DISPOSITIVE POWER 1,353,500 shares, of which 30,436 are directly owned by Tiger Global II, 736, Global and 586,882 are directly owned by TGMF. Tiger Management is the in Tiger Global II, Tiger Global and TGMF and may be deemed to have sole disp such shares, and Coleman, the managing member of each of Tiger Manageme may be deemed to have sole dispositive power with respect to such shares; Tig general partner of each of Tiger Global II, Tiger Global and TGMF, may be de power with respect to such shares directly owned by such entities.	nvestmen positive j ent and Ti ger Glob	t mana power v iger Gle al Perfe	ger of e with res obal Pe ormanc	each of pect to rformance, e, the	
		8	SHARED DISPOSITIVE POWER See response to row 7.					
9	AGGREGATE AMOUNT REPORTING PERSON	BENEI	FICIALLY OWNED BY EACH		1,3	53,500		
10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES* 0							
11	PERCENT OF CLASS RI	EPRESE	NTED BY AMOUNT IN ROW 9		2.7	%		
12	TYPE OF REPORTING F	PERSON	*		OC)		

1	NAME OF REPORTING I.R.S. IDENTIFICATION Tiger Global II, I	NO. OF	F ABOVE PERSONS (ENTITIES ONLY)	
2	CHECK THE APPROPR	IATE BO	DX IF A MEMBER OF A GROUP*	(a) o (b) x
3	SEC USE ONLY			
4	CITIZENSHIP OR PLAC Delaware	E OF O	RGANIZATION	
	NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5	SOLE VOTING POWER 30,436, except that each of Tiger Global Performance, the general partner of Management, L.L.C. ("Tiger Management"), the investment manager of Tige have sole voting power with respect to such shares, and Coleman, the manag Global Performance and Tiger Management, may be deemed to have sole vo shares.	er Global II, may be deemed to sing member of each of Tiger
		6	SHARED VOTING POWER See response to row 5.	
		7	SOLE DISPOSITIVE POWER 30,436 shares, except that each of Tiger Global Performance, the general par Management, the investment manager of Tiger Global II, may be deemed to respect to such shares, and Coleman, the managing member of each of Tiger Management, may be deemed to have sole dispositive power with respect to	have sole dispositive power with Global Performance and Tiger
		8	SHARED DISPOSITIVE POWER See response to row 7.	
9	AGGREGATE AMOUNT REPORTING PERSON	[BENE]	FICIALLY OWNED BY EACH	30,436
10	CHECK BOX IF THE AC EXCLUDES CERTAIN S		ATE AMOUNT IN ROW (9) *	0
11	PERCENT OF CLASS R	EPRESE	NTED BY AMOUNT IN ROW 9	0.1%
12	TYPE OF REPORTING F	PERSON	*	PN

1	NAME OF REPORTING I.R.S. IDENTIFICATION Tiger Global, L.	NO. OI	ABOVE PERSONS (ENTITIES ONLY)					
2	CHECK THE APPROPR	RIATE BO	DX IF A MEMBER OF A GROUP*	(a)	0	(b)	X	
3	SEC USE ONLY							
4	CITIZENSHIP OR PLACE OF ORGANIZATION Delaware							
	NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5	SOLE VOTING POWER 736,182 shares, except that each of Tiger Global Performance, the general pa Management, the investment manager of Tiger Global, may be deemed to ha to such shares, and Coleman, the managing member of each of Tiger Global Management, may be deemed to have sole voting power with respect to such	ave sole vot Performan	ing po	wer wi		
		6	SHARED VOTING POWER See response to row 5.					
		7	SOLE DISPOSITIVE POWER 736,182 shares, except that each of Tiger Global Performance, the general pa Management, the investment manager of Tiger Global, may be deemed to ha respect to such shares, and Coleman, the managing member of each of Tiger Management, may be deemed to have sole dispositive power with respect to	ave sole dis Global Per	positiv rforma	ve pow	er with	
		8	SHARED DISPOSITIVE POWER See response to row 7.					
9	AGGREGATE AMOUN REPORTING PERSON	T BENE	FICIALLY OWNED BY EACH		736	6,182		
10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES* 0							
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9 1.5%							
12	TYPE OF REPORTING	PERSON	*		PN			

