

TransDigm Group INC
Form SC 13D/A
January 26, 2012

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

SCHEDULE 13D

Under the Securities Exchange Act of 1934

(Amendment No. 3)*

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)

January 20, 2012

(Date of Event which Requires Filing of This Statement)

(Note: This Amendment No. 3 is not required; it is being filed voluntarily.)

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: "

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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).

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
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON
WITH | (8) | 3,406,694
SHARED VOTING POWER |
| (9) | -0-
SOLE DISPOSITIVE POWER | |
| (10) | 3,406,694
SHARED DISPOSITIVE POWER | |
- 0-
- (11) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING
 PERSON
 3,406,694
- (12) CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES
 CERTAIN SHARES
- (13) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

(14) 6.73%¹
TYPE OF REPORTING PERSON
PN

1 Percentage calculations are based upon 50,607,635 issued and outstanding shares as of January 3, 2012, as reported in the Issuer's annual proxy statement on Schedule 14A dated January 23, 2012.

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 | | 636,891 |
| SHARES | (8) | SHARED VOTING POWER |
| BENEFICIALLY | | |
| OWNED BY | | -0- |
| EACH | (9) | SOLE DISPOSITIVE POWER |
| REPORTING | | |
| PERSON | | 636,891 |
| WITH | (10) | SHARED DISPOSITIVE POWER |
- (11) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
-0-
- (12) 636,891
CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES
CERTAIN SHARES
- (13) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

(14) 1.26%¹
TYPE OF REPORTING PERSON
PN

1 Percentage calculations are based upon 50,607,635 issued and outstanding shares as of January 3, 2012, as reported in the Issuer's annual proxy statement on Schedule 14A dated January 23, 2012.

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)

67,357

SHARED VOTING POWER

BENEFICIALLY

OWNED BY

EACH

(9)

-0-

SOLE DISPOSITIVE POWER

REPORTING

PERSON

(10)

67,357

SHARED DISPOSITIVE POWER

WITH

-0-

(11) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

67,357

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

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

0.13%¹

(14)

TYPE OF REPORTING PERSON

PN

- 1 Percentage calculations are based upon 50,607,635 issued and outstanding shares as of January 3, 2012, as reported in the Issuer's annual proxy statement on Schedule 14A dated January 23, 2012.
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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 | | 17,090 |
| SHARES | (8) | SHARED VOTING POWER |
| BENEFICIALLY | | -0- |
| OWNED BY | (9) | SOLE DISPOSITIVE POWER |
| EACH | | 17,090 |
| REPORTING | (10) | SHARED DISPOSITIVE POWER |
| PERSON | | -0- |
| WITH | | |
- (11) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
 17,090
- (12) CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN
 SHARES
- (13) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

(14) 0.03%¹
TYPE OF REPORTING PERSON

PN

1 Percentage calculations are based upon 50,607,635 issued and outstanding shares as of January 3, 2012, as reported in the Issuer's annual proxy statement on Schedule 14A dated January 23, 2012.

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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)