

TransDigm Group INC
Form 8-K
August 23, 2007

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): **August 20, 2007**

TransDigm Group Incorporated

(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction of incorporation)

001-32833

(Commission File Number)

51-0484716

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

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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:

- o Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
 - o Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
 - o Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
 - o Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Item 8.01 Other Events

On August 20, 2007, TransDigm Inc. (TransDigm), a wholly-owned subsidiary of TransDigm Group Incorporated, announced that its pending offer to exchange up to \$300 million aggregate principal amount of its 7¾% Senior Subordinated Notes due 2014 that were issued on February 7, 2007 (the Additional Notes) for an equal principal amount of 7¾% Senior Subordinated Notes due 2014 that have been registered under the Securities Act of 1933, as amended, which was previously scheduled to expire at 5:00 p.m. New York City time, on August 17, 2007, had been extended until 5:00 p.m., New York City time, on August 22, 2007, unless otherwise further extended or earlier terminated (the Exchange Offer). A copy of the press release announcing the extension of the Exchange Offer is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

On August 23, 2007, TransDigm announced that it has completed its Exchange Offer. A total of \$300 million aggregate principal amount of the Additional Notes, representing 100% of the outstanding principal amount of the Additional Notes, were validly tendered and accepted for exchange by TransDigm. A copy of the press release announcing the completion of the Exchange Offer is attached hereto as Exhibit 99.2 and is incorporated herein by reference.

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 Inc. dated August 20, 2007.
 - 99.2 Press Release of TransDigm Inc. dated August 23, 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: August 23, 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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