

BREEZE-EASTERN CORP  
Form SC TO-C  
November 19, 2015

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

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FORM 8-K

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CURRENT REPORT

Pursuant to Section 13 or 15(d) of  
the Securities Exchange Act of 1934  
Date of Report (Date of earliest event reported): November 19, 2015

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TransDigm Group Incorporated  
(Exact name of registrant as specified in its charter)

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| Delaware<br>(State or other jurisdiction<br>of incorporation) | 001-32833<br>(Commission<br>File Number) | 41-2101738<br>(IRS Employer<br>Identification No.) |
|---|--|--|

|   |                     |
|---|---------------------|
| 1301 East 9 <sup>th</sup> Street, Suite 3000, Cleveland, Ohio<br>(Address of principal executive offices)<br>(216) 706-2960<br>(Registrant's telephone number, including area code)<br>(Former name or former address, if changed since last report.) | 44114<br>(Zip Code) |
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Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrants' under any of the following provisions (see General Instruction A.2. below):

- 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))
  - 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 November 19, 2015, TransDigm Group Incorporated (“TransDigm”) (NYSE: TDG) and Breeze-Eastern Corporation (“Breeze-Eastern”) (NYSE MKT: BZC) announced a definitive merger agreement, providing for Breeze-Eastern to become an indirect wholly-owned subsidiary of TransDigm. Under the terms of the agreement, a subsidiary of TransDigm will conduct a cash tender offer to purchase all of the outstanding shares of Breeze-Eastern for \$19.61 per share in cash in a transaction valued at approximately \$206 million. If the first step tender offer is successfully completed, TransDigm will acquire any of the Breeze-Eastern common shares not tendered through a second step merger transaction. The offer will be subject to customary closing conditions.

A copy of the November 19, 2015 press release announcing the agreement is attached to this Current Report as Exhibit 99.1.

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 issued November 19, 2015.

**IMPORTANT INFORMATION ABOUT THE TENDER OFFER**

This Form 8-K is not an offer to purchase or a solicitation of an offer to sell securities of Breeze-Eastern. The planned tender offer for all of the outstanding shares of common stock of Breeze-Eastern has not been commenced. On commencement of the tender offer, TransDigm will mail to Breeze-Eastern stockholders an offer to purchase and related materials and Breeze-Eastern will mail to its stockholders a solicitation/recommendation statement with respect to the tender offer. TransDigm and its subsidiary will file an offer to purchase with the Securities and Exchange Commission (the “SEC”) on Schedule TO, and Breeze-Eastern will file its solicitation/recommendation statement with the SEC on Schedule 14D-9. **BREEZE-EASTERN’S STOCKHOLDERS ARE URGED TO READ THESE MATERIALS CAREFULLY WHEN THEY BECOME AVAILABLE, SINCE THEY WILL CONTAIN IMPORTANT INFORMATION, INCLUDING TERMS AND CONDITIONS OF THE OFFER.** Breeze-Eastern’s stockholders may obtain a free copy of these materials (when they become available) and other documents filed by TransDigm or Breeze-Eastern with the SEC at the website maintained by the SEC at [www.sec.gov](http://www.sec.gov). These materials also may be obtained (when they become available) for free by contacting the information agent for the tender offer (when one is selected).

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**SIGNATURES**

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.

**TRANSDIGM GROUP INCORPORATED**

By: /s/ Terrance M. Paradie

Terrance M. Paradie  
Executive Vice President and Chief  
Financial Officer

Date: November 19, 2015

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Exhibit Index

| Exhibit No. | Description                            |
|-------------|--|
| 99.1        | Press Release issued November 19, 2015 |