1		NO. OF	N ABOVE PERSONS (ENTITIES ONLY) e, L.L.C. ("Tiger Global Performance")				
2	CHECK THE APPROPRI	ATE BO	X IF A MEMBER OF A GROUP*	(a) o (b) x			
3	SEC USE ONLY						
4	CITIZENSHIP OR PLAC Delaware	CITIZENSHIP OR PLACE OF ORGANIZATION Delaware					
	NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5	SOLE VOTING POWER 1,353,500 shares, of which 30,436 are directly owned by Tiger Global II, 736 Global, and 586,882 are directly owned by TGMF. Tiger Global Performance Tiger Global II, Tiger Global and TGMF and may be deemed to have sole vo shares, Tiger Management is the investment manager of each of Tiger Globa may be deemed to have sole voting power with respect to such shares and Co each of Tiger Global Performance and Tiger Management, may be deemed to respect to such shares.	e is the general partner of each of oting power with respect to such I II, Tiger Global and TGMF and oleman, the managing member of			
		6	SHARED VOTING POWER See response to row 5.				
		7	SOLE DISPOSITIVE POWER 1,353,500 shares, of which 30,436 are directly owned by Tiger Global II, 736 Global and 586,882 are directly owned by TGMF. Tiger Global Performance Tiger Global II, Tiger Global and TGMF and may be deemed to have sole di such shares, Tiger Management is the investment manager of each of Tiger C and may be deemed to have sole dispositive power with respect to such share member of each of Tiger Global Performance and Tiger Management, may b power with respect to such shares.	is the general partner of each of spositive power with respect to Global II, Tiger Global and TGMF es and Coleman, the managing			
		8	SHARED DISPOSITIVE POWER See response to row 7.				
9	AGGREGATE AMOUNT REPORTING PERSON	BENEI	FICIALLY OWNED BY EACH	1,353,500			
10	CHECK BOX IF THE AC EXCLUDES CERTAIN S		ATE AMOUNT IN ROW (9) *	0			
11	PERCENT OF CLASS R	EPRESE	NTED BY AMOUNT IN ROW 9	2.7%			
12	TYPE OF REPORTING P	ERSON	*	00			
J			* SEE INSTRUCTIONS DEFORE EILLING OUT				

1		NO. OF	N ABOVE PERSONS (ENTITIES ONLY) I, L.P. ("TGMF")				
2	CHECK THE APPROPR	IATE BO	DX IF A MEMBER OF A GROUP*	(a)	0	(b)	x
3	SEC USE ONLY						
4	CITIZENSHIP OR PLAC Cayman Islands	CE OF O	RGANIZATION				
	NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING	5	SOLE VOTING POWER 586,882 shares, except that Tiger Management, the investment manager of TGM voting power with respect to such shares, Tiger Global Performance, the genera deemed to have sole voting power with respect to such shares, and Coleman, th Tiger Management and Tiger Global Performance, may be deemed to have sole such shares.	ll partner e managi	of TO	GMF, n ember	nay be of each of
	PERSON WITH	6	SHARED VOTING POWER See response to row 5.				
		7	SOLE DISPOSITIVE POWER 586,882 shares, except that Tiger Management, the investment manager of TGM dispositive power with respect to such shares, Tiger Global Performance, the ge deemed to have sole dispositive power with respect to such shares, and Colema each of Tiger Management and Tiger Global Performance, may be deemed to have respect to such shares.	eneral pain, the ma	rtner o anagir	of TGN 1g men	1F, may be Iber of
		8	SHARED DISPOSITIVE POWER See response to row 7.				
9	AGGREGATE AMOUNT REPORTING PERSON	Γ BENEI	FICIALLY OWNED BY EACH		586	6,882	
10	CHECK BOX IF THE AC EXCLUDES CERTAIN S		ATE AMOUNT IN ROW (9) *		C)	
11	PERCENT OF CLASS R	EPRESE	NTED BY AMOUNT IN ROW 9		1.2	%	
12	TYPE OF REPORTING I	PERSON	*		PN		
			* SEE INSTRUCTIONS BEFORE FILLING OUT!				

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Page 6 of 12

1	NAME OF REPORTING I.R.S. IDENTIFICATION Charles P. Colem	NO. OI	F ABOVE PERSONS (ENTITIES ONLY)						
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) 0 (b) x								
3	SEC USE ONLY								
4	CITIZENSHIP OR PLACE OF ORGANIZATION U.S. Citizen								
	NUMBER OF SHARES BENEFICIALLY OWNED BY EACH	5	SOLE VOTING POWER 1,353,500 shares, of which 30,436 are directly owned by Tiger Global II, 736, Global, and 586,882 are directly owned by TGMF. Coleman is the managing m Performance (the general partner of each of Tiger Global II, Tiger Global and TGMF) (the investment manager of each of Tiger Global II, Tiger Global and TGMF) voting power with respect to such shares.	nember of each TGMF) and Ti	ı of Tig ger Ma	er Global nagement			
	REPORTING PERSON WITH		SHARED VOTING POWER See response to row 5.						
			SOLE DISPOSITIVE POWER 1,353,500 shares, of which 30,436 are directly owned by Tiger Global II, 736, Global and 586,882 are directly owned by TGMF. Coleman is the managing m Performance (the general partner of each of Tiger Global II, Tiger Global and TGMF) (the investment manager of each of Tiger Global II, Tiger Global and TGMF) dispositive power with respect to such shares.	nember of each TGMF) and Ti	of Tige ger Ma	er Global nagement			
		8	SHARED DISPOSITIVE POWER See response to row 7.						
9	AGGREGATE AMOUNT REPORTING PERSON	BENE	FICIALLY OWNED BY EACH	1,3	53,500				
10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES* 0								
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9 2.7%								
12	TYPE OF REPORTING P	ERSON	[*	IN					
	J		* SEE INSTRUCTIONS REFORE FILLING OUT						

