

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

OMB APPROVAL	
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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>WARBURG PINCUS PRIVATE EQUITY VIII L P</u> (Last) (First) (Middle) C/O WARBURG PINCUS & CO. 466 LEXINGTON AVENUE (Street) NEW YORK NY 10017 (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 03/14/2006	3. Issuer Name and Ticker or Trading Symbol <u>TransDigm Group INC [TDG]</u>	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)	5. If Amendment, Date of Original Filed (Month/Day/Year) 6. Individual or Joint/Group Filing (Check Applicable Line) Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock, par value \$0.01 per share	30,601,875	D ⁽¹⁾	

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			

1. Name and Address of Reporting Person*
WARBURG PINCUS PRIVATE EQUITY VIII L P
 (Last) (First) (Middle)
 C/O WARBURG PINCUS & CO.
 466 LEXINGTON AVENUE
 (Street)
 NEW YORK NY 10017
 (City) (State) (Zip)

1. Name and Address of Reporting Person*
WARBURG PINCUS & CO
 (Last) (First) (Middle)
 C/O WARBURG PINCUS & CO.
 466 LEXINGTON AVENUE
 (Street)
 NEW YORK NY 10017
 (City) (State) (Zip)

1. Name and Address of Reporting Person*
WARBURG PINCUS LLC
 (Last) (First) (Middle)
 C/O WARBURG PINCUS & CO.
 466 LEXINGTON AVENUE

(Street)
NEW YORK NY 10017

(City) (State) (Zip)

1. Name and Address of Reporting Person*
Warburg Pincus Partners LLC

(Last) (First) (Middle)
C/O WARBURG PINCUS & CO.
466 LEXINGTON AVENUE

(Street)
NEW YORK NY 10017

(City) (State) (Zip)

Explanation of Responses:

1. See Exhibit 99.1 - Explanation of Responses.

WARBURG PINCUS
PRIVATE EQUITY VIII, L.P.
By: Warburg Pincus Partners
LLC, General Partner By: 03/14/2006
Warburg Pincus & Co.,
Managing Member /s/
Kewsong Lee, Partner

** 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 5 (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.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.

Warburg Pincus Private Equity VIII, L.P.
 466 Lexington Avenue
 New York, NY 10017
 TransDigm Group Incorporated (TDG)
 March 14, 2006

Explanation of Responses

The stockholder is Warburg Pincus Private Equity VIII, L.P., including two affiliated partnerships ("WP VIII"). Warburg Pincus Partners LLC ("WP Partners LLC"), a subsidiary of Warburg Pincus & Co. ("WP"), is the sole general partner of WP VIII. WP VIII is managed by Warburg Pincus LLC ("WP LLC" and together with WP, WP VIII and WP Partners LLC, the "Warburg Entities"). David A. Barr, Michael Graff, Kevin Kruse and Kewsong Lee, directors of TransDigm Group Incorporated, are general partners of WP and managing directors and members of WP LLC. WP Partners LLC and WP LLC may be deemed to have an indirect pecuniary interest (within the meaning of Rule 16a-1 under the Securities Exchange Act of 1934) in an indeterminate portion of the shares owned by WP VIII. WP Partners LLC and WP LLC disclaim beneficial ownership of all shares held by WP VIII. Charles R. Kaye and Joseph P. Landy are Managing General Partners of WP and Managing Members of WP LLC and may be deemed to control the Warburg Entities. Messrs. Kaye and Landy disclaim beneficial ownership of all shares held by the Warburg Entities. The address of the Warburg Entities is 466 Lexington Avenue, New York, New York 10017.

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| 1. | Name: | Warburg Pincus & Co. |
| | Address: | 466 Lexington Avenue
New York, New York 10017 |
| 2. | Name: | Warburg Pincus LLC |
| | Address: | 466 Lexington Avenue
New York, New York 10017 |
| 3. | Name: | Warburg Pincus Partners LLC |
| | Address: | 466 Lexington Avenue
New York, New York 10017 |

Designated Filer: Warburg Pincus Private Equity VIII, L.P.
 Issuer & Ticker Symbol: TransDigm Group Incorporated (TDG)
 Date of Event Requiring Statement: March 14, 2006

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WARBURG PINCUS & CO.

By: <u>/s/ Kewsong Lee</u>	<u>3/14/06</u>
Name: Kewsong Lee	Date
Title: Partner	

WARBURG PINCUS LLC

By: <u>/s/ Kewsong Lee</u>	<u>3/14/06</u>
Name: Kewsong Lee	Date
Title: Partner	

WARBURG PINCUS PARTNERS LLC

By: Warburg Pincus & Co., its Managing Member

By: <u>/s/ Kewsong Lee</u>	<u>3/14/06</u>
Name: Kewsong Lee	Date
Title: Partner	

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