

TransDigm Group INC  
Form 8-K  
February 24, 2015

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

**FORM 8-K**

**CURRENT REPORT**

**Pursuant to Section 13 or 15(d)**

**of The Securities Exchange Act of 1934**

**Date of Report (Date of earliest event reported): February 20, 2015**

**TransDigm Group Incorporated**

**(Exact name of registrant as specified in its charter)**

**Delaware**

**(State or other jurisdiction of incorporation)**

**001-32833**

**(Commission File Number)**

**41-2101738**

**(IRS Employer Identification No.)**

**1301 East 9<sup>th</sup> Street, Suite 3000, Cleveland, Ohio**

**(Address of principal executive offices)**

**44114**

**(Zip Code)**

**(216) 706-2960**

**(Registrant's telephone number, including area code)**

**(Former name or former address, if changed since last report.)**

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrants under any of the following provisions (see General Instruction A.2. below):

- .. Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- .. Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- .. Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- .. Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

**Item 1.01 Entry into a Material Definitive Agreement**

As previously reported, on February 20, 2015, TransDigm Group Incorporated entered into a definitive agreement (the Agreement ) to purchase the Telair Cargo Group of businesses ( Telair ), a global leader in aerospace on-board cargo loading and handling, restraint systems and unit load devices from AAR CORP, for a total purchase price of approximately \$725 million in cash, subject to adjustment.

The Agreement is attached to this Report as Exhibit 2.1.

**Item 9.01 Financial Statements and Exhibits**

(d) Exhibits

The following exhibits are being filed with this Current Report on Form 8-K:

- 2.1 Purchase Agreement dated February 20, 2015 among AAR International, Inc., AAR Manufacturing, Inc., TransDigm Inc. and TransDigm Germany GmbH.

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

TRANSDIGM GROUP INCORPORATED

By: /s/ Gregory Rufus  
Gregory Rufus  
Executive Vice President, Chief

Financial Officer and Secretary  
Date: February 24, 2015

**Exhibit Index**

**Exhibit  
No.**

**Description**

2.1	Purchase Agreement dated February 20, 2015 among AAR International, Inc., AAR Manufacturing, Inc., TransDigm Inc. and TransDigm Germany GmbH.
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