

TransDigm Group INC
Form SC 13D/A
February 20, 2009

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13D/A

Under the Securities Exchange Act of 1934
(Amendment No. 5)*

TransDigm Group Incorporated

(Name of Issuer)

Common Stock, \$0.01 Par Value

(Title of Class of Securities)

893641 10 0

(CUSIP Number)

Scott A. Arenare, Esq.

Managing Director and General Counsel

Warburg Pincus LLC

466 Lexington Avenue

New York, New York 10017

(212) 878-0600

(Name, Address and Telephone Number of Person
Authorized to Receive Notices and Communications)

Copies to:

Steven J. Gartner, Esq.

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Cristopher Greer, Esq.

Willkie Farr & Gallagher LLP

787 Seventh Avenue

New York, New York 10019

(212) 728-8000

February 19, 2009

(Date of Event Which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box:

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Rule 240.13d-7 for other parties to whom copies are to be sent.

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be filed for the purpose of Section 18 of the Securities Exchange Act of 1934 (Act) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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CUSIP No. 893641 10 0

- | | |
|----|---|
| 1 | Names of Reporting Persons
I.R.S. Identification Nos. of Above Persons (Entities Only)
TD Group Holdings, LLC
I.R.S. #51-0592349 |
| 2 | Check the Appropriate Box if a Member of a Group (See Instructions)
(a) <input type="radio"/>
(b) <input checked="" type="radio"/> |
| 3 | SEC Use Only |
| 4 | Source of Funds (See Instructions)
N/A |
| 5 | Check if Disclosure of Legal Proceeding Is Required Pursuant to Items 2(d) or 2(e) <input type="radio"/> |
| 6 | Citizenship or Place of Organization
Delaware |
| 7 | Sole Voting Power
-0- |
| 8 | Shared Voting Power
8,683,201 |
| 9 | Sole Dispositive Power
-0- |
| 10 | Shared Dispositive Power
8,683,201 |
| 11 | Aggregate Amount Beneficially Owned by Each Reporting Person
8,683,201 |
| 12 | Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) <input type="radio"/> |
| 13 | Percent of Class Represented by Amount in Row (11)
18.0% |
| 14 | Type of Reporting Person (See Instructions)
OO |

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With

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CUSIP No. 893641 10 0

1	Names of Reporting Persons I.R.S. Identification Nos. of Above Persons (Entities Only) Warburg Pincus Private Equity VIII, L.P. I.R.S. #13-4161869
2	Check the Appropriate Box if a Member of a Group (See Instructions) (a) <input type="radio"/> (b) <input checked="" type="radio"/>
3	SEC Use Only
4	Source of Funds (See Instructions) N/A
5	Check if Disclosure of Legal Proceeding Is Required Pursuant to Items 2(d) or 2(e) <input type="radio"/>
6	Citizenship or Place of Organization Delaware
7	Sole Voting Power -0-
8	Shared Voting Power 8,683,201
9	Sole Dispositive Power -0-
10	Shared Dispositive Power 8,683,201
11	Aggregate Amount Beneficially Owned by Each Reporting Person 8,683,201
12	Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) <input type="radio"/>
13	Percent of Class Represented by Amount in Row (11) 18.0%
14	Type of Reporting Person (See Instructions) PN

