

SMALL ROBERT J  
Form 4  
February 22, 2019

**FORM 4**

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

OMB APPROVAL

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

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

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

(Last) (First) (Middle)

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

(Street)

BOSTON, MA 02116

(City) (State) (Zip)

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

3. Date of Earliest Transaction  
(Month/Day/Year)  
02/20/2019

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

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

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4)                 |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
|                                 |                                      |  |                                | (A) or (D)  | Price   |  |   |
| Common Stock                    | 02/20/2019                           |  | S                              | 32,881 D  | \$ 433.25 294,800   | I  | By Stockbridge Partners LLC <sup>(1)</sup>                            |
| Common Stock                    | 02/20/2019                           |  | S                              | 104,119 D   | \$ 433.25 3,181,940   | I  | By Berkshire Entities <sup>(2)</sup><br><sup>(3)</sup> <sup>(4)</sup> |
| Common Stock                    | 02/20/2019                           |  | S                              | 174,734 D   | \$ 434.895 3,007,206  | I  | By Berkshire Entities <sup>(2)</sup>                                  |

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|              |            |  |   |         |   |            |           | (3) (4) |                                   |
|--------------|------------|--|---|---------|---|------------|-----------|---------|-----------------------------------|
| Common Stock | 02/20/2019 |  | S | 55,206  | D | \$ 434,895 | 239,594   | I       | By Stockbridge Partners LLC (1)   |
| Common Stock | 02/20/2019 |  | P | 229,940 | A | \$ 434,895 | 3,237,146 | I       | By Berkshire Entities (2) (3) (5) |
| Common Stock |            |  |   |         |   |            | 6,113     | I       | By Family Trusts (6)              |
| Common Stock |            |  |   |         |   |            | 16,765    | I       | By Trust (7)                      |
| Common Stock |            |  |   |         |   |            | 37,175    | D       |                                   |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474 (9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Owned Following Reporting Transaction (Instr. 6) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable   | Expiration Date   | Title                                      | Amount or Number of Shares  |

## Reporting Owners

| Reporting Owner Name / Address               | Relationships |           |         |       |
|--|---------------|-----------|---------|-------|
|  | Director      | 10% Owner | Officer | Other |
| SMALL ROBERT J<br>C/O BERKSHIRE PARTNERS LLC | X             |           |         |       |

200 CLARENDON STREET, 35TH FLOOR  
BOSTON, MA 02116

## Signatures

/s/ Robert J.  
Small

02/22/2019

\*\*Signature of  
Reporting Person

Date

## Explanation of Responses:

\* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

(1) Represents shares held by Stockbridge Partners LLC ("SP") on behalf of a managed account over which it has shared voting and sole dispositive power. This Form 4 has been filed because the Reporting Person is a director of the Issuer and a managing member of SP. As such, the Reporting Person may be deemed to share voting and dispositive power with respect to the shares of the Issuer's common stock held by SP. However, the Reporting Person disclaims beneficial ownership of these shares, except to the extent, if any, of his pecuniary interest therein, and the inclusion of these securities in this report shall not be deemed an admission of beneficial ownership of the reported securities for purposes of Section 16 or for any other purposes.

(2) Represents shares held directly or indirectly by Berkshire Fund VII, L.P. ("VII"), Berkshire Fund VII-A, L.P. ("VII-A"), Berkshire Fund VIII, L.P. ("VIII"), Berkshire Fund VIII-A, L.P. ("VIII-A"), Berkshire Investors LLC ("Investors"), Berkshire Investors III LLC ("Investors III"), Berkshire Investors IV LLC ("Investors IV"), Stockbridge Fund, L.P. ("SF") and Stockbridge Absolute Return Fund, L.P. ("SARF") (collectively, the "Berkshire Entities"). Berkshire Partners Holdings LLC ("BPH") is the general partner of BPSP, L.P. ("BPSP"), which is the managing member of each of Berkshire Partners LLC, the registered investment adviser to VII, VII-A, VIII, VIII-A, Investors, Investors III and Investors IV ("BP"), and SP, the registered investment adviser to SF and SARF. Seventh Berkshire Associates LLC ("7BA") is the general partner of each of VII and VII-A. Eighth Berkshire Associates LLC ("8BA") is the general partner of each of VIII and VIII-A.

(3) [Continued from Footnote 2] Stockbridge Associates LLC ("SA") is the general partner of each of SF and SARF. The Reporting Person is a managing member of each of BPH, BPSP, BP, SP, 8BA, 7BA, SA, Investors, Investors III and Investors IV. As such, the Reporting Person may be deemed to share voting and dispositive power with respect to the shares of the Issuer's common stock held by the Berkshire Entities. However, the Reporting Person disclaims beneficial ownership of these shares, except to the extent, if any, of his pecuniary interest therein, and the inclusion of these securities in this report shall not be deemed an admission of beneficial ownership of the reported securities for purposes of Section 16 or for any other purposes.

(4) On February 20, 2019, SF and SARF sold 278,805 and 48 shares, respectively, of the Issuer's common stock.

(5) On February 20, 2019, VIII, VIII-A, Investors III and Investors IV indirectly purchased an aggregate of 149,571, 62,148, 3,865 and 14,356 shares, respectively, of the Issuer's common stock.

(6) Represents shares of the Issuer's common stock beneficially owned by certain family trusts. The Reporting Person is a trustee and the Reporting Person's immediate family members are beneficiaries of such family trusts.

(7) Represents shares of the Issuer's common stock beneficially owned by a trust. The Reporting Person is a trustee and the Reporting Person's immediate family members are beneficiaries of such trust.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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