

TransDigm Group INC
Form 4
December 12, 2014

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
12/10/2014

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

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

(Street)

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

6. Individual or Joint/Group Filing(Check Applicable Line)

Form filed by One Reporting Person
 Form filed by More than One Reporting Person

BOSTON, MA 02116

(City) (State) (Zip)

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)
Common Stock	12/10/2014		J	(A) or (D) Amount 688,005 (1)	\$ 0 2,495,391	I	By Berkshire Entities (2) (3)
Common Stock					215,656	I	By Stockbridge Partners LLC (4)
Common Stock	12/10/2014		J	(5) 1,607	\$ 0 6,113	I	By Family Trusts (6)
Common Stock	12/10/2014		J	(5) 12,778	\$ 0 53,940	D	

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

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(9-02)

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

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned (Instr. 3 and 4)
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SMALL ROBERT J C/O BERKSHIRE PARTNERS LLC 200 CLARENDON STREET, 35TH FLOOR BOSTON, MA 02116		X		

Signatures

/s/Robert J. Small 12/12/2014
 **Signature of Reporting Person Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) Represents a pro-rata distribution by certain of the Berkshire Entities (as defined below).
 Represents shares of Common Stock held by Berkshire Fund VII, L.P. ("VII"), Berkshire Fund VII-A, L.P. ("VII-A"), Berkshire Investors LLC ("Investors"), Berkshire Investors III LLC ("Investors III"), Stockbridge Fund, L.P. ("SF"), Stockbridge Absolute Return Fund, L.P. ("SARF") and Stockbridge Master Fund (OS), L.P. ("SOS") (collectively, the "Berkshire Entities"). Berkshire Partners Holdings LLC ("BPH") is the general partner of BPSP, L.P. ("BPSP"), which is the managing member of Berkshire Partners LLC, the registered investment adviser to VII, VII-A, Investors and Investors III ("BP"). Seventh Berkshire Associates LLC ("7BA") is the general partner of each of VII and VII-A. Stockbridge Associates LLC ("SA") is the general partner of SF, SARF and SOS.

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The Reporting Person is a managing director of BPH and a managing member of each of BP, 7BA, SA, Investors and Investors III. As such, the Reporting Person may be deemed to have shared voting and/or dispositive power over the shares held by the Berkshire Entities.

- (3) However, the Reporting Person disclaims beneficial ownership of these shares, except to the extent of his pecuniary interest therein, and the inclusion of these shares in this report shall not be deemed an admission of beneficial ownership of the reported shares for purposes of Section 16 or for any other purpose.

Represents shares of Common Stock held by Stockbridge Partners LLC on behalf of a managed account over which it has shared voting and dispositive power. BPH is the general partner of BPSP, which is the managing member of Stockbridge Partners LLC. The Reporting

- (4) Person is a managing director of each of BPH and Stockbridge Partners LLC. As such, the Reporting Person may be deemed to have shared voting and/or dispositive power over the shares held by Stockbridge Partners LLC. However, the Reporting Person disclaims beneficial ownership of these shares, except to the extent of his pecuniary interest therein, and the inclusion of these shares in this report shall not be deemed an admission of beneficial ownership of the reported shares for purposes of Section 16 or for any other purpose.

- (5) Represents shares received as part of the distribution by the Berkshire Entities referred to in note (1) above.

Includes (i) 1,607 shares of Common Stock received by certain family trusts as part of the distribution by the Berkshire Entities referred

- (6) to in note (1) above, and (ii) 4,506 shares of Common Stock previously beneficially owned by such family trusts. The Reporting Person is a trustee and the Reporting Person's immediate family members are beneficiaries of such family trusts.

- (7) Includes (i) 12,778 shares of Common Stock received by the Reporting Person as part of the distribution by the Berkshire Entities referred to in note (1) above, and (ii) 41,162 shares of Common Stock previously beneficially owned by the Reporting Person.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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