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With

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CUSIP No. 893641 10 0

1	Names of Reporting Persons I.R.S. Identification Nos. of Above Persons (Entities Only) Warburg Pincus & Co. I.R.S. #13-6358475								
2	Check the Appropriate Box if a Member of a Group (See Instructions) (a) <input type="radio"/> (b) <input checked="" type="radio"/>								
3	SEC Use Only								
4	Source of Funds (See Instructions) N/A								
5	Check if Disclosure of Legal Proceeding Is Required Pursuant to Items 2(d) or 2(e) <input type="radio"/>								
6	Citizenship or Place of Organization New York								
Number of Shares Beneficially Owned by Each Reporting Person With	<table border="0"> <tr> <td style="text-align: center;">7</td> <td style="vertical-align: top;">Sole Voting Power -0-</td> </tr> <tr> <td style="text-align: center;">8</td> <td style="vertical-align: top;">Shared Voting Power 8,683,201</td> </tr> <tr> <td style="text-align: center;">9</td> <td style="vertical-align: top;">Sole Dispositive Power -0-</td> </tr> <tr> <td style="text-align: center;">10</td> <td style="vertical-align: top;">Shared Dispositive Power 8,683,201</td> </tr> </table>	7	Sole Voting Power -0-	8	Shared Voting Power 8,683,201	9	Sole Dispositive Power -0-	10	Shared Dispositive Power 8,683,201
7	Sole Voting Power -0-								
8	Shared Voting Power 8,683,201								
9	Sole Dispositive Power -0-								
10	Shared Dispositive Power 8,683,201								
11	Aggregate Amount Beneficially Owned by Each Reporting Person 8,683,201								
12	Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) <input type="radio"/>								
13	Percent of Class Represented by Amount in Row (11) 18.0%								
14	Type of Reporting Person (See Instructions) PN								

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CUSIP No. 893641 10 0

1	Names of Reporting Persons I.R.S. Identification Nos. of Above Persons (Entities Only) Warburg Pincus LLC I.R.S. #13-3536050	
2	Check the Appropriate Box if a Member of a Group (See Instructions)	
	(a)	<input type="radio"/>
	(b)	<input checked="" type="radio"/>
3	SEC Use Only	
4	Source of Funds (See Instructions) N/A	
5	Check if Disclosure of Legal Proceeding Is Required Pursuant to Items 2(d) or 2(e)	<input type="radio"/>
6	Citizenship or Place of Organization New York	
	7	Sole Voting Power -0-
Number of Shares Beneficially Owned by Each Reporting Person With	8	Shared Voting Power 8,683,201
	9	Sole Dispositive Power -0-
	10	Shared Dispositive Power 8,683,201
	11	Aggregate Amount Beneficially Owned by Each Reporting Person 8,683,201
12	Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)	<input type="radio"/>
13	Percent of Class Represented by Amount in Row (11) 18.0%	
14	Type of Reporting Person (See Instructions) OO	

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CUSIP No. 893641 10 0

1	Names of Reporting Persons I.R.S. Identification Nos. of Above Persons (Entities Only) Warburg Pincus Partners, LLC I.R.S. #13-4069737
2	Check the Appropriate Box if a Member of a Group (See Instructions) (a) <input type="radio"/> (b) <input checked="" type="radio"/>
3	SEC Use Only
4	Source of Funds (See Instructions) N/A
5	Check if Disclosure of Legal Proceeding Is Required Pursuant to Items 2(d) or 2(e) <input type="radio"/>
6	Citizenship or Place of Organization New York
7	Sole Voting Power -0-
8	Shared Voting Power 8,683,201
9	Sole Dispositive Power -0-
10	Shared Dispositive Power 8,683,201
11	Aggregate Amount Beneficially Owned by Each Reporting Person 8,683,201
12	Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) <input type="radio"/>
13	Percent of Class Represented by Amount in Row (11) 18.0%
14	Type of Reporting Person (See Instructions) OO

Introduction.

This Amendment No. 5 to Schedule 13D (this Amendment) amends the Schedule 13D filed with the Securities and Exchange Commission on March 30, 2006, as amended by Amendment No. 1 thereto filed with the Securities and Exchange Commission on May 29, 2007, amended by Amendment No. 2 thereto filed with the Securities and Exchange Commission on November 29, 2007, amended by Amendment No. 3 thereto filed with the Securities and Exchange Commission on December 12, 2007 and further amended by Amendment No. 4 thereto filed with the Securities and Exchange Commission on May 14, 2008 (as so amended, the Current Schedule 13D), on behalf of TD Group Holdings, LLC, a Delaware limited liability company (TD LLC), Warburg Pincus Private Equity VIII, L.P., a Delaware limited partnership (together with two affiliated entities, WP VIII), Warburg Pincus LLC, a New York limited liability company (WP LLC), Warburg Pincus & Co., a New York general partnership (WP), and Warburg Pincus Partners, LLC, a New York limited liability company and a subsidiary of WP (WP Partners LLC), and together with WP VIII, WP LLC and WP, the Warburg Pincus Reporting Persons). Charles R. Kaye and Joseph P. Landy are each Managing General Partners of WP and Co-Presidents and Managing Members of WP LLC. This Amendment relates to the common stock, par value \$0.01 per share (the Common Stock), of TransDigm Group Incorporated, a Delaware corporation (the Company).

