

TransDigm Group INC
Form 4
February 17, 2016

FORM 4

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

OMB APPROVAL

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STATEMENT OF CHANGES IN 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)

1. Name and Address of Reporting Person *
SMALL ROBERT J

(Last) (First) (Middle)

C/O BERKSHIRE PARTNERS
LLC, 200 CLARENDON STREET,
35TH FLOOR

(Street)

BOSTON, MA 02116

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
TransDigm Group INC [TDG]

3. Date of Earliest Transaction
(Month/Day/Year)
02/11/2016

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)			
			Code	V	Amount	(A) or (D)	Price			
Common Stock	02/16/2016		P		6,120 ⁽¹⁾	A	\$ 199.8292 ⁽²¹⁾	2,935,949	I	By Berkshire Entities ⁽³⁾ ^{(4) (5)}
Common Stock	02/16/2016		P		3,156 ⁽²⁾	A	\$ 199.8292 ⁽²¹⁾	251,764	I	By Stockbridge Partners LLC ⁽²⁾
Common Stock	02/16/2016		P		6,422 ⁽¹⁾	A	\$ 201.1205 ⁽²²⁾	2,942,371	I	By Berkshire Entities ⁽³⁾

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Common Stock	02/16/2016	P	<u>3,313</u> (2)	A	\$ <u>201.1205</u> (22)	255,077	I		<u>(4) (5)</u> By Stockbridge Partners LLC <u>(2)</u>
Common Stock	02/16/2016	P	<u>9,437</u> (1)	A	\$ <u>201.7522</u> (23)	2,951,808	I		By Berkshire Entities <u>(3)</u> <u>(4) (5)</u>
Common Stock	02/16/2016	P	<u>4,868</u> (2)	A	\$ <u>201.7522</u> (23)	259,945	I		By Stockbridge Partners LLC <u>(2)</u>
Common Stock	02/16/2016	P	396 <u>(1)</u>	A	\$ <u>203.235</u> (24)	2,952,204	I		By Berkshire Entities <u>(3)</u> <u>(4) (5)</u>
Common Stock	02/16/2016	P	204 <u>(2)</u>	A	\$ <u>203.235</u> (24)	260,149	I		By Stockbridge Partners LLC <u>(2)</u>
Common Stock	02/16/2016	P	<u>10,552</u> (1)	A	\$ <u>204.8455</u> (25)	2,962,756	I		By Berkshire Entities <u>(3)</u> <u>(4) (5)</u>
Common Stock	02/16/2016	P	<u>5,442</u> (2)	A	\$ <u>204.8455</u> (25)	265,591	I		By Stockbridge Partners LLC <u>(2)</u>
Common Stock						6,113	I		By Family Trusts <u>(26)</u>
Common Stock						22,000	I		By Trust <u>(27)</u>
Common Stock						31,940	D		

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

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

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- (4) (Continued from footnote 3): Eighth Berkshire Associates LLC ("8BA") is the general partner of each of VIII and VIII-A. Stockbridge Associates LLC ("SA") is the general partner of SF, SARF and SOS.
- The Reporting Person is a managing member of each of BPH, BPSP, BP, SP, 8BA, 7BA, SA, Investors, Investors III and Investors IV.
- (5) As such, the Reporting Person may be deemed to have shared voting and/or dispositive power over the shares held by such entities. However, the Reporting Person disclaims beneficial ownership of these shares, except to the extent of his pecuniary interest therein.
- The price reported in Column 4 is a weighted average price. These shares were purchased in multiple transactions ranging from \$199.3600 to \$200.3599. The Reporting Person undertakes to provide to the Issuer, any security holder of the Issuer or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares purchased at each separate price within the ranges set forth in this footnote.
- (21)
- The price reported in Column 4 is a weighted average price. These shares were purchased in multiple transactions ranging from \$200.3600 to \$201.3599. The Reporting Person undertakes to provide to the Issuer, any security holder of the Issuer or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares purchased at each separate price within the ranges set forth in this footnote.
- (22)
- The price reported in Column 4 is a weighted average price. These shares were purchased in multiple transactions ranging from \$201.3600 to \$202.3599. The Reporting Person undertakes to provide to the Issuer, any security holder of the Issuer or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares purchased at each separate price within the ranges set forth in this footnote.
- (23)
- The price reported in Column 4 is a weighted average price. These shares were purchased in multiple transactions ranging from \$202.3600 to \$203.3599. The Reporting Person undertakes to provide to the Issuer, any security holder of the Issuer or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares purchased at each separate price within the ranges set forth in this footnote.
- (24)
- The price reported in Column 4 is a weighted average price. These shares were purchased in multiple transactions ranging from \$204.3600 to \$204.9900. The Reporting Person undertakes to provide to the Issuer, any security holder of the Issuer or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares purchased at each separate price within the ranges set forth in this footnote.
- (25)
- (26) Represents shares of Common Stock beneficially owned by certain family trusts. The Reporting Person is a trustee and the Reporting Person's immediate family members are beneficiaries of such family trusts.
- (27) Represents shares of Common Stock beneficially owned by a certain trust. The Reporting Person is a trustee and the Reporting Person's immediate family members are beneficiaries of such trust.

Remarks:

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