

Telair US LLC  
Form S-4/A  
January 20, 2017  
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As filed with the Securities and Exchange Commission on January 20, 2017

Registration No. 333-214623

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**Amendment No. 1**

to

**Form S-4**

**REGISTRATION STATEMENT**

**UNDER**

**THE SECURITIES ACT OF 1933**

**TransDigm Inc.**

**TransDigm Group Incorporated**

**Subsidiary Guarantors Listed on Schedule A Hereto**

(Exact name of registrant as specified in its charter)

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**TransDigm Inc.**

**3728**

**TransDigm Group Incorporated**

**Delaware**

(Primary Standard Industrial

**Delaware**

(State or other jurisdiction of

Classification Code Number)

(State or other jurisdiction of

incorporation or organization)

incorporation or organization)

**34-1750032**

**41-2101738**

(I.R.S. Employer Identification No.)

(I.R.S. Employer Identification No.)

**1301 East 9th Street, Suite 3000**

**Cleveland, Ohio 44114**

**(216) 706-2960**

(Address, including zip code, and telephone number, including area code, of each of the registrants' principal executive offices)

**W. Nicholas Howley**

**Chairman of the Board of Directors, President and Chief Executive Officer**

**TransDigm Group Incorporated**

**1301 East 9th Street, Suite 3000**

**Cleveland, Ohio 44114**

**(216) 706-2960**

(Name, address, including zip code, and telephone number, including area code, of agent for service)

*Copy to:*

**Christopher M. Kelly**

**John T. Owen**

**Jones Day**

**250 Vesey Street**

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New York, New York 10281-1047

(212) 326-3939

**Approximate date of commencement of proposed sale to the public:**

**As soon as practicable after this Registration Statement becomes effective.**

If the securities being registered on this Form are to be offered in connection with the formation of a holding company and there is compliance with General Instruction G, check the following box.

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act.

Large accelerated filer

Non-accelerated filer (Do not check if a smaller reporting company)

Accelerated filer

Smaller reporting company

If applicable, place an X in the box to designate the appropriate rule provision relied upon in conducting this transaction:

Exchange Act Rule 13e-4(i) (Cross-Border Issuer Tender Offer)

Exchange Act Rule 14d-1(d) (Cross-Border Third-Party Tender Offer)

**The registrant hereby amends this registration statement on such date or dates as may be necessary to delay its effective date until the registrants shall file a further amendment which specifically states that this registration statement shall thereafter become effective in accordance with Section 8(a) of the Securities Act of 1933, as amended, or until the registration statement shall become effective on such date as the Securities and Exchange Commission, acting pursuant to Section 8(a), may determine.**

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**SCHEDULE A**

<p>ACME AEROSPACE, INC. (Name as specified in its charter)</p> <p>DELAWARE (State or other jurisdiction of incorporation or organization)</p> <p>3728 (Primary Standard Industrial Classification Code Number)</p> <p>16-0324980 (I.R.S. Employer Identification Number)</p> <p>528 W. 21ST STREET, SUITE 6 TEMPE, ARIZONA 85282 (480) 894-6864 (Address, including zip code, and telephone number, including area code, of principal executive offices)</p> <p>AEROCONTROLEX GROUP, INC. (Name as specified in its charter)</p> <p>DELAWARE (State or other jurisdiction of incorporation or organization)</p> <p>3728 (Primary Standard Industrial Classification Code Number)</p> <p>26-0379798 (I.R.S. Employer Identification Number)</p> <p>4223 MONTICELLO BLVD SOUTH EUCLID, OHIO 44121</p>	<p>ADAMS RITE AEROSPACE, INC. (Name as specified in its charter)</p> <p>CALIFORNIA (State or other jurisdiction of incorporation or organization)</p> <p>3728 (Primary Standard Industrial Classification Code Number)</p> <p>95-4056812 (I.R.S. Employer Identification Number)</p> <p>4141 NORTH PALM STREET FULLERTON, CA 92835 (714) 278-6500 (Address, including zip code, and telephone number, including area code, of principal executive offices)</p> <p>AEROSONIC LLC (Name as specified in its charter)</p> <p>DELAWARE (State or other jurisdiction of incorporation or organization)</p> <p>3728 (Primary Standard Industrial Classification Code Number)</p> <p>74-1668471 (I.R.S. Employer Identification Number)</p> <p>1212 NORTH HERCULES AVE, CLEARWATER, FL 33765</p>
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(216) 291-6025

(727) 461-3000

(Address, including zip code, and  
telephone number, including area code,

(Address, including zip code, and  
telephone number, including area code,

of principal executive offices)

of principal executive offices)

AIRBORNE ACQUISITION, INC.

AIRBORNE GLOBAL, INC.

(Name as specified in its charter)

(Name as specified in its charter)

DELAWARE

DELAWARE

(State or other jurisdiction of incorporation or organization)

(State or other jurisdiction of incorporation or organization)

3728

3728

(Primary Standard Industrial Classification Code Number)

(Primary Standard Industrial Classification Code Number)

27-1422895

27-1422997

(I.R.S. Employer Identification Number)

(I.R.S. Employer Identification Number)

1301 EAST 9th STREET, SUITE 3000

1301 EAST 9th STREET, SUITE 3000

CLEVELAND, OH 44114

CLEVELAND, OH 44114

(216) 706-2960

(216) 706-2960

(Address, including zip code, and  
telephone number, including area code,

(Address, including zip code, and  
telephone number, including area code,

of principal executive offices)

of principal executive offices)

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<p>AIRBORNE HOLDINGS, INC.</p> <p>(Name as specified in its charter)</p> <p>DELAWARE</p> <p>(State or other jurisdiction of incorporation or organization)</p> <p>3728</p> <p>(Primary Standard Industrial Classification Code Number)</p> <p>27-1422954</p> <p>(I.R.S. Employer Identification Number)</p> <p>1301 EAST 9th STREET, SUITE 3000</p> <p>CLEVELAND, OH 44114</p> <p>(216) 706-2960</p> <p>(Address, including zip code, and telephone number, including area code, of principal executive offices)</p>	<p>AIRBORNE SYSTEMS NA INC.</p> <p>(Name as specified in its charter)</p> <p>DELAWARE</p> <p>(State or other jurisdiction of incorporation or organization)</p> <p>3728</p> <p>(Primary Standard Industrial Classification Code Number)</p> <p>22-3396247</p> <p>(I.R.S. Employer Identification Number)</p> <p>1301 EAST 9th STREET, SUITE 3000</p> <p>CLEVELAND, OH 44114</p> <p>(216) 706-2960</p> <p>(Address, including zip code, and telephone number, including area code, of principal executive offices)</p>
<p>AIRBORNE SYSTEMS NORTH AMERICA INC.</p> <p>(Name as specified in its charter)</p> <p>DELAWARE</p> <p>(State or other jurisdiction of incorporation or organization)</p> <p>3728</p> <p>(Primary Standard Industrial Classification Code Number)</p> <p>02-0805976</p> <p>(I.R.S. Employer Identification Number)</p> <p>1301 EAST 9th STREET, SUITE 3000</p> <p>CLEVELAND, OH 44114</p> <p>(216) 706-2960</p> <p>(Address, including zip code, and</p>	<p>AIRBORNE SYSTEMS NORTH AMERICA OF CA INC.</p> <p>(Name as specified in its charter)</p> <p>DELAWARE</p> <p>(State or other jurisdiction of incorporation or organization)</p> <p>3728</p> <p>(Primary Standard Industrial Classification Code Number)</p> <p>13-3518559</p> <p>(I.R.S. Employer Identification Number)</p> <p>3701 WEST WARNER AVE.,</p> <p>SANTA ANA, CA 92704</p> <p>(714) 662-1400</p> <p>(Address, including zip code, and</p>

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telephone number, including area code,  
of principal executive offices)  
AIRBORNE SYSTEMS NORTH AMERICA OF NJ INC.  
(Name as specified in its charter)  
NEW JERSEY  
(State or other jurisdiction of incorporation or organization)  
3728  
(Primary Standard Industrial Classification Code Number)  
22-3348756  
(I.R.S. Employer Identification Number)  
5800 MAGNOLIA AVE,  
PENNSAUKEN, NJ 08109  
(856) 663-1275  
(Address, including zip code, and  
telephone number, including area code,  
of principal executive offices)

telephone number, including area code,  
of principal executive offices)  
AMSAFE, INC.  
(Name as specified in its charter)  
DELAWARE  
(State or other jurisdiction of incorporation or  
organization)  
3728  
(Primary Standard Industrial Classification Code Number)  
36-3363619  
(I.R.S. Employer Identification Number)  
1043 N. 47TH AVENUE PHOENIX,  
ARIZONA 85043  
(602) 850-2850  
(Address, including zip code, and  
telephone number, including area code,  
of principal executive offices)

