

TransDigm Group INC  
Form 8-K  
April 08, 2011

**UNITED STATES**  
**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): April 8, 2011**

**TransDigm Group Incorporated**

(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction of incorporation)

001-32833

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(Commission File Number)

**41-2101738**

(IRS Employer Identification No.)

**1301 East 9<sup>th</sup> Street, Suite 3000, Cleveland, Ohio**  
(Address of principal executive offices)

**(216) 706-2960**

**44114**  
(Zip Code)

(Registrant's telephone number, including area code)

(Former name or former address, if changed since last report.)

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 (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))

**Item 7.01 Regulation FD Disclosure**

On April 7, 2011, TransDigm Group Incorporated (the Company) completed the divestiture of Aero Quality Sales (AQS) to Satair A/S (NASDAQ OMX: Satair) for approximately \$30 million in cash. AQS was part of the McKechnie Aerospace acquisition which closed in December 2010. AQS is a worldwide distributor and service center of aircraft batteries, battery support equipment and also distributes ground support equipment.

The Company's Chairman and Chief Executive Officer, W. Nicholas Howley, has been a director of Satair A/S since 2006. Mr. Howley disclosed his relationship to Satair to the Company's board of directors and abstained from the related vote.

A copy of the April 8, 2011 press release announcing the divestiture is attached to this Report as Exhibit 99.1.

**Item 9.01 Financial Statements and Exhibits**

(d) Exhibits

The following exhibit is being filed with this Current Report on Form 8-K:

Exhibit 99.1 Press Release issued April 8, 2011

**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/ Gregory Rufus  
Gregory Rufus  
Executive Vice President, Chief Financial

Officer and Secretary

Date: April 8, 2011

**Exhibit Index**

Exhibit 99.1 Press Release issued April 8, 2011