
**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 25, 2016

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))
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Item 7.01. Regulation FD Disclosure.

On May 25, 2016, TransDigm Group Incorporated (“TransDigm Group”) issued a press release (the “Press Release”) relating to the proposed offering of \$950 million aggregate principal amount of senior subordinated notes due 2026 (the “Notes”) by TransDigm Inc., its wholly-owned subsidiary, pursuant to a confidential offering memorandum (the “Offering Memorandum”) in a private placement under Rule 144A and Regulation S of the Securities Act of 1933 (the “Securities Act”). Additionally, on or before the date of the closing of TransDigm’s acquisition of the stock of ILC Holdings, Inc., the parent Company to Data Device Corporation (the “DDC Acquisition”), TransDigm Inc. expects to enter into definitive documentation pursuant to which, among other things, TransDigm Inc. will incur up to \$950 million in term loans, of which, up to \$450 million may take the form of delayed draw term loans (the “Delayed Draw Term Loans”), increase the commitments under the U.S. Dollar-denominated tranche of its revolving credit facility by up to \$50 million and extend the maturity date of its revolving credit facility to February 28, 2020. Borrowings under the Delayed Draw Term Loans will be conditioned upon, among other things, the closing of the DDC Acquisition. TransDigm Inc. intends to use a portion of the net proceeds from the offering of the Notes and the term loans to fund the purchase price for the DDC Acquisition and for general corporate purposes, including potential future acquisitions or dividends. A copy of the Press Release is furnished as Exhibit 99.1 to this Current Report on Form 8-K.

\$450 million in aggregate principal amount of the Notes will be subject to a special partial mandatory redemption at a redemption price of 100% of the issue price of the Notes, plus accrued and unpaid interest, if (a) the DDC Acquisition is not consummated, or the purchase agreement for the DDC Acquisition is terminated, on or prior to October 22, 2016 or (b) TransDigm Inc. announces that it will not pursue the consummation of the DDC Acquisition.

In the Offering Memorandum, the Company discloses pro forma net sales and pro forma EBITDA As Defined of \$3,289 million and \$1,477 million, respectively, for the twelve months ended April 2, 2016. These amounts reflect the Company’s estimates that if certain acquisitions, including the DDC Acquisition, had closed at the beginning of that period, the transactions would have contributed additional net sales and EBITDA As Defined of approximately \$289 million and \$113 million, respectively, for the twelve-month period ended April 2, 2016. See Exhibit 99.2 to this Current Report on Form 8-K for a reconciliation of net income to EBITDA, EBITDA As Defined and Pro Forma EBITDA As Defined.

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 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 Securities 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 exhibits are being furnished with this Current Report on Form 8-K:

<u>Exhibit Number</u>	<u>Description</u>
99.1	Press Release
99.2	Reconciliation of Net Income to EBITDA, EBITDA As Defined and Pro Forma EBITDA As Defined

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/ Terrance M. Paradie

Name: Terrance M. Paradie

Title: Executive Vice President and Chief
Financial Officer

Dated: May 25, 2016

EXHIBIT INDEX

<u>Exhibit Number</u>	<u>Description</u>
99.1	Press Release
99.2	Reconciliation of Net Income to EBITDA, EBITDA As Defined and Pro Forma EBITDA As Defined



TransDigm Group Announces Proposed Private Offering of \$950 Million Senior Subordinated Notes

Cleveland, Ohio, May 25, 2016 /PRNewswire / — TransDigm Group Incorporated (“TransDigm Group”) (NYSE: TDG) announced today that its wholly-owned subsidiary, TransDigm Inc. (the “Company”), is planning, subject to market and other conditions, to offer \$950 million aggregate principal amount of senior subordinated notes due 2026 (the “Notes”) in a private offering that is 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 and certain of the Company’s existing and future domestic subsidiaries on a senior subordinated basis.