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AMSAFE GLOBAL HOLDINGS, INC.	ARKWIN INDUSTRIES, INC.
(Name as specified in its charter)	(Name as specified in its charter)
DELAWARE	NEW YORK
(State or other jurisdiction of incorporation or organization)	(State or other jurisdiction of incorporation or organization)
3728	3728
(Primary Standard Industrial Classification Code Number)	(Primary Standard Industrial Classification Code Number)
26-1268176	11-1696632
(I.R.S. Employer Identification Number)	(I.R.S. Employer Identification Number)
1301 EAST 9TH STREET, SUITE 3000	686 MAIN STREET
CLEVELAND, OHIO, 44114	WESTBURY, NEW YORK 11590
(216) 706-2960	(516) 333-2640
(Address, including zip code, and telephone number, including area code, of principal executive offices)	(Address, including zip code, and telephone number, including area code, of principal executive offices)
AVIATION TECHNOLOGIES, INC.	AVIONIC INSTRUMENTS LLC
(Name as specified in its charter)	(Name as specified in its charter)
DELAWARE	DELAWARE
(State or other jurisdiction of incorporation or organization)	(State or other jurisdiction of incorporation or organization)
3728	3728
(Primary Standard Industrial Classification Code Number)	(Primary Standard Industrial Classification Code Number)
04-3750236	13-2666109
(I.R.S. Employer Identification Number)	(I.R.S. Employer Identification Number)
1301 EAST 9TH STREET, SUITE 3000	1414 RANDOLPH AVENUE
CLEVELAND, OHIO 44114	AVENEL, NEW JERSEY 07001-2402
(216) 706-2960	(732) 388-3500
(Address, including zip code, and	(Address, including zip code, and



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telephone number, including area code, of principal executive offices)	telephone number, including area code, of principal executive offices)
AVIONICS SPECIALTIES, INC.	AVTECHTYEE, INC.
(Name as specified in its charter)	(Name as specified in its charter)
VIRGINIA	WASHINGTON
(State or other jurisdiction of incorporation or organization)	(State or other jurisdiction of incorporation or organization)
3728	3728
(Primary Standard Industrial Classification Code Number)	(Primary Standard Industrial Classification Code Number)
54-1648275	91-0761549
(I.R.S. Employer Identification Number)	(I.R.S. Employer Identification Number)
1301 EAST 9TH STREET, SUITE 3000 CLEVELAND, OHIO 44114 (216) 706-2960	6500 MERRILL CREEK PARKWAY EVERETT, WASHINGTON 98203 (425) 290-3100
(Address, including zip code, and telephone number, including area code, of principal executive offices)	(Address, including zip code, and telephone number, including area code, of principal executive offices)

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BETA TRANSFORMER TECHNOLOGY CORPORATION

(Name as specified in its charter)

NEW YORK

(State or other jurisdiction of incorporation or organization)

3728

(Primary Standard Industrial Classification Code Number)

11-2437907

(I.R.S. Employer Identification Number)

1301 EAST 9th STREET, SUITE 3000

CLEVELAND, OH 44114

(216) 706-2960

(Address, including zip code, and telephone number, including area code, of principal executive offices)

BREEZE-EASTERN LLC

(Name as specified in its charter)

DELAWARE

(State or other jurisdiction of incorporation or organization)

3728

(Primary Standard Industrial Classification Code Number)

95-4062211

(I.R.S. Employer Identification Number)

1301 EAST 9TH STREET, SUITE 3000

CLEVELAND, OH 44114

(216) 706-2960

BETA TRANSFORMER TECHNOLOGY LLC

(Name as specified in its charter)

DELAWARE

(State or other jurisdiction of incorporation or organization)

3728

(Primary Standard Industrial Classification Code Number)

46-2885674

(I.R.S. Employer Identification Number)

1301 EAST 9th STREET, SUITE 3000

CLEVELAND, OH 44114

(216) 706-2960

(Address, including zip code, and telephone number, including area code, of principal executive offices)

BRIDPORT-AIR CARRIER, INC.

(Name as specified in its charter)

WASHINGTON

(State or other jurisdiction of incorporation or organization)

3728

(Primary Standard Industrial Classification Code Number)

91-1887382

(I.R.S. Employer Identification Number)

1301 EAST 9TH STREET, SUITE 3000

CLEVELAND, OHIO, 44114

(216) 706-2960

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(Address, including zip code, and  
telephone number, including area code,  
of principal executive offices)

BRIDPORT ERIE AVIATION, INC.

(Name as specified in its charter)

DELAWARE

(State or other jurisdiction of incorporation or  
organization)

3728

(Primary Standard Industrial Classification Code Number)

25-1861935

(I.R.S. Employer Identification Number)

1317 WEST 12TH STREET ERIE, PENNSYLVANIA 16501

(814) 833-6767

(Address, including zip code, and  
telephone number, including area code,  
of principal executive offices)

(Address, including zip code, and  
telephone number, including area code,  
of principal executive offices)

BRIDPORT HOLDINGS, INC.

(Name as specified in its charter)

DELAWARE

(State or other jurisdiction of incorporation or  
organization)

3728

(Primary Standard Industrial Classification Code Number)

74-3127247

(I.R.S. Employer Identification Number)

1301 EAST 9TH STREET, SUITE 3000

CLEVELAND, OHIO, 44114

(216) 706-2960

(Address, including zip code, and  
telephone number, including area code,  
of principal executive offices)

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<p>BRUCE AEROSPACE INC.</p> <p>(Name as specified in its charter)</p> <p>DELAWARE</p> <p>(State or other jurisdiction of incorporation or organization)</p> <p>3728</p> <p>(Primary Standard Industrial Classification Code Number)</p> <p>26-0658833</p> <p>(I.R.S. Employer Identification Number)</p> <p>101 EVANS AVENUE</p> <p>DAYTON, NEVADA 89403</p> <p>(775) 246-0101</p> <p>(Address, including zip code, and telephone number, including area code, of principal executive offices)</p> <p>CEF INDUSTRIES, LLC</p> <p>(Name as specified in its charter)</p> <p>DELAWARE</p> <p>(State or other jurisdiction of incorporation or organization)</p> <p>3728</p> <p>(Primary Standard Industrial Classification Code Number)</p> <p>36-2056886</p> <p>(I.R.S. Employer Identification Number)</p> <p>320 SOUTH CHURCH STREET</p> <p>ADDISON, ILLINOIS 60101</p> <p>(630) 628-2299</p>	<p>CDA INTERCORP LLC</p> <p>(Name as specified in its charter)</p> <p>FLORIDA</p> <p>(State or other jurisdiction of incorporation or organization)</p> <p>3728</p> <p>(Primary Standard Industrial Classification Code Number)</p> <p>59-1285683</p> <p>(I.R.S. Employer Identification Number)</p> <p>450 GOOLSBY BLVD.</p> <p>DEERFIELD, FLORIDA 33442</p> <p>(954) 698-6000</p> <p>(Address, including zip code, and telephone number, including area code, of principal executive offices)</p> <p>CHAMPION AEROSPACE LLC</p> <p>(Name as specified in its charter)</p> <p>DELAWARE</p> <p>(State or other jurisdiction of incorporation or organization)</p> <p>3728</p> <p>(Primary Standard Industrial Classification Code Number)</p> <p>58-2623644</p> <p>(I.R.S. Employer Identification Number)</p> <p>1230 OLD NORRIS ROAD</p> <p>LIBERTY, SC 29657</p> <p>(864) 843-1162</p>
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(Address, including zip code, and telephone number, including area code, of principal executive offices)	(Address, including zip code, and telephone number, including area code, of principal executive offices)
DATA DEVICE CORPORATION	DUKES AEROSPACE, INC.
(Name as specified in its charter)	(Name as specified in its charter)
DELAWARE	DELAWARE
(State or other jurisdiction of incorporation or organization)	(State or other jurisdiction of incorporation or organization)
3728	3728
(Primary Standard Industrial Classification Code Number)	(Primary Standard Industrial Classification Code Number)
11-2226748	27-1368976
(I.R.S. Employer Identification Number)	(I.R.S. Employer Identification Number)
1301 EAST 9th STREET, SUITE 3000	9060 WINNETKA AVENUE
CLEVELAND, OH 44114	NORTHRIDGE, CALIFORNIA 91324
(216) 706-2960	(818) 998-9811
(Address, including zip code, and telephone number, including area code, of principal executive offices)	(Address, including zip code, and telephone number, including area code, of principal executive offices)

