

TransDigm Group INC  
Form 8-K  
December 29, 2010

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
**WASHINGTON, DC 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): December 29, 2010**

**TRANSDIGM GROUP INCORPORATED**

**(Exact name of registrant as specified in its charter)**

**Delaware**  
**(State or other jurisdiction**  
  
**of incorporation)**

**001-32833**  
**(Commission**  
  
**File Number)**

**41-210738**  
**(IRS Employer**  
  
**Identification No.)**

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**1301 East 9<sup>th</sup> Street, Suite 3710, 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))

**Item 8.01 Other Events.**

As previously disclosed, on November 30, 2010, TransDigm Inc. (TransDigm), a wholly-owned subsidiary of TransDigm Group Incorporated (TransDigm Group), commenced cash tender offers (the Tender Offers) for any and all of its outstanding 7% Senior Subordinated Notes due 2014 (the 2014 Notes) and concurrent consent solicitations for proposed amendments to the indenture, dated as of June 23, 2006 (as amended and supplemented, the 2006 Indenture), and to the indenture, dated as of October 6, 2009 (as amended and supplemented, the 2009 Indenture and, together with the 2006 Indenture, the Indentures), among TransDigm, TransDigm Group, the subsidiary guarantors party thereto and The Bank of New York Mellon Trust Company, N.A., as trustee (the Trustee), under which the 2014 Notes were issued.

At 12:00 midnight, New York City time, on December 28, 2010, the Tender Offers expired (the Expiration Time). As previously disclosed, on December 13, 2010, TransDigm received and accepted for purchase approximately \$968 million, or approximately 96.84%, of the aggregate principal amount of its 2014 Notes, representing all such 2014 Notes that were validly tendered and not validly withdrawn at or prior to the consent expiration deadline pursuant to the Tender Offers, and received sufficient consents to approve the proposed amendments to the Indentures that, among other modifications, eliminated substantially all of the restrictive covenants and certain events of default in the Indentures. Between December 14, 2010 and the Expiration Time, TransDigm accepted for purchase \$160 thousand in aggregate principal amount of its 2014 Notes. TransDigm intends to redeem all of the 2014 Notes that remain outstanding, in the aggregate principal amount of approximately \$31.4 million, on January 15, 2011.

A copy of the press release announcing the expiration and final results of the Tender Offers for the 2014 Notes is filed herewith as Exhibit 99.1 and is incorporated herein by reference.

**Item 9.01 Financial Statements and Exhibits.**

(d) *Exhibits.*

**Exhibit**

No.	Description
99.1	Press Release of TransDigm Group Incorporated, dated December 29, 2010, announcing the expiration and final results of Tender Offers for the 2014 Notes

**SIGNATURES**

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/ Gregory Rufus  
Name: Gregory Rufus  
Title: Executive Vice President,

Chief Financial Officer and Secretary

Date: December 29, 2010

**EXHIBIT INDEX**

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