TransDigm Group INC Form 4 March 10, 2014

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

3235-0287

Expires:

5. Relationship of Reporting Person(s) to

Issuer

January 31, 2005

0.5

Estimated average burden hours per

OMB APPROVAL

response...

if no longer subject to Section 16. Form 4 or Form 5 obligations

may continue.

See Instruction

Check this box

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

2. Issuer Name and Ticker or Trading

Symbol

1(b).

Stock

(Print or Type Responses)

SMALL ROBERT J

1. Name and Address of Reporting Person *

(Last) (First) (Middle) C/O BERKSHIRE PARTNERS LLC, 200 CLARENDON STREET, 35TH FLOOR				TransDigm Group INC [TDG] 3. Date of Earliest Transaction (Month/Day/Year) 03/07/2014				(Check all applicable)				
								X Director 10% Owner Other (specify below)				
(Street) BOSTON,, MA 02116				4. If Amendment, Date Original Filed(Month/Day/Year)				6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting				
								Person				
(City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially C									ially Owned			
	1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Da any (Month/Day/	Code Year) (Instr. 8)	Transaction Disposed of (D) Code (Instr. 3, 4 and 5)				6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)		
	Common Stock	03/07/2014		J	1,032,008 (1)	D	\$ 0	2,941,086	I	By Berkshire Entities (2) (3)		
	Common Stock							168,163	I	By Stockbridge Partners LLC (4)		
	Common	03/07/2014		J	3,100 (5)	A	\$0	4,506	I	By Family		

Trusts (6)

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Common Stock J 17,667 (5) A \$ 0 41,162 (7) D

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

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SEC 1474

(9-02)

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

Derivative Conversions Security or Exerce (Instr. 3) Price of Derivative		2. Conversion or Exercise Price of Derivative Security	Exercise ce of rivative	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transactic Code (Instr. 8)	5. onNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		ate	Amour Under Securi	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr
					Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

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. 03/10/2014 Small

**Signature of Date
Reporting Person

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). This Form 4 has been filed because the Reporting Person is a director of the Issuer and a managing member of, or managing member of the general partner of, each of the Berkshire Entities. As such, the Reporting Person may be deemed to have shared voting and/or dispositive power over the shares held by the Berkshire Entities. However, the Reporting Person disclaims beneficial ownership of such shares, except to the extent of his pecuniary

Reporting Owners 2

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interest therein.

- Owned 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 Fund M, L.P. ("SFM"), Stockbridge Absolute Return Fund, L.P. ("SARF") and Stockbridge Master Fund (OS), L.P. ("SOS") (collectively, the "Berkshire Entities"). BPSP, L.P. ("BPSP") 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 SF, SFM, SARF and SOS.
- The Reporting Person is a managing member of each of BPSP, 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 such entities. However, the Reporting Person disclaims beneficial ownership of these shares, except to the extent of his pecuniary interest therein.
 - Represents shares held by Stockbridge Partners LLC on behalf of a managed account over which it has shared voting and sole dispositive power. This Form 4 has been filed because the Reporting Person is a director of the Issuer and a managing member of Stockbridge
- (4) 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, if any, therein.
- (5) Represents shares received as part of the distribution by the Berkshire Entities referred to in note (1) above.
- Includes (i) 3,100 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) 1,406 shares of Common Stock 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) 17,667 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) 23,495 shares of Common Stock 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. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.