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<p>ELECTROMECH TECHNOLOGIES LLC</p> <p>(Name as specified in its charter)</p> <p>DELAWARE</p> <p>(State or other jurisdiction of incorporation or organization)</p> <p>3728</p> <p>(Primary Standard Industrial Classification Code Number)</p> <p>94-3033701</p> <p>(I.R.S. Employer Identification Number)</p> <p>2600 S. CUSTER AVE.</p> <p>WICHITA, KANSAS 67217</p> <p>(316) 941-0400</p> <p>(Address, including zip code, and telephone number, including area code, of principal executive offices)</p> <p>HARTWELL CORPORATION</p> <p>(Name as specified in its charter)</p> <p>CALIFORNIA</p> <p>(State or other jurisdiction of incorporation or organization)</p> <p>3728</p> <p>(Primary Standard Industrial Classification Code Number)</p> <p>95-1936254</p> <p>(I.R.S. Employer Identification Number)</p> <p>900 S. RICHFIELD ROAD</p> <p>PLACENTIA, CALIFORNIA 92870</p> <p>(714) 993-4200</p>	<p>HARCO LLC</p> <p>(Name as specified in its charter)</p> <p>CONNECTICUT</p> <p>(State or other jurisdiction of incorporation or organization)</p> <p>3728</p> <p>(Primary Standard Industrial Classification Code Number)</p> <p>06-0691144</p> <p>(I.R.S. Employer Identification Number)</p> <p>186 CEDAR STREET</p> <p>BRANFORD, CONNECTICUT 06405</p> <p>(203) 483-3700</p> <p>(Address, including zip code, and telephone number, including area code, of principal executive offices)</p> <p>ILC HOLDINGS, INC.</p> <p>(Name as specified in its charter)</p> <p>DELAWARE</p> <p>(State or other jurisdiction of incorporation or organization)</p> <p>3728</p> <p>(Primary Standard Industrial Classification Code Number)</p> <p>51-0105260</p> <p>(I.R.S. Employer Identification Number)</p> <p>1301 EAST 9th STREET, SUITE 3000</p> <p>CLEVELAND, OH 44114</p> <p>(216) 706-2960</p>
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(Address, including zip code, and telephone number, including area code, of principal executive offices)	(Address, including zip code, and telephone number, including area code, of principal executive offices)
ILC INDUSTRIES, LLC	JOHNSON LIVERPOOL LLC
(Name as specified in its charter)	(Name as specified in its charter)
DELAWARE	DELAWARE
(State or other jurisdiction of incorporation or organization)	(State or other jurisdiction of incorporation or organization)
3728	3728
(Primary Standard Industrial Classification Code Number)	(Primary Standard Industrial Classification Code Number)
26-3166386	16-1400756
(I.R.S. Employer Identification Number)	(I.R.S. Employer Identification Number)
1301 EAST 9th STREET, SUITE 3000	1301 EAST 9th STREET, SUITE 3000
CLEVELAND, OH 44114	CLEVELAND, OH 44114
(216) 706-2960	(216) 706-2960
(Address, including zip code, and telephone number, including area code, of principal executive offices)	(Address, including zip code, and telephone number, including area code, of principal executive offices)

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MARATHONNORCO AEROSPACE, INC.	MCKECHNIE AEROSPACE DE, INC.
(Name as specified in its charter)	(Name as specified in its charter)
DELAWARE	DELAWARE
(State or other jurisdiction of incorporation or organization)	(State or other jurisdiction of incorporation or organization)
3728	3728
(Primary Standard Industrial Classification Code Number)	(Primary Standard Industrial Classification Code Number)
74-2707437	20-8964837
(I.R.S. Employer Identification Number)	(I.R.S. Employer Identification Number)
8301 IMPERIAL DRIVE	1301 EAST 9TH STREET, SUITE 3000
WACO, TX 76712	CLEVELAND, OHIO 44114
(254) 776-0650	(216) 706-2960
(Address, including zip code, and telephone number, including area code, of principal executive offices)	(Address, including zip code, and telephone number, including area code, of principal executive offices)
MCKECHNIE AEROSPACE HOLDINGS, INC.	MCKECHNIE AEROSPACE INVESTMENTS, INC.
(Name as specified in its charter)	(Name as specified in its charter)
DELAWARE	DELAWARE
(State or other jurisdiction of incorporation or organization)	(State or other jurisdiction of incorporation or organization)
3728	3728
(Primary Standard Industrial Classification Code Number)	(Primary Standard Industrial Classification Code Number)
26-0181650	58-2430801
(I.R.S. Employer Identification Number)	(I.R.S. Employer Identification Number)
1301 EAST 9TH STREET, SUITE 3000	1301 EAST 9TH STREET, SUITE 3000
CLEVELAND, OHIO 44114	CLEVELAND, OHIO 44114
(216) 706-2960	(216) 706-2960



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(Address, including zip code, and telephone number, including area code, of principal executive offices)	(Address, including zip code, and telephone number, including area code, of principal executive offices)
MCKECHNIE AEROSPACE US LLC	PEXCO AEROSPACE, INC.
(Name as specified in its charter)	(Name as specified in its charter)
DELAWARE	DELAWARE
(State or other jurisdiction of incorporation or organization)	(State or other jurisdiction of incorporation or organization)
3728	3728
(Primary Standard Industrial Classification Code Number)	(Primary Standard Industrial Classification Code Number)
27-0127704	47-3865989
(I.R.S. Employer Identification Number)	(I.R.S. Employer Identification Number)
1301 EAST 9TH STREET, SUITE 3000	1301 EAST 9TH STREET, SUITE 3000
CLEVELAND, OHIO 44114	CLEVELAND, OHIO, 44114
(216) 706-2960	(Address, including zip code, and telephone number, including area code, of principal executive offices)
(Address, including zip code, and telephone number, including area code, of principal executive offices)	

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<p>PNEUDRAULICS, INC.</p> <p>(Name as specified in its charter)</p> <p>CALIFORNIA</p> <p>(State or other jurisdiction of incorporation or organization)</p> <p>3728</p> <p>(Primary Standard Industrial Classification Code Number)</p> <p>95-1961299</p> <p>(I.R.S. Employer Identification Number)</p> <p>1301 EAST 9TH STREET, SUITE 3000,</p> <p>CLEVELAND, OHIO, 44114</p> <p>(Address, including zip code, and telephone number, including area code, of principal executive offices)</p> <p>SEMCO INSTRUMENTS, INC.</p> <p>(Name as specified in its charter)</p> <p>DELAWARE</p> <p>(State or other jurisdiction of incorporation or organization)</p> <p>3728</p> <p>(Primary Standard Industrial Classification Code Number)</p> <p>95-2500600</p> <p>(I.R.S. Employer Identification Number)</p> <p>25700 RYE CANYON ROAD</p> <p>VALENCIA, CALIFORNIA 91355</p> <p>(661) 257-2000</p> <p>(Address, including zip code, and</p>	<p>SCHNELLER LLC</p> <p>(Name as specified in its charter)</p> <p>DELAWARE</p> <p>(State or other jurisdiction of incorporation or organization)</p> <p>3728</p> <p>(Primary Standard Industrial Classification Code Number)</p> <p>87-0802616</p> <p>(I.R.S. Employer Identification Number)</p> <p>6019 POWDERMILL RD.</p> <p>KENT, OHIO 44240</p> <p>(Address, including zip code, and telephone number, including area code, of principal executive offices)</p> <p>SHIELD RESTRAINT SYSTEMS, INC.</p> <p>(Name as specified in its charter)</p> <p>DELAWARE</p> <p>(State or other jurisdiction of incorporation or organization)</p> <p>3728</p> <p>(Primary Standard Industrial Classification Code Number)</p> <p>86-0774924</p> <p>(I.R.S. Employer Identification Number)</p> <p>22937 GALLATIN WAY</p> <p>ELKHART, INDIANA 46514</p> <p>(574) 266-8330</p> <p>(Address, including zip code, and</p>
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telephone number, including area code, of principal executive offices)	telephone number, including area code, of principal executive offices)
SKURKA AEROSPACE INC.	TACTAIR FLUID CONTROLS, INC.
(Name as specified in its charter)	(Name as specified in its charter)
DELAWARE	NEW YORK
(State or other jurisdiction of incorporation or organization)	(State or other jurisdiction of incorporation or organization)
3728	3728
(Primary Standard Industrial Classification Code Number)	(Primary Standard Industrial Classification Code Number)
20-2042650	16-1286603
(I.R.S. Employer Identification Number)	(I.R.S. Employer Identification Number)
4600 CALLE BOLERO, P.O. BOX 2869 CAMARILLO, CALIFORNIA 93011-2869	1301 EAST 9th STREET, SUITE 3000 CLEVELAND, OH 44114
(805) 484-8884	(216) 706-2960
(Address, including zip code, and telephone number, including area code, of principal executive offices)	(Address, including zip code, and telephone number, including area code, of principal executive offices)

