

TransDigm Group INC  
Form 8-K  
December 03, 2009

**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): December 2, 2009**

**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**

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(IRS Employer Identification No.)

1301 East 9<sup>th</sup> Street, Suite 3710, Cleveland, Ohio  
(Address of principal executive offices)

44114  
(Zip Code)

(216) 706-2960

(Registrant's telephone number, including area code)

(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 registrants under any of the following provisions (see General Instruction A.2. below):

- .. 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 7.01 Regulation FD Disclosure**

On December 2, 2009, a newly formed, wholly owned subsidiary of TransDigm Inc. acquired certain assets and liabilities from Dukes, Inc. and GST Industries, Inc. for approximately \$96 million in cash, plus the possibility of future payments up to a total of \$60 million over four years based on the achievement of certain growth targets. Dukes, Inc. and GST Industries, Inc. are both suppliers of proprietary, highly engineered components primarily to the business jet, regional jet, and military aerospace markets, along with commercial and military helicopter markets.

A copy of the December 2, 2009 press release announcing the acquisition is attached to this Report as Exhibit 99.1.

**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 issued December 2, 2009.

**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  
Gregory Rufus  
Executive Vice President, Chief  
Financial Officer and Secretary

Date: December 2, 2009

**Exhibit Index**

**Exhibit**

<b>No.</b>	<b>Description</b>
99.1	Press Release of TransDigm Group Incorporated, dated December 2, 2009.