

TransDigm Group INC  
Form 8-K  
March 20, 2018

---

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): March 20, 2018

---

TransDigm Group Incorporated  
(Exact name of registrant as specified in its charter)

---

Delaware                      001-32833      41-2101738  
(State or other jurisdiction   (Commission   (IRS Employer  
of incorporation)              File Number)   Identification No.)

1301 East 9<sup>th</sup> Street, Suite 3000, Cleveland, Ohio      44114  
(Address of principal executive offices)                      (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))

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). "

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 5.07 Submission of Matters to a Vote of Security Holders.

On March 20, 2018, TransDigm Group Incorporated ("the Company") conducted its Annual Meeting of Stockholders. At the meeting, Messrs. David Barr, William Dries, Mervin Dunn, Michael Graff, Sean Hennessy, W. Nicholas Howley, Raymond Laubenthal, Gary E. McCullough, Douglas Peacock, Robert Small and John Staer were re-elected as directors of the Company. In addition, the stockholders, in an advisory vote, approved the compensation paid by the Company to its named executive officers; and ratified the Company's selection of Ernst & Young LLP as its independent accountants for the fiscal year ending September 30, 2018. The details of the vote are set forth below:

Proposal 1 – Election of Directors:

|                       | FOR        | WITHHELD  |
|-----------------------|------------|-----------|
| David Barr            | 43,418,707 | 4,320,017 |
| William Dries         | 43,068,456 | 4,670,268 |
| Mervin Dunn           | 41,003,824 | 6,734,900 |
| Michael Graff         | 43,062,982 | 4,675,742 |
| Sean P. Hennessy      | 44,988,033 | 2,750,691 |
| W. Nicholas Howley    | 46,858,207 | 880,517   |
| Raymond F. Laubenthal | 47,266,523 | 472,201   |
| Gary E. McCullough    | 45,558,429 | 2,180,295 |
| Douglas W. Peacock    | 47,228,763 | 509,961   |
| Robert J. Small       | 43,260,259 | 4,478,465 |
| John Staer            | 43,099,555 | 4,639,169 |

Proposal 2 – To conduct an advisory vote on compensation paid to the Company's named executive officers:

|                  |            |
|------------------|------------|
| FOR              | 30,731,976 |
| AGAINST          | 16,937,655 |
| ABSTAIN          | 69,093     |
| BROKER NON-VOTES | 1,349,168  |

Proposal 3 – To ratify the selection of Ernst & Young LLP as the Company's independent accountants for the fiscal year ending September 30, 2018:

|         |            |
|---------|------------|
| FOR     | 48,810,761 |
| AGAINST | 215,406    |
| ABSTAIN | 61,725     |

No other matters were brought before stockholders for a vote at the meeting.

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/ James Skulina

James Skulina

Executive Vice President and Interim Chief Financial Officer

Dated: March 20, 2018