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<p>TELAIR INTERNATIONAL LLC</p> <p>(Name as specified in its charter)</p> <p>DELAWARE</p> <p>(State or other jurisdiction of incorporation or organization)</p> <p>3728</p> <p>(Primary Standard Industrial Classification Code Number)</p> <p>47-3558532</p> <p>(I.R.S. Employer Identification Number)</p> <p>1301 EAST 9TH STREET, SUITE 3000</p> <p>CLEVELAND, OHIO 44114</p> <p>(Address, including zip code, and telephone number, including area code, of principal executive offices)</p> <p>TEXAS ROTRONICS, INC.</p> <p>(Name as specified in its charter)</p> <p>TEXAS</p> <p>(State or other jurisdiction of incorporation or organization)</p> <p>3728</p> <p>(Primary Standard Industrial Classification Code Number)</p> <p>74-2925673</p> <p>(I.R.S. Employer Identification Number)</p> <p>601 WEST ELIZABETH STREET</p> <p>BROWNSVILLE, TEXAS 78520</p> <p>(956) 571-5031</p> <p>(Address, including zip code, and</p>	<p>TELAIR US LLC</p> <p>(Name as specified in its charter)</p> <p>DELAWARE</p> <p>(State or other jurisdiction of incorporation or organization)</p> <p>3728</p> <p>(Primary Standard Industrial Classification Code Number)</p> <p>47-3239760</p> <p>(I.R.S. Employer Identification Number)</p> <p>1301 EAST 9TH STREET, SUITE 3000</p> <p>CLEVELAND, OHIO 44114</p> <p>(Address, including zip code, and telephone number, including area code, of principal executive offices)</p> <p>TRANSICOIL LLC</p> <p>(Name as specified in its charter)</p> <p>DELAWARE</p> <p>(State or other jurisdiction of incorporation or organization)</p> <p>3728</p> <p>(Primary Standard Industrial Classification Code Number)</p> <p>26-0084182</p> <p>(I.R.S. Employer Identification Number)</p> <p>9 IRON BRIDGE DRIVE</p> <p>COLLEGEVILLE, PENNSYLVANIA 19426</p> <p>(484) 902-1100</p> <p>(Address, including zip code, and</p>
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telephone number, including area code, of principal executive offices)	telephone number, including area code, of principal executive offices)
WHIPPANY ACTUATION SYSTEMS, LLC	YOUNG & FRANKLIN INC.
(Name as specified in its charter)	(Name as specified in its charter)
DELAWARE	NEW YORK
(State or other jurisdiction of incorporation or organization)	(State or other jurisdiction of incorporation or organization)
3728	3728
(Primary Standard Industrial Classification Code Number)	(Primary Standard Industrial Classification Code Number)
46-3033189	15-0498830
(I.R.S. Employer Identification Number)	(I.R.S. Employer Identification Number)
1301 EAST 9TH STREET, SUITE 3000	1301 EAST 9th STREET, SUITE 3000
CLEVELAND, OHIO 44114	CLEVELAND, OH 44114
(216) 706-2960	(216) 706-2960
(Address, including zip code, and telephone number, including area code, of principal executive offices)	(Address, including zip code, and telephone number, including area code, of principal executive offices)

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**The information in this prospectus is not complete and may be changed. We may not sell securities until the registration statement filed with the Securities and Exchange Commission is effective. This prospectus is not an offer to sell these securities and we are not soliciting offers to buy these securities in any state where the offer or sale is not permitted.**

**Subject to completion, dated January 20, 2017**

**PROSPECTUS**

**TransDigm Inc.**

**OFFER TO EXCHANGE**

**Up to \$950,000,000 aggregate principal amount of its 6.375% Senior Subordinated Notes due 2026**

**registered under the Securities Act of 1933 for**

**any and all outstanding 6.375% Senior Subordinated Notes due 2026**

**that were issued on June 9, 2016**

We are offering to exchange new registered 6.375% senior subordinated notes due 2026, which we refer to herein as the exchange notes, for all of our outstanding unregistered 6.375% senior subordinated notes due 2026 that were issued on June 9, 2016, which we refer to herein as the original notes.

We refer herein to the original notes and exchange notes, collectively, as the notes.

The exchange offer expires at 5:00 p.m., New York City time, on \_\_\_\_\_, \_\_\_\_\_, unless extended. The exchange offer is subject to customary conditions that we may waive.

All outstanding original notes that are validly tendered and not validly withdrawn prior to the expiration of the exchange offer will be exchanged for the exchange notes.

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Tenders of outstanding notes may be withdrawn at any time before 5:00 p.m., New York City time, on the expiration date of the exchange offer.

We believe that the exchange of original notes for exchange notes should not be a taxable exchange for U.S. federal income tax purposes.

We will not receive any proceeds from the exchange offer.

The terms of the exchange notes to be issued are substantially identical to the terms of the original notes, except that the exchange notes will not have transfer restrictions and you will not have registration rights.

If you fail to tender your original notes, you will continue to hold unregistered securities and it may be difficult for you to transfer them.

There is no established trading market for the exchange notes, and we do not intend to apply for listing of the exchange notes on any securities exchange or market quotation system.

See Risk Factors beginning on page 9 for a discussion of matters you should consider before you participate in the exchange offer.

*Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of these securities or passed upon the adequacy or accuracy of this prospectus. Any representation to the contrary is a criminal offense.*

The date of this prospectus is .

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This prospectus incorporates important business and financial information about us that is not included or delivered with this prospectus. We will provide this information to you at no charge upon written or oral request directed to Investor Relations, TransDigm Inc., 1301 East 9th Street, Suite 3000, Cleveland, Ohio 44114 (telephone number (216) 706-2939). **In order to ensure timely delivery of this information, any request should be made by \_\_\_\_\_, five business days prior to the expiration date of the exchange offer.**

No dealer, salesperson or other individual has been authorized to give any information or to make any representations not contained in this prospectus in connection with the exchange offer. If given or made, such information or representations must not be relied upon as having been authorized by us. Neither the delivery of this prospectus nor any sale made hereunder shall, under any circumstances, create any implications that there has not been any change in the facts set forth in this prospectus or in our affairs since the date hereof.

Each broker-dealer that receives exchange notes for its own account pursuant to the exchange offer must acknowledge that it will deliver a prospectus in connection with any resale of such exchange notes. The letter of transmittal accompanying this prospectus states that by so acknowledging and by delivering a prospectus, a broker-dealer will not be deemed to admit that it is an underwriter within the meaning of the Securities Act of 1933, as amended. This prospectus, as it may be amended or supplemented from time to time, may be used by a broker-dealer in connection with resales of the exchange notes received in exchange for original notes where such original notes were acquired by such broker-dealer as a result of market-making activities or other trading activities. We have agreed that, for a period of 180 days after the expiration of the exchange offer, we will make this prospectus available to any broker-dealer for use in connection with any such resales. See Plan of Distribution.

## NOTICE TO INVESTORS

This prospectus contains summaries of the terms of certain agreements that we believe to be accurate in all material respects. However, we refer you to the actual agreements for complete information relating to those agreements. All summaries of such agreements contained in this prospectus or incorporated by reference into this prospectus are qualified in their entirety by this reference. To the extent that any such agreement is attached as an exhibit to this registration statement, we will make a copy of such agreement available to you upon request.





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The notes will be available in book-entry form only. The notes exchanged pursuant to this prospectus will be issued in the form of one or more global certificates, which will be deposited with, or on behalf of, The Depository Trust Company, or DTC, and registered in its name or in the name of Cede & Co., its nominee. Beneficial interests in the global certificates will be shown on, and transfer of the global certificates will be effected only through, records maintained by DTC and its participants. After the initial issuance of the global certificates, notes in certificated form will be issued in exchange for global certificates only in the limited circumstances set forth in the indenture, dated as of June 9, 2016, governing the notes, which we refer to herein as the indenture. See Book-Entry, Delivery and Form.