TD LLC and the Warburg Pincus Reporting Persons (together with TD LLC, the Reporting Persons) are making this single, joint filing because they may be deemed to constitute a group within the meaning of Section 13(d)(3) of the Securities Exchange

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Act of 1934, as amended (the Exchange Act). Each Reporting Person disclaims beneficial ownership of all shares of Common Stock to which such Reporting Person does not have a pecuniary interest.

Unless otherwise indicated herein, each capitalized term used but not otherwise defined herein shall have the meaning ascribed to such term in the Current Schedule 13D.

Item 5. Interest in Securities of the Issuer.

Item 5 of the Current Schedule 13D is hereby amended and replaced in its entirety as set forth below.

(a) On February 19, 2009, TD LLC sold an aggregate of 2,700,000 shares of Common Stock to Credit Suisse Securities (USA) LLC in a transaction effected pursuant to Rule 144 of the Securities Act of 1933, as amended, for aggregate proceeds of \$92,340,000 (the Sale). Immediately following the completion of the Sale, each of the Reporting Persons may be deemed to beneficially own 8,683,201 shares of Common Stock, representing approximately 18.0% of the outstanding Common Stock, based on the 48,194,179 shares of Common Stock outstanding as of January 23, 2009 as reported in the Company's Form 10-Q filed on February 4, 2009.

(b) Each of the Reporting Persons share the power to vote or to direct the vote and to dispose or to direct the disposition of the 8,683,201 shares of Common Stock it may be deemed to beneficially own. The Reporting Persons are making this single, joint filing because they may be deemed to constitute a person or group within the meaning of Section 13(d)(3) of the Exchange Act. The filing of this Schedule 13D shall not be construed as an admission of such beneficial ownership or that the Reporting Persons constitute a person or group.

(c) Other than the Sale, no transactions in the Common Stock were effected by any Reporting Person during the past sixty days.

(d) Not applicable.

(e) Not applicable.

SIGNATURES

After reasonable inquiry and to the best of our knowledge and belief, the undersigned certify that the information set forth in this statement is true, complete and correct.

Dated: February 20, 2009

TD GROUP HOLDINGS, LLC

By: Warburg Pincus Private Equity VIII, L.P.,
its Managing Member

By: Warburg Pincus Partners, LLC,
its General Partner

By: Warburg Pincus & Co.,
its Managing Member

By: /s/ Scott A. Arenare
Name: Scott A. Arenare
Title: Partner

Dated: February 20, 2009

WARBURG PINCUS PRIVATE EQUITY VIII, L.P.

By: Warburg Pincus Partners, LLC,
its General Partner

By: Warburg Pincus & Co., its Managing
Member

By: /s/ Scott A. Arenare
Name: Scott A. Arenare
Title: Partner

Dated: February 20, 2009

WARBURG PINCUS & CO.

By: /s/ Scott A. Arenare
Name: Scott A. Arenare
Title: Partner

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Dated: February 20, 2009

WARBURG PINCUS LLC

By: /s/ Scott A. Arenare
Name: Scott A. Arenare
Title: Managing Director

Dated: February 20, 2009

WARBURG PINCUS PARTNERS, LLC

By: Warburg Pincus & Co., its Managing
Member

By: /s/ Scott A. Arenare
Name: Scott A. Arenare
Title: Partner
