

TransDigm Group INC
Form 3
March 22, 2006

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

OMB
Number: 3235-0104
Expires: January 31,
2005
Estimated average
burden hours per
response... 0.5

INITIAL STATEMENT OF 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 * Â TD Group Holdings, LLC (Last) (First) (Middle) C/O WARBURG PINCUS & CO.,Â 466 LEXINGTON AVENUE (Street) NEW YORK,Â NYÂ 10017 (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 03/20/2006	3. Issuer Name and Ticker or Trading Symbol TransDigm Group INC [TDG] 4. Relationship of Reporting Person(s) to Issuer (Check all applicable) ____ Director <u> X </u> 10% Owner ____ Officer ____ Other (give title below) (specify below)	5. If Amendment, Date Original Filed(Month/Day/Year) 6. Individual or Joint/Group Filing(Check Applicable Line) <u> X </u> Form filed by One Reporting Person ____ Form filed by More than One Reporting Person
--	---	---	---

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock, par value \$0.01 per share	31,093,057	D <u>(1)</u>	Â

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

SEC 1473 (7-02)

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative	5. Ownership Form of Derivative Security:	6. Nature of Indirect Beneficial Ownership (Instr. 5)
---	---	--	---	---	--

Edgar Filing: TransDigm Group INC - Form 3

Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Security	Direct (D) or Indirect (I) (Instr. 5)
---------------------	--------------------	-------	----------------------------------	----------	--

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

TD Group Holdings, LLC
C/O WARBURG PINCUS & CO.
466 LEXINGTON AVENUE
NEW YORK, NY 10017

^ ^ X ^ ^

Signatures

TD GROUP HOLDINGS, LLC By: Warburg Pincus Private Equity VIII, L.P., Managing
Member By: Warburg Pincus Partners LLC, General Partner By: Warburg Pincus & Co.,
Managing Member /s/ Kewsong Lee, Partner

03/20/2006

__Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 5(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) See Exhibit 99.1

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.