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**PROSPECTUS SUMMARY**

*This summary highlights information contained elsewhere in this prospectus and in documents we file with the Securities and Exchange Commission, or the SEC, that are incorporated by reference in this prospectus. This summary may not contain all of the information that may be important to you. You should read the entire prospectus and the information incorporated by reference in this prospectus carefully, including the financial statements and the related notes incorporated by reference in this prospectus, before you decide to participate in the exchange offer. This prospectus contains forward-looking statements, which involve risks and uncertainties. Our actual results could differ materially from those anticipated in such forward-looking statements as a result of certain factors, including those discussed in the Risk Factors and other sections of this prospectus and in the documents incorporated by reference in this prospectus. Unless the context otherwise requires, references in this prospectus to we, us, our and the Company refer to TransDigm Group Incorporated, TransDigm Inc. and its subsidiaries.*

**Our Company**

We believe we are a leading global designer, producer and supplier of highly engineered aircraft components for use on nearly all commercial and military aircraft in service today. Our business is well diversified due to the broad range of products we offer to our customers. We estimate that about 90% of our net sales for fiscal year 2016 were generated by proprietary products. In addition, for fiscal year 2016, we estimate that we generated about 80% of our net sales from products for which we are the sole source provider.

Most of our products generate significant aftermarket revenue. Once our parts are designed into and sold on a new aircraft, we generate net sales from aftermarket consumption over the life of that aircraft, which is generally estimated to be approximately 25 to 30 years. A typical platform can be produced for 20 to 30 years, giving us an estimated product life cycle in excess of 50 years. We estimate that approximately 54% of our net sales in fiscal year 2016 were generated from aftermarket sales, the vast majority of which come from the commercial and military aftermarkets. These aftermarket revenues have historically produced a higher gross margin and been more stable than sales to original equipment manufacturers, or OEMs.

We primarily design, produce and supply highly engineered proprietary aerospace components (and certain systems/subsystems) with significant aftermarket content. We seek to develop highly customized products to solve specific needs for aircraft operators and manufacturers. We attempt to differentiate ourselves based on engineering, service and manufacturing capabilities. We typically choose not to compete for non-proprietary build to print business because it frequently offers lower margins than proprietary products. We believe that our products have strong brand names within the industry and that we have a reputation for high quality, reliability and customer support.

Our business is well diversified due to the broad range of products that we offer to our customers. Some of our more significant product offerings, substantially all of which are ultimately provided to end-users in the aerospace industry, include mechanical/electro-mechanical actuators and controls, ignition systems and engine technology, specialized pumps and valves, power conditioning devices, specialized AC/DC electric motors and generators, NiCad batteries and chargers, engineered latching and locking devices, rods and locking devices, engineered connectors and elastomers, databus and power controls, cockpit security components and systems, specialized cockpit displays, aircraft audio systems, specialized lavatory components, seat belts and safety restraints, engineered interior surfaces and related components, lighting and control technology, military personnel parachutes, high performance hoists, winches and lifting devices, and cargo loading, handling, and delivery systems.

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Our customers include: (1) distributors of aerospace components; (2) worldwide commercial airlines, including national and regional airlines; (3) large commercial transport and regional and business aircraft OEMs; (4) various armed forces of the United States and friendly foreign governments; (5) defense OEMs; (6) system suppliers; and (7) various other industrial customers. For the year ended September 30, 2016, Airbus S.A.S. (which includes Satair A/S, a distributor of commercial aftermarket parts to airlines throughout the world) accounted for approximately 13% of our net sales and The Boeing Company (which includes Aviall, Inc., also a distributor of commercial aftermarket parts to airlines throughout the world) accounted for approximately 12% of our net sales. Our top ten customers for fiscal year 2016 accounted for approximately 45% of our net sales. Products supplied to many of our customers are used on multiple platforms.

## **Recent Developments**

On October 13, 2016, we commenced a cash tender offer, which we refer to as the tender offer, for any and all of the \$500 million aggregate principal amount outstanding of our 7.50% Senior Subordinated Notes due 2021, which we refer to herein as the 2021 notes. On October 14, 2016, we entered into an Incremental Term Loan Assumption Agreement, which we refer to herein as the Assumption Agreement, with Credit Suisse AG, as administrative agent and collateral agent, and as a lender, in connection with the 2016 term loans. The Assumption Agreement, among other things, provides for (i) additional tranche F term loans in an aggregate principal amount equal to \$650 million, or the initial additional tranche F term loans, which were fully drawn on October 14, 2016, and (ii) additional delayed draw tranche F term loans in an aggregate principal amount not to exceed \$500 million, or the delayed draw additional tranche F term loans, which were fully drawn on October 27, 2016, the proceeds of which were used to repurchase our 2021 notes in the first quarter of fiscal 2017. The terms and conditions that apply to the initial additional tranche F term loans and the delayed draw additional tranche F term loans are substantially the same as the terms and conditions that apply to the tranche F term loans under the 2016 term loans prior to the Assumption Agreement.

As of October 26, 2016, or the early tender deadline pursuant to the tender offer, we accepted for purchase \$158.1 million aggregate principal amount of the 2021 notes representing all such notes that were validly tendered and not validly withdrawn at or prior to the early tender deadline pursuant to the tender offer. On October 26, 2016, we issued a notice of redemption to redeem all of the 2021 notes that remain outstanding following the completion of the tender offer, which we refer to as the redemption. All of the 2021 notes were redeemed prior to the effectiveness of the registration statement of which this prospectus is a part. We refer herein to the tender offer, the initial additional tranche F term loans, the delayed draw additional tranche F term loans and the redemption as the 2016 Refinancing Transactions.

Additionally, on January 10, 2017, we announced a proposed refinancing of a portion of our senior secured term loans to modestly reduce interest expense and extend maturities.

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**SUMMARY OF THE EXCHANGE OFFER**

On June 9, 2016, we issued the original notes in a transaction exempt from registration under the Securities Act of 1933, as amended, or the Securities Act. In connection with the offering of the original notes, we entered into a registration rights agreement, dated as of June 9, 2016 relating to the notes, which we refer to herein as the notes registration rights agreement, with the initial purchasers of the notes. In the registration rights agreement, we agreed to offer the exchange notes, which will be registered under the Securities Act, in exchange for the original notes. The exchange offer is intended to satisfy our obligations under the registration rights agreement. We also agreed to deliver this prospectus to the holders of the original notes. You should read the discussions under the headings Prospectus Summary Summary of the Terms of the Exchange Notes Description of the Exchange Notes for information regarding the exchange notes.

**The Exchange Offer**

This is an offer to exchange, in denominations of \$2,000 and multiples of \$1,000 in excess thereof, exchange notes for like amounts of original notes. The exchange notes are substantially identical to the original notes, except that the exchange notes generally will be freely transferable. Based upon interpretations by the staff of the SEC, set forth in no action letters issued to unrelated third parties, we believe that you can transfer the exchange notes without complying with the registration and prospectus delivery provisions of the Securities Act if you:

acquire the exchange notes in the ordinary course of your business;

are not and do not intend to become engaged in a distribution of the exchange notes;

are not an affiliate (within the meaning of the Securities Act) of ours;

are not a broker-dealer (within the meaning of the Securities Act) that acquired the original notes from us or our affiliates; and

are not a broker-dealer (within the meaning of the Securities Act) that acquired the original notes in a transaction as part of its market-making or other trading activities.

If any of these conditions are not satisfied and you transfer any exchange note without delivering a proper prospectus or without qualifying for a registration exemption, you may incur liability under the Securities Act. See The Exchange Offer Purpose of the Exchange Offer.

**Registration Rights Agreement**

Under the registration rights agreement, we have agreed to use our reasonable best efforts to consummate the exchange offer or cause the original notes to be registered under the Securities Act to permit resales. If we are not in compliance with our obligations under the registration rights agreement, liquidated damages will accrue on the original notes in addition to the interest that otherwise is due on the



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original notes. If the exchange offer is completed on the terms and within the time period contemplated by this prospectus, no liquidated damages will be payable on the original notes. The exchange notes will not contain any provisions regarding the payment of liquidated damages. See [The Exchange Offer](#) [Liquidated Damages](#).

**Minimum Condition**

The exchange offer is not conditioned on any minimum aggregate principal amount of original notes being tendered in the exchange offer.

**Expiration Date**

The exchange offer will expire at 5:00 p.m., New York City time, on \_\_\_\_\_, unless we extend it.

**Exchange Date**

We will accept original notes for exchange at the time when all conditions of the exchange offer are satisfied or waived. We will deliver the exchange notes promptly after we accept the original notes.

