

TransDigm Group INC
Form SC 13G
February 23, 2009

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UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549

SCHEDULE 13G

Under the Securities Exchange Act of 1934
(Amendment No.)*

Transdigm Group Incorporated
(Name of Issuer)

Common Stock, par value \$.01 per share
(Title of Class of Securities)

893641100
(CUSIP Number)

February 19, 2009
(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

Rule 13d-1(b)

Rule 13d-1(c)

Rule 13d-1(d)

*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

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The information required in the remainder of this cover page shall not be deemed to be “filed” for the purpose of Section 18 of the Securities Exchange Act of 1934 (“Act”) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

CUSIP No 893641100

1. NAME OF REPORTING PERSONS
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Alan Fournier
c/o Pennant Capital Management, L.L.C.

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

(a)

(b)

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

United States

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

5. SOLE VOTING POWER

0

6. SHARED VOTING POWER

2,642,992

7. SOLE DISPOSITIVE POWER

0

8. SHARED DISPOSITIVE POWER

2,642,992

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

2,642,992

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES
CERTAIN SHARES (SEE INSTRUCTIONS)

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

5.5%

12. TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)
IN

CUSIP No 893641100

1. NAME OF REPORTING PERSONS
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Pennant Capital Management, L.L.C.

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

(a)

(b)

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

5. SOLE VOTING POWER

0

6. SHARED VOTING POWER

2,642,992

7. SOLE DISPOSITIVE POWER

0

8. SHARED DISPOSITIVE POWER

2,642,992

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

2,642,992

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES
CERTAIN SHARES (SEE INSTRUCTIONS)

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

5.5%

12. TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)
OO

CUSIP No 893641100

Item 1. (a). Name of Issuer:

Transdigm Group Incorporated

(b). Address of Issuer's Principal Executive Offices:

1301 East 9th Street, Suite 3710
Cleveland, Ohio 44114

Item 2. (a). Name of Person Filing:

Alan Fournier, c/o Pennant Capital Management, L.L.C.
Pennant Capital Management, L.L.C.

(b). Address of Principal Business Office, or if None, Residence:

Alan Fournier
c/o Pennant Capital Management, L.L.C.
26 Main Street, suite 203
Chatham, NJ 07928

Pennant Capital Management, L.L.C.
26 Main Street, suite 203
Chatham, NJ 07928

(c). Citizenship:

Alan Fournier – United States citizen
Pennant Capital Management, L.L.C. – Delaware limited liability company

(d). Title of Class of Securities:

Common Stock, par value \$.01 per share

(e). CUSIP Number:

893641100

Item 3. If This Statement is filed pursuant to ss.240.13d-1(b) or 240.13d-2(b), or (c), check whether the person filing is a

(a) Broker or dealer registered under Section 15 of the Exchange Act (15 U.S.C. 78c).

(b) Bank as defined in Section 3(a)(6) of the Exchange Act (15 U.S.C. 78c).

- (c) Insurance company as defined in Section 3(a)(19) of the Exchange Act (15 U.S.C. 78c).
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- (d) Investment company registered under Section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8).
- (e) An investment adviser in accordance with § 240.13d-1(b)(1)(ii)(E);
- (f) An employee benefit plan or endowment fund in accordance with § 240.13d-1(b)(1)(ii)(F);
- (g) A parent holding company or control person in accordance with Rule 13d-1(b)(1)(ii)(G);
- (h) A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C.1813);
- (i) A church plan that is excluded from the definition of an investment company under Section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3);
- (j) Group, in accordance with s.240.13d-1(b)(1)(ii)(J).

Item 4.

Ownership.

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

- (a) Amount beneficially owned:

2,642,992 shares deemed beneficially owned by Alan Fournier
 2,642,992 shares deemed beneficially owned by Pennant Capital Management, L.L.C.

- (b) Percent of class:

5.5% deemed beneficially owned by Alan Fournier
 5.5% deemed beneficially owned by Pennant Capital Management, L.L.C.

- (c) Number of shares as to which Alan Fournier has:

(i)	Sole power to vote or to direct the vote	0	,
(ii)	Shared power to vote or to direct the vote	2,642,992	,
(iii)	Sole power to dispose or to direct the disposition of	0	,
(iv)	Shared power to dispose or to direct the disposition of	2,642,992	.

Number of shares as to which Pennant Capital Management, L.L.C. has:

(i) Sole power to vote or to direct the vote 0 ,