

OMB APPROVAL	
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**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <u>SMALL ROBERT J</u> <hr/> (Last) (First) (Middle) C/O BERKSHIRE PARTNERS LLC 200 CLARENDON STREET, 35TH FLOOR <hr/> (Street) BOSTON MA 02116 <hr/> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>TransDigm Group INC [ TDG ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) 05/19/2022	
	4. If Amendment, Date of Original Filed (Month/Day/Year) 05/23/2022	

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	05/23/2022		P		3,611	A	\$560.71 <sup>(7)</sup>	188,697	I	By Stockbridge Partners LLC <sup>(1)</sup>
Common Stock	05/23/2022		P		895	A	\$560.71 <sup>(7)</sup>	2,411,175	I	By Berkshire Entities <sup>(2)(3)</sup>
Common Stock	05/23/2022		P		396	A	\$561.04 <sup>(8)</sup>	189,093	I	By Stockbridge Partners LLC <sup>(1)</sup>
Common Stock	05/23/2022		P		98	A	\$561.04 <sup>(8)</sup>	2,411,273	I	By Berkshire Entities <sup>(2)(3)</sup>
Common Stock	05/23/2022		P		80	A	\$563.02 <sup>(9)</sup>	189,173	I	By Stockbridge Partners LLC <sup>(1)</sup>
Common Stock	05/23/2022		P		20	A	\$563.02 <sup>(9)</sup>	2,411,293	I	By Berkshire Entities <sup>(2)(3)</sup>
Common Stock	05/23/2022		P		547	A	\$563.36 <sup>(10)</sup>	189,720	I	By Stockbridge Partners LLC <sup>(1)</sup>
Common Stock	05/23/2022		P		135	A	\$563.36 <sup>(10)</sup>	2,411,428	I	By Berkshire Entities <sup>(2)(3)</sup>
Common Stock	05/23/2022		P		2,003	A	\$564.9 <sup>(11)</sup>	191,723	I	By Stockbridge Partners LLC <sup>(1)</sup>
Common Stock	05/23/2022		P		497	A	\$564.9 <sup>(11)</sup>	2,411,925	I	By Berkshire Entities <sup>(2)(3)</sup>
Common Stock	05/23/2022		P		5,019	A	\$565.52 <sup>(12)</sup>	196,742	I	By Stockbridge Partners LLC <sup>(1)</sup>

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1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	05/23/2022		P		1,244	A	\$565.52 <sup>(12)</sup>	2,413,169	I	By Berkshire Entities <sup>(2)(3)</sup>
Common Stock	05/23/2022		P		10,986	A	\$566.39 <sup>(13)</sup>	207,728	I	By Stockbridge Partners LLC <sup>(1)</sup>
Common Stock	05/23/2022		P		2,722	A	\$566.39 <sup>(13)</sup>	2,415,891	I	By Berkshire Entities <sup>(2)(3)</sup>
Common Stock	05/23/2022		P		160	A	\$567.06 <sup>(14)</sup>	207,888	I	By Stockbridge Partners LLC <sup>(1)</sup>
Common Stock	05/23/2022		P		40	A	\$567.06 <sup>(14)</sup>	2,415,931	I	By Berkshire Entities <sup>(2)(3)</sup>
Common Stock								40,574	I	By Family Trusts <sup>(4)</sup>
Common Stock								31,970	I	By Trust <sup>(5)</sup>
Common Stock								28,960	D <sup>(6)</sup>	

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V		(A)	(D)					

**Explanation of Responses:**

- Represents shares held by Stockbridge Partners LLC ("SP") on behalf of a managed account over which it has shared voting and sole dispositive power. This Form 4 has been filed because the Reporting Person is a director of the Issuer and a managing member of SP. As such, the Reporting Person may be deemed to share voting and dispositive power with respect to the shares of the Issuer's common stock held by SP. However, the Reporting Person disclaims beneficial ownership of these shares, except to the extent, if any, of his pecuniary interest therein, and the inclusion of these securities in this report shall not be deemed an admission of beneficial ownership of the reported securities for purposes of Section 16 or for any other purposes.
- Represents shares held directly or indirectly by Berkshire Fund VIII, L.P. ("VIII"), Berkshire Fund VIII-A, L.P. ("VIII-A"), Berkshire Fund IX, L.P. ("IX"), Berkshire Fund IX-A, L.P. ("IX-A"), Berkshire Investors III LLC ("Investors III"), Berkshire Investors IV LLC ("Investors IV") and Stockbridge Fund, L.P. ("SF") (collectively, the "Berkshire Entities"). Berkshire Partners Holdings LLC ("BPH") is the general partner of BPSF, L.P. ("BPSF"), which is the managing member of each of Berkshire Partners LLC, the registered investment adviser to VIII, VIII-A, IX, IX-A, Investors III and Investors IV ("BP"), and SP, the registered investment adviser to SF. Eighth Berkshire Associates LLC ("8BA") is the general partner of each of VIII and VIII-A. Ninth Berkshire Associates LLC ("9BA") is the general partner of each of IX and IX-A.
- [Continued from Footnote 2] Stockbridge Associates LLC ("SA") is the general partner of SF. The Reporting Person is a managing member of each of BPH, BPSF, BP, SP, 8BA, 9BA, SA, Investors III and Investors IV. As such, the Reporting Person may be deemed to share voting and dispositive power with respect to the shares of the Issuer's common stock held by the Berkshire Entities. However, the Reporting Person disclaims beneficial ownership of these shares, except to the extent, if any, of his pecuniary interest therein, and the inclusion of these securities in this report shall not be deemed an admission of beneficial ownership of the reported securities for purposes of Section 16 or for any other purposes.
- Represents shares of Common Stock beneficially owned by certain family trusts. The Reporting Person is a trustee and the Reporting Person's immediate family members are beneficiaries of such family trusts.
- Represents shares of Common Stock beneficially owned by a trust. The Reporting Person is a trustee and the Reporting Person's immediate family members are beneficiaries of such trust.
- Represents shares of Common Stock held directly by the Reporting Person.
- The price reported in Column 4 is a weighted average price. These shares were purchased in multiple transactions within the range of \$560.03 to \$561.0299. The Reporting Person undertakes to provide to the Issuer, any security holder of the Issuer or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares purchased at each separate price within the range set forth in this footnote.
- The price reported in Column 4 is a weighted average price. These shares were purchased in multiple transactions within the range of \$561.03 to \$562.0299. The Reporting Person undertakes to provide to the Issuer, any security holder of the Issuer or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares purchased at each separate price within the range set forth in this footnote.
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- The price reported in Column 4 is a weighted average price. These shares were purchased in multiple transactions within the range of \$565.03 to \$566.0299. The Reporting Person undertakes to provide to the Issuer, any security holder of the Issuer or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares purchased at each separate price within the range set forth in this footnote.
- The price reported in Column 4 is a weighted average price. These shares were purchased in multiple transactions within the range of \$566.03 to \$567.0299. The Reporting Person undertakes to provide to the Issuer, any security holder of the Issuer or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares purchased at each separate price within the range set forth in this footnote.
- The price reported in Column 4 is a weighted average price. These shares were purchased in multiple transactions within the range of \$567.03 to \$567.08. The Reporting Person undertakes to provide to the Issuer, any security holder of the Issuer or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares purchased at each separate price within the range set forth in this footnote.

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**Remarks:**

Part 2 of 2. Amendment is being filed to correct the total number of securities held.

/s/ Robert J. Small

06/03/2022

\*\* Signature of Reporting Person

Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

\* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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