

TRIUMPH GROUP INC
Form 3
June 22, 2010

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

(Print or Type Responses)

| | | | | | |
|--|---|---|---|---|---|
| <p>1. Name and Address of Reporting Person *</p> <p>Â DBD Investors V, L.L.C.</p> <p>(Last) (First) (Middle)</p> <p>C/O THE CARLYLE GROUP 1001 PENNSYLVANIA,Â AVENUE, N.W., STE. 220 SOUTH</p> <p>(Street)</p> <p>WASHINGTON,Â DCÂ 20004</p> <p>(City) (State) (Zip)</p> | <p>2. Date of Event Requiring Statement</p> <p>(Month/Day/Year)</p> <p>06/16/2010</p> | <p>3. Issuer Name and Ticker or Trading Symbol</p> <p>TRIUMPH GROUP INC [TGI]</p> | <p>4. Relationship of Reporting Person(s) to Issuer</p> <p>(Check all applicable)</p> <p>___ Director <u>X</u> 10% Owner ___ Officer ___ Other (give title below) (specify below)</p> | <p>5. If Amendment, Date Original Filed(Month/Day/Year)</p> | <p>6. Individual or Joint/Group Filing(Check Applicable Line)</p> <p>___ Form filed by One Reporting Person <u>X</u> Form filed by More than One Reporting Person</p> |
|--|---|---|---|---|---|

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|------------------------------------|--|---|--|
| Common Stock | 5,046,775 | I | See footnotes (1) (2) |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security | 4. Conversion or Exercise | 5. Ownership Form of | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---|---|--|---------------------------|----------------------|--|
|---|---|--|---------------------------|----------------------|--|

| Date Exercisable | Expiration Date | Title | (Instr. 4) Amount or Number of Shares | Price of Derivative Security | Derivative Security: |
|------------------|-----------------|-------|--|------------------------------|--|
| | | | | | Direct (D) or Indirect (I) (Instr. 5) |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| DBD Investors V, L.L.C. C/O THE CARLYLE GROUP 1001 PENNSYLVANIA AVENUE, N.W., STE. 220 SOUTH WASHINGTON, DC 20004 | ^ | ^ X | ^ | ^ |
| TCG HOLDINGS II, L.P. C/O THE CARLYLE GROUP 1001 PENNSYLVANIA AVENUE, N.W., STE. 220 SOUTH WASHINGTON, DC 20004 | ^ | ^ X | ^ | ^ |
| TC Group Investment Holdings, L.P. C/O THE CARLYLE GROUP 1001 PENNSYLVANIA AVENUE, N.W., STE. 220 SOUTH WASHINGTON, DC 20004 | ^ | ^ X | ^ | ^ |
| TC Group III, L.L.C. C/O THE CARLYLE GROUP 1001 PENNSYLVANIA AVENUE, N.W., STE. 220 SOUTH WASHINGTON, DC 20004 | ^ | ^ X | ^ | ^ |
| TC Group III, L.P. C/O THE CARLYLE GROUP 1001 PENNSYLVANIA AVENUE, N.W., STE. 220 SOUTH WASHINGTON, DC 20004 | ^ | ^ X | ^ | ^ |
| Carlyle Partners III, L.P. C/O THE CARLYLE GROUP 1001 PENNSYLVANIA AVENUE, N.W., STE. 220 SOUTH WASHINGTON, DC 20004 | ^ | ^ X | ^ | ^ |

Signatures

/s/ Daniel A. D'Aniello 06/22/2010

**Signature of Reporting Person Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 5(b)(v).
 - ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) Carlyle Partners III, L.P. and CP III Coinvestment, L.P. are the record holders of 4,896,850 and 149,925 shares of common stock, respectively. DBD Investors V, L.L.C. exercises investment discretion and control over the shares held by each of Carlyle Partners III,

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L.P. and CP III Coinvestment, L.P. through its indirect subsidiary, TC Group III, L.P., which is the sole general partner of each of Carlyle Partners III, L.P. and CP III Coinvestment, L.P. DBD Investors V, L.L.C. is the general partner of TCG Holdings II, L.P. TCG Holdings II, L.P. is the sole general partner of TC Group Investment Holdings, L.P. TC Group Investment Holdings, L.P. is the managing member of TC Group III, L.L.C. TC Group III, L.L.C. is the sole general partner of TC Group III, L.P.

- (2) DBD Investors V, L.L.C. is managed by a three person managing board, and all board action relating to the voting or disposition of these shares requires approval of a majority of the board. William E. Conway, Jr., Daniel A. D'Aniello and David M. Rubenstein, as the members of the DBD Investors V, L.L.C. managing board, may be deemed to share beneficial ownership of the shares beneficially owned by DBD Investors V, L.L.C. Such persons disclaim such beneficial ownership.

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Remarks:

Exhibit 99 - Joint Filer Information

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure.

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