**Conditions to the Exchange Offer**

Our obligation to complete the exchange offer is subject to certain conditions. See [The Exchange Offer](#) [Conditions to the Exchange Offer](#). We reserve the right to terminate or amend the exchange offer at any time prior to the expiration date upon the occurrence of certain specified events.

**Withdrawal Rights**

You may withdraw the tender of your original notes at any time before the expiration of the exchange offer on the expiration date. Any original notes not accepted for any reason will be returned to you without expense as promptly as practicable after the expiration or termination of the exchange offer.

**Procedures for Tendering Original Notes**

See [The Exchange Offer](#) [How to Tender](#).

**United States Federal Income Tax Consequences**

We believe that the exchange of the original notes for the exchange notes will not be a taxable exchange for U.S. federal income tax purposes, and that holders will not recognize any taxable gain or loss as a result of such exchange. See [Certain U.S. Federal Income Tax Considerations](#).

**Effect on Holders of Original Notes**

If the exchange offer is completed on the terms and within the period contemplated by this prospectus, holders of original notes will have no further registration or other rights under the registration rights agreement, except under limited circumstances. See [The Exchange Offer](#) [Other](#).

**Holders of original notes who do not tender their original notes will continue to hold those original notes. All untendered, and tendered but unaccepted original notes, will continue to be subject to the transfer restrictions provided for in the original notes and the indenture. To the extent that original notes are tendered and accepted in the exchange offer, the trading market,**





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if any, for the applicable series of original notes could be adversely affected. See **Risk Factors Risks Associated with the Exchange Offer** You may not be able to sell your original notes if you do not exchange them for registered exchange notes in the exchange offer, **Risk Factors Risks associated with the Exchange Offer** Your ability to sell your original notes may be significantly more limited and the price at which you may be able to sell your original notes may be significantly lower if you do not exchange them for registered exchange notes in the exchange offer and **The Exchange Offer Other**.

**Appraisal Rights**

Holders of original notes do not have appraisal or dissenters' rights under applicable law or the applicable indenture. See **The Exchange Offer Terms of the Exchange Offer**.

**Use of Proceeds**

We will not receive any proceeds from the issuance of the exchange notes pursuant to the exchange offer.

**Exchange Agent**

The Bank of New York Mellon Trust Company, N.A., the trustee under the indenture, is serving as the exchange agent in connection with this exchange offer.

**SUMMARY OF THE TERMS OF THE EXCHANGE NOTES**

**Issuer**

TransDigm Inc.

**Exchange Notes**

\$950,000,000 aggregate principal amount of 6.375% Senior Subordinated Notes due 2026.

**Maturity Date**

The notes will mature on June 15, 2026.

**Interest**

The interest on the notes will accrue at 6.375% per annum, payable semiannually in arrears on June 15 and December 15 and commencing on December 15, 2016.

**Guarantees**

The notes are fully and unconditionally guaranteed, jointly and severally and on an unsecured senior subordinated basis, by TransDigm Group Incorporated, or TD Group, our parent company, and, other than immaterial subsidiaries, all of our existing and future domestic subsidiaries. Our foreign subsidiaries do not guarantee the notes. As of the date of this prospectus, we have 62 foreign subsidiaries (43 of which have immaterial tangible assets and liabilities (excluding intercompany debt)). See **Description of the Exchange Notes Ranking Liabilities of Subsidiaries versus Notes and Guarantees**.

**Ranking**

The exchange notes will be our unsecured senior subordinated obligations. The exchange notes and guarantees will rank:

junior to all of our and the guarantors' existing and future senior indebtedness, including any borrowings under our senior secured



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credit facilities and amounts outstanding under our A/R Facility (as defined below);

equally in right of payment with any of our and the guarantors' existing and future senior subordinated indebtedness, including our \$550 million aggregate principal amount of 2020 notes issued in October 2012, which we refer to herein as the 2020 notes, our \$1,150 million aggregate principal amount of 2022 notes issued in June 2014, which we refer to herein as the 2022 notes, our \$1,200 million aggregate principal amount of 2024 notes issued in June 2014, which we refer to herein as the 2024 notes, our \$450 million aggregate principal amount of 2025 notes issued in May 2015, which we refer to herein as the 2025 notes; and

senior in right of payment to any of our and the guarantors' future indebtedness that is, by its terms, expressly subordinated in right of payment to the notes.

After giving effect to the 2016 Refinancing Transactions, the notes will rank junior in right of payment to \$6.6 billion of our senior indebtedness, \$6.4 billion of which is secured by substantially all of the assets of TransDigm Inc. and the guarantors and \$200 million of which consists of amounts outstanding under our A/R Facility, which is secured by the trade receivables underlying such facility. None of the foregoing amounts of indebtedness reflect amounts that may be drawn in the future from time to time under our senior secured credit facilities and A/R Facility, which would also be so secured and rank senior in right of payment to the notes.

In addition, the terms of the notes, the 2020 notes, the 2022 notes, the 2024 notes and the 2025 notes permit us to incur additional senior debt, which could include secured debt.

**Optional Redemption**

We may at our option redeem the notes at any time and from time to time after issuance in whole or in part in cash at the redemption prices described in this prospectus, plus accrued and unpaid interest to the date of redemption. See "Description of the Exchange Notes - Redemption."

**Change of Control**

If a change of control event occurs, each holder of notes will have the right to require us to purchase all or a portion of its notes at a purchase price equal to 101% of the principal amount of the notes, plus accrued and unpaid interest to the date of purchase. See "Description of the Exchange Notes - Change of Control."

**Certain Covenants**

The indenture contains covenants that, among other things, limit the ability of TransDigm Inc. and its restricted subsidiaries to:

incur or guarantee additional indebtedness or issue preferred stock;



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pay distributions on, redeem or repurchase capital stock or redeem or repurchase subordinated debt;

make investments;

sell assets;

enter into agreements that restrict distributions or other payments from restricted subsidiaries to TransDigm Inc.;

incur or suffer to exist liens securing indebtedness;

consolidate, merge or transfer all or substantially all of our assets;

engage in transactions with affiliates;

create unrestricted subsidiaries; and

engage in certain business activities.

The limitations are subject to a number of important qualifications and exceptions, including a qualification that, upon the achievement and maintenance of a specified financial threshold, most of the limitations on the ability of TransDigm Inc. and its restricted subsidiaries to pay distributions on or redeem or repurchase capital stock, repurchase subordinated debt or make investments will be removed. See Description of the Exchange Notes Certain Covenants.

**Covenant Suspension**

At any time when the notes are rated investment grade by Moody's Investors Service, Inc. and Standard & Poor's Ratings Services, a division of The McGraw-Hill Companies, Inc., and no default has occurred and is continuing under the indenture, TransDigm Inc. and its restricted subsidiaries will not be subject to many of the foregoing covenants with respect to the notes. However, if TransDigm Inc. and its restricted subsidiaries are not subject to such covenants and, on any subsequent date, one or both of such rating agencies withdraws its investment grade ratings assigned to such notes or downgrades the rating assigned to such notes below an investment grade rating, or if a default or event of default occurs and is continuing, then TransDigm Inc. and its restricted subsidiaries will again become subject to such covenants. See Description of the Exchange Notes Certain Covenants.

In addition, subject to certain exceptions, if either TransDigm Inc. or TD Group is acquired by an entity that has received an investment grade rating from both Moody's Investors Service, Inc. and Standard & Poor's Ratings Services, and such entity files current and periodic reports with the SEC, the requirement in the indenture governing the

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notes that either TransDigm Inc. or TD Group file current and periodic reports with the SEC will be suspended. See [Description of the Exchange Notes](#) [Certain Covenants](#).

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**Use of Proceeds** We will not receive any proceeds from the issuance of the exchange notes pursuant to the exchange offer.

**Trustee** The Bank of New York Mellon Trust Company, N.A. is the trustee for the holders of the exchange notes.

**Governing Law** The exchange notes, the indenture and the other documents for the offering of the exchange notes are governed by the laws of the State of New York.  
For additional information about the notes, see the sections of this prospectus entitled Description of the Exchange Notes.

### **Regulatory Approvals**

Other than the federal securities laws, there are no federal or state regulatory requirements that we must comply with and there are no approvals that we must obtain in connection with the exchange offer.

### **Risk Factors**

Participating in the exchange offer involves certain risks. You should carefully consider the information under Risk Factors and in Item 1A Risk Factors in our annual report on Form 10-K for the year ended September 30, 2016 and all other information included or incorporated by reference in this prospectus before participating in the exchange offer.

