

TransDigm Group INC
Form 8-K
January 29, 2007

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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): January 23, 2007

TransDigm Group Incorporated

(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction of incorporation)

333-130483

(Commission File Number)

51-0484716

(I.R.S. Employer Identification No.)

**1301 East 9th Street, Suite 3710, Cleveland, Ohio 44114
(216) 706-2939**

(Address of principal executive offices and telephone number)

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 2.02 Results of Operations and Financial Condition

On January 23, 2007, TransDigm Group Incorporated, a Delaware corporation ("*TD Group*"), issued a press release announcing preliminary selected financial results for its first fiscal quarter ended December 30, 2006. A copy of the press release is furnished with this Current Report on Form 8-K (this "*Current Report*") as Exhibit 99.1 hereto. The information furnished pursuant to Item 2.02 to this Current Report (including exhibits hereto) shall not be considered "filed" under the Securities Exchange Act of 1934, as amended (the "*Exchange Act*"), nor shall it be incorporated by reference into future filings by TD Group under the Securities Act of 1933, as amended (the "*Securities Act*"), or under the Exchange Act, unless TD Group expressly sets forth in such future filing that such information is to be considered "filed" or incorporated by reference therein.

Item 7.01 Regulation FD Disclosure.

On January 17, 2007, TD Group announced that, in connection with the previously announced pending acquisition of Aviation Technologies, Inc., TransDigm Inc., a wholly-owned subsidiary of TD Group, intended to enter into certain financing transactions, including the issuance and sale of \$250,000,000 of senior subordinated notes to be issued as additional notes under the indenture pursuant to which TransDigm Inc. previously issued \$275,000,000 of senior subordinated notes in June 2006. On January 29, 2007, TransDigm Inc. will commence distribution of a preliminary confidential offering circular to potential purchasers of the senior subordinated notes.

A copy of certain excerpts from the preliminary confidential offering circular, which may contain material non-public information, are furnished with this Current Report as Exhibit 99.2 hereto. The information furnished pursuant to Item 7.01 to this Current Report (including exhibits hereto) shall not be considered "filed" under the Exchange Act nor shall it be incorporated by reference into future filings by TD Group under the Securities Act or under the Exchange Act, unless TD Group expressly sets forth in such future filing that such information is to be considered "filed" or incorporated by reference therein.

The senior subordinated notes will not be registered under the Securities Act or any state securities laws and, unless so registered, may not be offered or sold in the United States except pursuant to an applicable exemption from the registration requirements of the Securities Act and applicable state securities laws. In addition, this Current Report does not and will not constitute an offer to sell or the solicitation of an offer to buy the senior subordinated notes, nor shall there be any sale of the senior subordinated 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.

Item 9.01 Financial Statements and Exhibits

(d) Exhibits

The following exhibits are being filed with this Current Report on Form 8-K:

- 99.1 Press Release of TransDigm Group Incorporated, dated January 23, 2007.
- 99.2 Excerpts from Preliminary Confidential Offering Circular, dated January 29, 2007.

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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.

Dated: January 29, 2007

TRANSDIGM GROUP INCORPORATED

By: /s/ GREGORY RUFUS

Name: Gregory Rufus

Title: Executive Vice President, Chief Financial Officer and Secretary

EXHIBIT INDEX

Exhibit Number	Description
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SIGNATURE

EXHIBIT INDEX