

TransDigm Group INC  
Form 8-K  
May 27, 2014

**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 23, 2014**

**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.)**

**1301 East 9<sup>th</sup> Street, Suite 3000, Cleveland, Ohio**

**44114**

(Address of principal executive offices)

(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 1.01 Entry into a Material Definitive Agreement.**

On May 23, 2014, the consent deadline expired pursuant to TransDigm Inc.'s (TransDigm), a wholly-owned subsidiary of TransDigm Group Incorporated (TransDigm Group), previously announced cash offer to purchase (Tender Offer), any and all of its 7.75% Senior Subordinated Notes due 2018 (the Notes). As of such date, TransDigm had received approximately \$1,209 million aggregate principal amount of Notes, representing approximately 76% of such Notes, which were validly tendered and not validly withdrawn. TransDigm also received consents from holders of the required majority of the principal amount of the Notes to, among other modifications, eliminate substantially all of the restrictive covenants and certain events of default in the indenture, dated as of December 14, 2010 (as amended and supplemented, the Indenture), governing the Notes. In connection with the offers to purchase and consent solicitations, on May 23, 2014, TransDigm, TransDigm Group, the subsidiaries of TransDigm named therein as guarantors and The Bank of New York Mellon Trust Company, N.A., as trustee, entered into the Eighth Supplemental Indenture (the Eighth Supplemental Indenture) to the Indenture. A copy of the Eighth Supplemental Indenture is attached hereto as Exhibit 4.1 and is incorporated herein by reference.

**Item 3.03 Material Modification to Rights of Security Holders.**

Item 1.01. Entry into a Material Definitive Agreement is hereby incorporated by reference into this Item 3.03. Material Modification to Rights of Security Holders.

**Item 9.01 Financial Statements and Exhibits.**

(d) *Exhibits*

**Exhibit  
Number**

**Description**

4.1	Eighth Supplemental Indenture, dated as of May 23, 2014, by and among TransDigm Inc., as issuer, TransDigm Group Incorporated, as a guarantor, the subsidiary guarantors party thereto and the Bank of New York Mellon Trust Company, N.A., as trustee, relating to TransDigm Inc.'s 7.75 Senior Subordinated Notes due 2018
-----	--

**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/ Gregory Rufus

Name: Gregory Rufus

Title: Executive Vice President, Chief Financial

Officer and Secretary

Dated: May 27, 2014

**EXHIBIT INDEX**

<b>Exhibit Number</b>	<b>Description</b>
4.1	Eighth Supplemental Indenture, dated as of May 23, 2014, by and among TransDigm Inc., as issuer, TransDigm Group Incorporated, as a guarantor, the subsidiary guarantors party thereto and the Bank of New York Mellon Trust Company, N.A., as trustee, relating to TransDigm Inc. s 7.75 Senior Subordinated Notes due 2018