### **Ratio of Earnings to Fixed Charges**

Our ratio of earnings to fixed charges is set forth on page 19 of this prospectus.

### **Principal Offices**

Our executive offices are located at 1301 East 9th Street, Suite 3000, Cleveland, Ohio 44114 and our telephone number is (216) 706-2960. Our website address is <http://www.transdigm.com>. Our website and the information contained on, or that can be accessed through, our website are not part of this prospectus.

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**RISK FACTORS**

*Participating in the exchange offer involves risks. You should carefully consider the risks described below and in Item 1A Risk Factors in our annual report on Form 10-K for the year ended September 30, 2016, together with the other information contained in this prospectus or incorporated by reference in this prospectus, before you decide to participate in the exchange offer. Any of the following risks, as well as other risks and uncertainties, could harm the value of the notes directly, or our business and financial results and thus indirectly cause the value of the notes to decline. The risks described below are not the only ones that could impact our company or the value of the notes. Additional risks and uncertainties not currently known to us or that we currently deem to be immaterial may also materially and adversely affect our business, financial condition or results of operations. As a result of any of these risks, known or unknown, you may lose all or part of your investment in the notes.*

**Risks Relating to the Notes**

*Our substantial indebtedness could adversely affect our financial health and could harm our ability to react to changes in our business and prevent us from fulfilling our obligations under our indebtedness, including the notes.*

We have a significant amount of indebtedness. After giving effect to the 2016 Refinancing Transactions, our total indebtedness will be approximately \$10.9 billion, which is approximately 124% of our total book capitalization. After giving effect to the 2016 Refinancing Transactions, our outstanding indebtedness consisted of our senior secured credit facilities, the A/R Facility, the notes, the 2020 notes, the 2022 notes, the 2024 notes and the 2025 notes. See Description of Other Indebtedness.

Our substantial level of indebtedness increases the possibility that we may be unable to generate cash sufficient to pay, when due, the principal of, interest on or other amounts due in respect of our indebtedness. Our substantial debt could also have other important consequences to investors. For example, it could:

increase our vulnerability to general economic downturns and adverse competitive and industry conditions;

increase the risk we are subjected to downgrade or put on a negative watch by the ratings agencies;

require us to dedicate a substantial portion of our cash flow from operations to payments on our indebtedness, thereby reducing the availability of our cash flow to fund working capital requirements, capital expenditures, acquisitions, research and development efforts and other general corporate purposes;

limit our flexibility in planning for, or reacting to, changes in our business and the industry in which we operate;

place us at a competitive disadvantage compared to competitors that have less debt; and

limit, along with the financial and other restrictive covenants contained in the documents governing our indebtedness, among other things, our ability to borrow additional funds, make investments and incur liens.

In addition, after giving effect to the 2016 Refinancing Transactions, all of our debt under the senior secured credit facilities, including \$6.4 billion in term loans and \$584 million of commitments under our revolving loan facility that remain undrawn, bears interest at floating rates. Accordingly, in the event that interest rates increase,



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our debt service expense will also increase. At September 30, 2016, interest rate swap agreements were in place to hedge the variable interest rates on the Tranche D term loans for a fixed rate based on an aggregate notional amount of \$750 million through June 30, 2020. Also, interest rate swap agreements were in place to hedge the variable interest rates on the Tranche C term loans for a fixed rate based on an aggregate notional amount of \$1 billion through June 30, 2019. In addition, interest rate swap agreements were in place to swap variable rates on the Tranche F term loans for a fixed rate based on an aggregate notional amount of \$1 billion. Also, interest rate cap agreements were in place to offset the variable interest rates on the Tranche E term loans based on an aggregate notional amount of \$750 million through June 30, 2020. Finally, interest rate cap agreements were in place to offset the variable interest rates on the Tranche F term loans based on an aggregate notional amount of \$400 million through June 30, 2021. We cannot assure you that our business will generate sufficient cash flow from operations or that future borrowings will be available to us under our credit facilities or otherwise in amounts sufficient to enable us to service our indebtedness. If we cannot service our debt, we will have to take actions such as reducing or delaying capital investments, selling assets, restructuring or refinancing our debt or seeking additional equity capital.

***Despite current indebtedness levels, we and our subsidiaries may still be able to incur substantially more debt. This could further exacerbate the risks associated with our substantial leverage.***

We and our subsidiaries may be able to incur substantial additional indebtedness in the future. For example, after giving effect to the 2016 Refinancing Transactions, as of December 31, 2016, we had approximately \$584 million of unused commitments under our revolving loan facility and \$50 million of unused capacity under our A/R Facility (with the availability of such capacity being dependent on the amount of our outstanding trade receivables). Although the indentures governing the notes, the 2020 notes, the 2022 notes, the 2024 notes and the 2025 notes and our senior secured credit facilities contain restrictions on the incurrence of additional indebtedness, these restrictions are subject to a number of significant qualifications and exceptions, and the indebtedness incurred in compliance with these qualifications and exceptions could be substantial. For example, if the usage of the revolving loan facility exceeds 25% of the total revolving commitments, we will be required to maintain a maximum consolidated net leverage ratio of net debt, as defined, to trailing four-quarter EBITDA As Defined. A breach of any of the covenants or an inability to comply with the required leverage ratio could result in a default under the indentures governing the notes, the 2020 notes, the 2022 notes, the 2024 notes and the 2025 notes or the senior credit facilities. Upon consummation of the exchange offer we expect to have capacity to incur additional indebtedness, which could be in the form of senior secured indebtedness.

Any additional borrowings could be senior to the notes and the related guarantees. If we incur additional debt, the risks associated with our substantial leverage would increase.

***To service our indebtedness, we will require a significant amount of cash. Our ability to generate cash depends on many factors beyond our control, and any failure to meet our debt service obligations could harm our business, financial condition and results of operations.***

Our ability to make payments on and to refinance our indebtedness, including the notes, the 2020 notes, the 2022 notes, the 2024 notes and the 2025 notes, amounts borrowed under the senior secured credit facilities and amounts due under our A/R Facility, and to fund our operations, will depend on our ability to generate cash in the future, which, to a certain extent, is subject to general economic, financial, competitive, legislative, regulatory and other factors that are beyond our control.

We cannot assure, however, that our business will generate sufficient cash flow from operations, that currently anticipated cost savings and operating improvements will be realized on schedule or at all or that future borrowings will be available to us under the senior secured credit facilities or otherwise in amounts sufficient to enable us to service our indebtedness, including the notes, the 2020 notes, the 2022 notes, the 2024 notes, the 2025 notes, amounts borrowed under the senior secured credit facilities and amounts due under our A/R facility, or to fund our other liquidity needs. If we cannot service our debt, we will have to take actions such as reducing or delaying capital investments, selling assets, restructuring or refinancing our debt or seeking additional equity

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capital. We cannot assure that any of these remedies could, if necessary, be effected on commercially reasonable terms, or at all. Our ability to restructure or refinance our debt will depend on the condition of the capital markets and our financial condition at such time. Any refinancing of our debt could be at higher interest rates and may require us to comply with more onerous covenants, which could further restrict our business operations. The terms of existing or future debt instruments, the indentures governing the notes, the 2020 notes, the 2022 notes, the 2024 notes and the 2025 notes and the senior secured credit facilities may restrict us from adopting any of these alternatives. In addition, any failure to make payments of interest and principal on our outstanding indebtedness on a timely basis would likely result in a reduction of our credit rating, which could harm our ability to incur additional indebtedness on acceptable terms and would otherwise adversely affect the notes.

***Repayment of our debt, including the notes, is dependent on cash flow generated by our subsidiaries.***

Our subsidiaries own a significant portion of our assets and conduct a significant portion of our operations. Accordingly, repayment of our indebtedness, including the notes, is dependent, to a significant extent, on the generation of cash flow by our subsidiaries and their ability to make such cash available to us, by dividend, debt repayment or otherwise. Unless they are guarantors of the notes, our subsidiaries do not have any obligation to pay amounts due on the notes or to make funds available for that purpose. Our subsidiaries may not be able to, or may not be permitted to, make distributions to enable us to make payments in respect of our indebtedness, including the notes. Each subsidiary is a distinct legal entity and, under certain circumstances, legal and contractual restrictions may limit our ability to obtain cash from our subsidiaries. While the indenture governing the notes limits the ability of our subsidiaries to incur consensual restrictions on their ability to pay dividends or make other intercompany payments to us, these limitations are subject to certain qualifications and exceptions. In the event that we do not receive distributions from our subsidiaries, we may be unable to make required principal and interest payments on our indebtedness, including the notes.