Additionally, on or before the date of the closing of TransDigm’s acquisition of the stock of ILC Holdings, Inc., the parent Company to Data Device Corporation (the “DDC Acquisition”), TransDigm Inc. expects to enter into definitive documentation pursuant to which, among other things, TransDigm Inc. will incur up to \$950 million in term loans, of which, up to \$450 million may take the form of delayed draw term loans (the “Delayed Draw Term Loans”), increase the commitments under the U.S. Dollar-denominated tranche of its revolving credit facility by up to \$50 million and extend the maturity date of its revolving credit facility to February 28, 2020. Borrowings under the Delayed Draw Term Loans will be conditioned upon, among other things, the closing of the DDC Acquisition.

TransDigm Inc. intends to use a portion of the net proceeds from the offering of the Notes and the term loans to fund the purchase price for the DDC Acquisition and for general corporate purposes, including potential future acquisitions or dividends.

\$450 million in aggregate principal amount of the Notes will be subject to a special partial mandatory redemption at a redemption price of 100% of the issue price of the Notes, plus accrued and unpaid interest, if (a) the DDC Acquisition is not consummated, or the purchase agreement for the DDC Acquisition is terminated, on or prior to October 22, 2016 or (b) TransDigm Inc. announces that it will not pursue the consummation of the DDC Acquisition.

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, cockpit security components and systems, specialized cockpit displays, aircraft audio systems, specialized lavatory components, seatbelts 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 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 risks 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 risk 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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Reconciliation of Net Income to EBITDA, EBITDA As Defined and Pro Forma EBITDA As Defined

EBITDA represents earnings from continuing operations before interest, taxes, depreciation and amortization. EBITDA As Defined represents EBITDA plus, as applicable for each relevant period, certain adjustments as set forth in the reconciliation of net income to EBITDA and EBITDA As Defined and the reconciliation of net cash provided by operating activities to EBITDA and EBITDA As Defined presented below. Pro Forma EBITDA As Defined (for the last twelve months ended April 2, 2016) represents EBITDA as Defined plus management's estimates of the impact of the acquisitions of Pexco Aerospace, PneuDrualics, Breeze-Eastern and DDC had such transactions occurred at the beginning of the twelve-month period ended April 2, 2016.

The following sets forth a reconciliation of net income to EBITDA, EBITDA As Defined and Pro Forma EBITDA As Defined:

	Last Twelve Months Ended April 2, 2016 (Dollars in thousands)
Net income	\$ 494,314
Add:	
Depreciation and amortization	108,354
Interest expense, net	443,229
Income tax provision	208,954
EBITDA	<u>1,254,851</u>
Adjustments:	
Inventory purchase accounting adjustments(a)	19,782
Acquisition integration costs(b)	23,779
Acquisition transaction- related expenses(c)	10,893
Non-cash stock and deferred compensation expense(d)	40,354
Refinancing costs	18,393
Other items, net(e)	<u>(4,177)</u>
EBITDA As Defined	<u>\$1,363,875</u>
Pro forma adjustments(f)	<u>\$ 112,967</u>
Pro Forma EBITDA As Defined	1,476,842

- (a) Represents accounting adjustments to inventory associated with acquisitions of businesses and product lines that were charged to cost of sales when the inventory was sold.
- (b) Represents costs incurred to integrate acquired businesses and product lines into Transdigm Group Inc.'s operations, facility relocation costs and other acquisition-related costs.
- (c) Represents transaction-related costs comprising deal fees; legal, financial and tax due diligence expenses; and valuation costs that are required to be expensed as incurred.
- (d) Represents the compensation expense recognized by Transdigm Group Inc. under its stock incentive plans.
- (e) Primarily represents foreign currency transaction gain or loss on intercompany loans to be settled and gain or loss on sale of fixed assets.
- (f) Represents management's estimates of the impact of the acquisitions of Pexco Aerospace, PneuDrualics, Breeze-Eastern and DDC had such transactions occurred at the beginning of such period.