

TransDigm Group INC  
Form SC 13D/A  
March 06, 2012

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

SCHEDULE 13D  
Under the Securities Exchange Act of 1934  
(Amendment No. 4)\*  
TRANSDIGM GROUP INCORPORATED  
(Name of Issuer)

Common Stock, par value \$.01 per share  
(Title of Class of Securities)

893641100  
(CUSIP Number)

COPY TO:

Sharlyn C. Heslam  
Berkshire Partners LLC  
200 Clarendon St., 35th Floor  
Boston, MA 02116  
(617) 227-0050

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

March 2, 2012  
(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 which is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(e), 13d-1(f) or 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 §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. 893641100

SCHEDULE 13D

(1) NAME OF REPORTING PERSON:

Berkshire Fund VII, L.P.

(2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)  (b)

(3) SEC USE ONLY

(4) SOURCE OF FUNDS

OO

(5) CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d)

OR 2(e)

(6) CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

(7)

SOLE VOTING POWER

NUMBER OF  
SHARES

(8)

2,555,020

SHARED VOTING POWER

BENEFICIALLY

OWNED BY

EACH

(9)

-0-

SOLE DISPOSITIVE POWER

REPORTING

PERSON

(10)

2,555,020

SHARED DISPOSITIVE POWER

WITH

-0-

(11) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

2,555,020

(12) CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

(13) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

5.04%1

(14) TYPE OF REPORTING PERSON

PN

- 1 Percentage calculations are based upon 50,656,631 issued and outstanding shares as of January 27, 2012, as reported in the Issuer's Quarterly Report on Form 10-Q for the period ended December 31, 2011.
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CUSIP No. 893641100

SCHEDULE 13D

(1) NAME OF REPORTING PERSON:

Berkshire Fund VII-A, L.P.

(2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)  (b)

(3) SEC USE ONLY

(4) SOURCE OF FUNDS

OO

(5) CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d)

OR 2(e)

(6) CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

(7)

SOLE VOTING POWER

NUMBER OF  
SHARES

(8)

477,668

SHARED VOTING POWER

BENEFICIALLY

OWNED BY

(9)

-0-

SOLE DISPOSITIVE POWER

EACH

REPORTING

PERSON

(10)

477,668

SHARED DISPOSITIVE POWER

WITH

-0-

(11) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

477,668

(12) CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

(13) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

0.94%1

(14) TYPE OF REPORTING PERSON

PN

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CUSIP No. 893641100

SCHEDULE 13D

(1) NAME OF REPORTING PERSON:

Berkshire Investors LLC

(2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)  (b)

(3) SEC USE ONLY

(4) SOURCE OF FUNDS

OO

(5) CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS  
REQUIRED PURSUANT TO ITEMS 2(d)

OR 2(e)

(6) CITIZENSHIP OR PLACE OF ORGANIZATION

Massachusetts

(7)

SOLE VOTING POWER

NUMBER OF  
SHARES

(8)

50,519

SHARED VOTING POWER

BENEFICIALLY

OWNED BY

EACH

(9)

-0-

SOLE DISPOSITIVE POWER

REPORTING

PERSON

(10)

50,519

SHARED DISPOSITIVE POWER

WITH

-0-

(11) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH  
REPORTING PERSON

50,519

(12) CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9)  
EXCLUDES CERTAIN SHARES

(13) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW  
(9)

0.10%1

(14) TYPE OF REPORTING PERSON

PN

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CUSIP No. 893641100

SCHEDULE 13D

(1) NAME OF REPORTING PERSON:

Berkshire Investors III LLC

(2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)  (b)

(3) SEC USE ONLY

(4) SOURCE OF FUNDS

OO

(5) CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d)

OR 2(e)

(6) CITIZENSHIP OR PLACE OF ORGANIZATION

Massachusetts

(7)

SOLE VOTING POWER

NUMBER OF

SHARES

(8)

12,817

SHARED VOTING POWER

BENEFICIALLY

OWNED BY

EACH

(9)

-0-

SOLE DISPOSITIVE POWER

REPORTING

PERSON

WITH

(10)

12,817

SHARED DISPOSITIVE POWER

-0-

(11) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

12,817

(12) CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

(13) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

0.03%1

(14) TYPE OF REPORTING PERSON

PN

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CUSIP No. 893641100

SCHEDULE 13D

(1) NAME OF REPORTING PERSON:

Stockbridge Fund, L.P.

(2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)  (b)

(3) SEC USE ONLY

(4) SOURCE OF FUNDS

OO

(5) CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d)

OR 2(e)

(6) CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

(7)

SOLE VOTING POWER

NUMBER OF  
SHARES

(8)

479,985

SHARED VOTING POWER

BENEFICIALLY

OWNED BY

(9)

-0-

SOLE DISPOSITIVE POWER

EACH

REPORTING

PERSON

(10)

479,985

SHARED DISPOSITIVE POWER

WITH

-0-

(11) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

479,985

(12) CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

(13) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

0.95%1

(14) TYPE OF REPORTING PERSON

PN

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CUSIP No. 893641100

SCHEDULE 13D

(1)