TransDigm Group INC
Form 4
March 15, 2017

FORM 4

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

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

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
SMALL ROBERT J

(Last) (First) (Middle)

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

(Street)

BOSTON, MA 02116

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
03/13/2017

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
_X_ Form filed by One Reporting Person
___ Form filed by More than One Reporting Person

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)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	03/13/2017		P		10,219 (1)	A	$ 232.1277 (6)	3,213,995	I	By Berkshire Entities (3) (4) (5)
Common Stock	03/13/2017		P		2,737 (2)	A	$ 232.1277 (6)	307,734	I	By Stockbridge Partners LLC (2)
Common Stock	03/13/2017		P		18,491 (1)	A	$ 232.8229 (7)	3,232,486	I	By Berkshire Entities (3)

								(4) (5)
Common Stock	03/13/2017	P	4,953 (2)	A	$ 232.8229 (7)	312,687	I	By Stockbridge Partners LLC
Common Stock	03/14/2017	P	3,907 (1)	A	$ 231.1997 (8)	3,236,393	I	By Berkshire Entities (3) (4) (5)
Common Stock	03/14/2017	P	1,093 (2)	A	$ 231.1997 (8)	313,780	I	By Stockbridge Partners LLC (2)
Common Stock	03/14/2017	P	16,226 (1)	A	$ 232.371 (9)	3,252,619	I	By Berkshire Entities (3) (4) (5)
Common Stock	03/14/2017	P	4,541 (2)	A	$ 232.371 (9)	318,321	I	By Stockbridge Partners LLC (2)
Common Stock	03/14/2017	P	25,861 (1)	A	$ 233.5973 (10)	3,278,480	I	By Berkshire Entities (3) (4) (5)
Common Stock	03/14/2017	P	7,239 (2)	A	$ 233.5973 (10)	325,560	I	By Stockbridge Partners LLC (2)
Common Stock	03/14/2017	P	7,579 (1)	A	$ 234.2665 (11)	3,286,059	I	By Berkshire Entities (3) (4) (5)
Common Stock	03/14/2017	P	2,121 (2)	A	$ 234.2665 (11)	327,681	I	By Stockbridge Partners LLC (2)
Common Stock						6,113	I	By Family Trusts (12)
Common Stock						21,227	I	By Trust (13)
Common Stock						32,713	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)

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. Nu Deriv Secur Bene Owne 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. Small	03/15/2017
**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 shares acquired by certain of the Berkshire Entities (as defined below), consistent with their investment objective of achieving capital appreciation by investing primarily in marketable securities. 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 interest therein.

(2)

Represents shares acquired by Stockbridge Partners LLC ("SP") 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 SP. As such, the Reporting Person may be deemed to have shared voting and/or dispositive power over the shares held by SP. However, the Reporting Person disclaims beneficial ownership of these shares, except to the extent of his pecuniary interest, if any, therein.

(3) Owned by Berkshire Fund VII, L.P. ("VII"), Berkshire Fund VII-A, L.P. ("VII-A"), Berkshire Fund VIII, L.P. ("VIII"), Berkshire Fund VIII-A, L.P. ("VIII-A"), Berkshire Investors LLC ("Investors"), Berkshire Investors III LLC ("Investors III"), Berkshire Investors IV LLC ("Investors IV"), 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 each of Berkshire Partners LLC, the registered investment adviser to VII, VII-A, VIII, VIII-A, Investors, Investors III and Investors IV ("BP"), and SP, the registered investment adviser to SF, SARF and SOS. Seventh Berkshire Associates LLC ("7BA") is the general partner of each of VII and VII-A.

(4) (Continued from footnote 3): Eighth Berkshire Associates LLC ("8BA") is the general partner of each of VIII and VIII-A. Stockbridge Associates LLC ("SA") is the general partner of SF, SARF and SOS.

(5) The Reporting Person is a managing member of each of BPH, BPSP, BP, SP, 8BA, 7BA, SA, Investors, Investors III and Investors IV. 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.

(6) The price reported in Column 4 is a weighted average price. These shares were purchased in multiple transactions within the range of $231.1800 to $232.1799. The Reporting Person undertakes to provide to the Issuer, any security holder of the Issuer or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares purchased at each separate price within the ranges set forth in this footnote

(7) The price reported in Column 4 is a weighted average price. These shares were purchased in multiple transactions within the range of $232.1800 to $232.9500. The Reporting Person undertakes to provide to the Issuer, any security holder of the Issuer or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares purchased at each separate price within the ranges set forth in this footnote.

(8) The price reported in Column 4 is a weighted average price. These shares were purchased in multiple transactions within the range of $231.0400 to $232.0399. The Reporting Person undertakes to provide to the Issuer, any security holder of the Issuer or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares purchased at each separate price within the ranges set forth in this footnote.

(9) The price reported in Column 4 is a weighted average price. These shares were purchased in multiple transactions within the range of $232.0400 to $233.0399. The Reporting Person undertakes to provide to the Issuer, any security holder of the Issuer or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares purchased at each separate price within the ranges set forth in this footnote.

(10) The price reported in Column 4 is a weighted average price. These shares were purchased in multiple transactions within the range of $233.0400 to $234.0399. The Reporting Person undertakes to provide to the Issuer, any security holder of the Issuer or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares purchased at each separate price within the ranges set forth in this footnote.

(11) The price reported in Column 4 is a weighted average price. These shares were purchased in multiple transactions within the range of $234.0400 to $234.4000. The Reporting Person undertakes to provide to the Issuer, any security holder of the Issuer or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares purchased at each separate price within the ranges set forth in this footnote.

(12) Represents shares of Common Stock beneficially owned by certain family trusts. The Reporting Person is a trustee and the Reporting Person's immediate family members are beneficiaries of such family trusts.

(13) Represents shares of Common Stock beneficially owned by a certain trust. The Reporting Person is a trustee and the Reporting Person's immediate family members are beneficiaries of such trust.

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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