

TransDigm Group INC
Form 8-K
June 13, 2006

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): **June 8, 2006**

TransDigm Group Incorporated

(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction of incorporation)

333-130483

(Commission File Number)

51-0484716

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

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:

- 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))

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- 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 June 8, 2006, TransDigm Inc., a wholly-owned subsidiary of TransDigm Group Incorporated, issued a press release announcing the receipt of the required consents in connection with its previously announced cash tender offer and consent solicitation for its 8 3/8% Senior Subordinated Notes due 2011 (the Notes). A copy of the press release is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

On June 9, 2006, TransDigm Inc. issued a press release announcing the consideration to be paid in its previously announced cash tender offer and consent solicitation for the Notes. A copy of the press release 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 June 8, 2006.
- 99.2 Press Release of TransDigm Inc. dated June 9, 2006.

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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: June 12, 2006

TRANSDIGM GROUP INCORPORATED

By:

/s/ W. Nicholas Howley

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Name: W. Nicholas Howley

Title: Chief Executive Officer and Chairman of the Board
of Directors

EXHIBIT INDEX

Exhibit Number Description

- | | |
|------|---|
| 99.1 | Press Release of TransDigm Inc. dated June 8, 2006. |
| 99.2 | Press Release of TransDigm Inc. dated June 9, 2006. |
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