
**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 28, 2024

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.)

1350 Euclid Avenue, Suite 1600, Cleveland, Ohio
(Address of principal executive offices)

44115
(Zip Code)

(216) 706-2960
(Registrant's telephone number, including area code)

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))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class:
Common Stock, \$0.01 par value

Trading Symbol:
TDG

Name of each exchange on which registered:
New York Stock Exchange

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging Growth Company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 8.01. Other Events.

On May 28, 2024, TransDigm Group Incorporated (“TransDigm Group”) issued a press release (the “Press Release”) announcing its definitive agreement to acquire Raptor Labs Holdco, LLC (“Raptor Scientific” or the “Company”), a portfolio company of L Squared Capital Partners, for approximately \$655 million in cash, including certain tax benefits. A copy of this Press Release is attached to this Current Report on Form 8-K as Exhibit 99.1 and is incorporated herein by reference.

Raptor Scientific is a leading global manufacturer of complex test and measurement solutions primarily serving the aerospace and defense end markets. The Company's products are highly engineered, proprietary components with significant aftermarket content and a strong presence across major aerospace and defense platforms. Nearly all of Raptor Scientific's revenue is generated from proprietary products. The Company employs approximately 170 people and has manufacturing locations in Livermore, CA; Woodland Hills, CA; Berlin, CT; Huntsville, AL; and Peterborough, NH. The Company is expected to generate approximately \$90 million in revenue for the calendar year ending December 31, 2024. The acquisition is subject to regulatory approvals in the United States and customary closing conditions. The acquisition is expected to be financed through existing cash on hand.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

Exhibit No.	Description
99.1	Press Release
104	Cover Page Interactive Data File (embedded within the Inline XBRL document)

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/ Sarah Wynne
Name: Sarah Wynne
Title: Chief Financial Officer
(Principal Financial Officer)

Dated: May 28, 2024



TransDigm Announces Acquisition of Raptor Scientific

Cleveland, Ohio, May 28, 2024/PRNewswire / -- TransDigm Group Incorporated (NYSE: TDG), today announced it has entered into a definitive agreement to acquire Raptor Labs Holdco, LLC ("Raptor Scientific" or "the Company"), a portfolio company of L Squared Capital Partners, for approximately \$655 million in cash, including certain tax benefits.

Raptor Scientific is a leading global manufacturer of complex test and measurement solutions primarily serving the aerospace and defense end markets. The Company's products are highly engineered, proprietary components with significant aftermarket content and a strong presence across major aerospace and defense platforms. Nearly all of Raptor Scientific's revenue is generated from proprietary products. The Company is expected to generate approximately \$90 million in revenue for the calendar year ending December 31, 2024. The Company employs approximately 170 people and has manufacturing locations in Livermore, CA; Woodland Hills, CA; Berlin, CT; Huntsville, AL; and Peterborough, NH.

Kevin Stein, TransDigm's President and Chief Executive Officer, stated, "We are excited about the acquisition of Raptor Scientific. The Company's comprehensive proprietary and highly engineered product portfolio of aerospace and defense testing and instrumentation solutions fits well with our value generation strategy. Raptor Scientific's test and measurement solutions are used on a diverse range of new and existing aircraft platforms, and the Company has an outstanding reputation with its customers. As with all TransDigm acquisitions, we expect this acquisition to create equity value in-line with our long-term private equity-like return objectives."

The acquisition is subject to regulatory approvals in the United States and customary closing conditions. The acquisition is expected to be financed through existing cash on hand.

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, batteries and chargers, engineered latching and locking devices, engineered rods, engineered connectors and elastomer sealing solutions, databus and power controls, cockpit security components and systems, specialized and advanced cockpit displays, engineered audio, radio and antenna systems, specialized lavatory components, seat belts and safety restraints, engineered and customized interior surfaces and related components, advanced sensor products, switches and relay panels, thermal protection and insulation, lighting and control technology, parachutes, high performance hoists, winches and lifting devices, and cargo loading, handling and delivery systems and specialized flight, wind tunnel and jet engine testing services and equipment.

Forward-Looking Statements

Statements in this press release that are not historical facts are forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. Words such as "believe," "may," "will," "should," "expect," "intend," "plan," "predict," "anticipate," "estimate," or "continue" and other words and terms of similar meaning may identify forward-looking statements. 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; supply chain constraints; increases in raw material costs, taxes and labor costs that cannot be recovered in product pricing; failure to complete or successfully integrate acquisitions; our indebtedness; current and future geopolitical or other worldwide events, including, without limitation, wars or conflicts and public health crises; cybersecurity threats; risks related to the transition or physical impacts of climate change and other natural disasters or meeting sustainability-related voluntary goals or regulatory requirements; our reliance on certain customers; the United States ("U.S.") defense budget and risks associated with being a government supplier including government audits and investigations; failure to maintain government or industry approvals; risks related to changes in laws and regulations, including increases in compliance costs; potential environmental liabilities; liabilities arising in connection with litigation; risks and costs associated with our international sales and operations; and other 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 most recent 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 the forward-looking statements contained in this press release.

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