This Amendment No. 3 amends the Schedule 13G filed with the Securities and Exchange Commission on July 5, 2007, as amended by Amendment No. 1 on February 12, 2009 and Amendment No. 2 on February 12, 2010 by Tiger Global Management, L.L.C., a Delaware limited liability company, Tiger Global II, L.P., a Delaware limited partnership, Tiger Global, L.P., a Delaware limited partnership, Tiger Global Performance, L.L.C., a Delaware limited liability company, Tiger Global Management, L.E.C., a Delaware limited liability company, Tiger Global II, L.P., a Delaware limited partnership, Tiger Global Performance, L.L.C., a Delaware limited liability company, Tiger Global Master Fund, L.P., a Cayman Islands limited partnership, and Charles P. Coleman III. The foregoing entities and individual are collectively referred to as the "Reporting Persons." Only those items as to which there has been a change are included in this Amendment No. 3.

ITEM 4. OWNERSHIP

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

(a) <u>Amount beneficially owned</u>:

See Row 9 of cover page for each Reporting Person.

(b) <u>Percent of Class</u>:

See Row 11 of cover page for each Reporting Person.

- (c) <u>Number of shares as to which such person has</u>:
 - (i) <u>Sole power to vote or to direct the vote:</u>

See Row 5 of cover page for each Reporting Person.

(ii) <u>Shared power to vote or to direct the vote:</u>

See Row 6 of cover page for each Reporting Person.

- (iii) <u>Sole power to dispose or to direct the disposition of</u>:See Row 7 of cover page for each Reporting Person.
- (iv) <u>Shared power to dispose or to direct the disposition of:</u>

See Row 8 of cover page for each Reporting Person.

ITEM 5. OWNERSHIP OF FIVE PERCENT OR LESS OF A CLASS

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than 5 percent of the class of securities, check the following: x

SIGNATURES

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: February 11, 2011

Tiger Global Management, L.L.C.

Tiger Global II, L.P. By Tiger Global Performance, L.L.C. Its General Partner

Tiger Global, L.P. By Tiger Global Performance, L.L.C. Its General Partner

Tiger Global Master Fund, L.P. By Tiger Global Performance, L.L.C. Its General Partner

Tiger Global Performance, L.L.C.

Charles P. Coleman III

/s/ Charles P. Coleman III Signature

Charles P. Coleman III Managing Member

/s/ Charles P. Coleman III Signature

Charles P. Coleman III Managing Member

/s/ Charles P. Coleman III Signature

Charles P. Coleman III Managing Member

/s/ Charles P. Coleman III Signature

Charles P. Coleman III Managing Member

/s/ Charles P. Coleman III Signature

Charles P. Coleman III Managing Member

/s/ Charles P. Coleman III Signature The original statement shall be signed by each person on whose behalf the statement is filed or his authorized representative. If the statement is signed on behalf of a person by his authorized representative other than an executive officer or general partner of the filing person, evidence of the representative's authority to sign on behalf of such person shall be filed with the statement, provided, however, that a power of attorney for this purpose which is already on file with the Commission may be incorporated by reference. The name and any title of each person who signs the statement shall be typed or printed beneath his signature.

NOTE: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See §240.13d-7 for other parties for whom copies are to be sent.

Attention: Intentional misstatements or omissions of fact constitute Federal criminal violations (See 18 U.S.C. 1001)

EXHIBIT INDEX

Exhibit

Exhibit A: Agreement of Joint Filing

Found on Sequentially Numbered Page

EXHIBIT A

Agreement of Joint Filing

The Reporting Persons hereby agree that a single Schedule 13G (or any amendment thereto) relating to the Common Stock of TransDigm Group Incorporated shall be filed on behalf of each of the Reporting Persons. Note that copies of the applicable Agreement of Joint Filing are already on file with the appropriate agencies.