***The terms of the senior secured credit facilities and the indentures relating to the 2020 notes, the 2022 notes, 2024 notes, the 2025 notes and the notes may restrict our current and future operations, particularly our ability to respond to changes or to take certain actions.***

Our senior secured credit facilities and the indentures governing the 2020 notes, the 2022 notes, the 2024 notes, the 2025 notes and the notes contain a number of restrictive covenants that impose significant operating and financial restrictions on TD Group and TransDigm Inc. and its subsidiaries (in the case of the senior secured credit facilities) and TransDigm Inc. and its subsidiaries (in the case of the indentures) and may limit their ability to engage in acts that may be in our long-term best interests. The senior secured credit facilities and indentures include covenants restricting, among other things, the ability of TD Group, TransDigm Inc. and its subsidiaries (in the case of the senior secured credit facilities) and TransDigm Inc. and its subsidiaries (in the case of the indentures) to (subject, in each case, to certain important exceptions):

incur or guarantee additional indebtedness or issue preferred stock;

pay distributions on, redeem or repurchase our capital stock or redeem or repurchase our subordinated debt;

make investments;

sell assets;

enter into agreements that restrict distributions or other payments from our restricted subsidiaries to us;

incur or allow to exist liens;

consolidate, merge or transfer all or substantially all of our assets;

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engage in transactions with affiliates;

create unrestricted subsidiaries; and

engage in certain business activities.

While, as noted above, the indentures restrict our ability to pay distributions on, redeem or repurchase our capital stock or redeem or repurchase our subordinated debt, we may take such actions pursuant to certain exceptions, including the ability to do so through capacity that builds up based, generally, on 50% of the amount of our consolidated net income earned from October 1, 2010. Moreover, we may also take such actions at anytime when, after giving effect to such actions, our fixed charge coverage ratio exceeds 2.0 to 1.0. A breach of any of these covenants could result in a default under the senior secured credit facilities or the 2020 notes, the 2022 notes, the 2024 notes, the 2025 notes and the notes. If any such default occurs, the lenders under the senior secured credit facilities and the holders of the 2020 notes, the 2022 notes, the 2024 notes, the 2025 notes and the notes may elect to declare all outstanding borrowings, together with accrued interest and other amounts payable thereunder, to be immediately due and payable. The lenders under the senior secured credit facilities also have the right in these circumstances to terminate any commitments they have to provide further borrowings. In addition, following an event of default under the senior secured credit facilities, the lenders thereunder will have the right to proceed against the collateral granted to them to secure the debt, which includes our available cash, and they will also have the right to prevent us from making debt service payments on the notes. If the debt under the senior secured credit facilities, the 2020 notes, the 2022 notes, the 2024 notes, the 2025 notes or the notes were to be accelerated, we cannot assure you that our assets would be sufficient to repay in full the notes and our other debt.

***Many of the covenants in the indenture governing the notes will not be applicable during any period when the notes are rated investment grade by Moody's Investors Service, Inc. and Standard & Poor's Ratings Services and no default has occurred and is continuing.***

Many of the covenants contained in the indenture governing the notes will not apply during any period when the notes are rated investment grade by both Moody's Investors Service, Inc. and Standard & Poor's Ratings Services and no default has occurred and is continuing. These covenants restrict, among other things, the ability of TransDigm Inc. and its restricted subsidiaries to incur or guarantee additional indebtedness or issue preferred stock, to pay distributions on, redeem or repurchase capital stock or redeem or repurchase subordinated debt, sell assets, consolidate, merge or transfer all or substantially all of our assets and enter into certain other transactions. We cannot predict if the notes will ever be rated investment grade or, if they are in the future rated investment grade, that the notes will maintain such rating. However, suspension of these covenants would allow TransDigm Inc. and its restricted subsidiaries to engage in certain actions that would not have been permitted were these covenants in force, and the effects of any such actions that TransDigm Inc. and its restricted subsidiaries take while these covenants are not in force will be permitted to remain in place even if the notes are subsequently downgraded below investment grade and the covenants are reinstated.

***Your right to receive payments on the notes will be subordinated to the borrowings under the senior secured credit facilities and A/R Facility and possibly all of our future borrowings. Further, the guarantees of the notes are junior in right of payment to all of the guarantors existing senior indebtedness and possibly to all of the guarantors' future borrowings.***

The notes and the guarantees rank in right of payment behind all of our and the guarantors' existing senior indebtedness, including borrowings under the senior secured credit facilities and A/R Facility, and will rank in right of payment behind all of our and the guarantors' future borrowings, in each case, except any future indebtedness that expressly provides that it ranks equal in right of payment with, or junior in right of payment to, the notes and the guarantees, as applicable. We also may be able to incur substantial additional indebtedness, including senior indebtedness, in the future.

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As a result of this subordination, upon any distribution to our creditors or the creditors of the guarantors in a bankruptcy, liquidation or reorganization or similar proceeding relating to us or the guarantors or our or their property, the holders of our senior debt and the senior debt of the guarantors will be entitled to be paid in full and in cash before any payment may be made with respect to the notes or the guarantees.

In the event of a bankruptcy, liquidation or reorganization or similar proceeding relating to us or the guarantors, holders of the notes will participate with the trade creditors and all other holders of our and the guarantors' senior subordinated indebtedness in the assets remaining after we and the guarantors have paid all of the senior indebtedness. However, because each indenture governing the notes requires that amounts otherwise payable to holders of the notes in a bankruptcy or similar proceeding be paid to holders of senior indebtedness instead, holders of the notes may receive less, ratably, than holders of trade payables or other unsecured, unsubordinated creditors in any such proceeding. In any of these cases, we and the guarantors may not have sufficient funds to pay all of our creditors, and holders of the notes may receive less, ratably, than the holders of senior indebtedness.

***The notes are not secured by our assets or those of the guarantors, and the lenders under our senior secured credit facilities and A/R Facility will be entitled to remedies available to a secured lender, which gives them priority over you to collect amounts due to them.***

In addition to being contractually subordinated in right of payment to all our existing and future senior debt, the notes and the guarantees will not be secured by any of our assets or any of the assets of the guarantors. Our obligations under the senior secured credit facilities are secured by, among other things, a first priority pledge of all of TransDigm Inc.'s and its subsidiaries' capital stock (subject to customary exceptions), substantially all of our assets and substantially all of the assets of the guarantors. In addition, our obligations under our A/R Facility are secured by the assets underlying such facility. If we become insolvent or are liquidated, or if payment under the senior secured credit facilities or A/R Facility or in respect of any other secured indebtedness is accelerated, the lenders under the senior secured credit facilities or A/R Facility or the holders of other secured indebtedness will be entitled to exercise the remedies available to a secured lender under applicable law (in addition to any remedies that may be available under the documents pertaining to the senior secured credit facilities or A/R Facility or other secured debt). Upon the occurrence of any default under the senior secured credit facilities (and even without accelerating the indebtedness under the senior secured credit facilities), the lenders may be able to prohibit the payment of the notes and guarantees either by limiting our ability to access our cash flow or under the subordination provisions contained in the indenture governing the notes. Moreover, the special purpose entity, or SPE, established in connection with our A/R Facility that will hold the trade receivables underlying such facility is a separate legal entity, is not a guarantor, and will have its own separate creditors who, upon the termination of our A/R Facility, will have the right to receive the assets of the SPE and such assets will not be available to satisfy obligations under the notes or the guarantees. See Description of the Exchange Notes Ranking Subordination; Payment of Notes and Description of Other Indebtedness A/R Facility.

***Federal and state fraudulent transfer laws permit a court to void the notes and the guarantees, and if that occurs, you may not receive any payments on the notes.***

Our issuance of the notes and the issuance of the guarantees by the guarantors may be subject to review under federal and state fraudulent transfer and conveyance statutes if a bankruptcy, liquidation or reorganization case or a lawsuit, including circumstances in which bankruptcy is not involved, were commenced at some future date by, or on behalf of, our unpaid creditors or unpaid creditors of the guarantors. While the relevant laws may vary from state to state, under such laws the issuance of the notes and the guarantees and the application of the proceeds therefrom will be a fraudulent conveyance if (1) we issued the notes and the guarantees with the intent of hindering, delaying or defrauding creditors or (2) we or any of the guarantors, as applicable, received less than reasonably equivalent value or fair consideration in return for issuing either the notes or a guarantee, and, in the case of clause (2) only, one of the following is true:

we or any of the guarantors were or was insolvent, or rendered insolvent, by reason of such transactions;

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