

TransDigm Group INC
Form 8-K
July 29, 2009

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): July 27, 2009

TransDigm Group Incorporated

(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction of incorporation)

001-32833

(Commission File Number)

51-0484716

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(IRS Employer Identification No.)

1301 East 9th Street, Suite 3710, Cleveland, Ohio
(Address of principal executive offices)

44114
(Zip Code)

(216) 706-2939

(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

On July 24, 2009, TransDigm Inc. (TransDigm) acquired the stock of Acme Aerospace, Inc. (Acme) from Key Components, Inc., a wholly-owned subsidiary of Actuant Corporation, for approximately \$40 million in cash (the Stock Purchase). Acme designs and manufactures fibrous nickel cadmium (FNC) main ship batteries, battery chargers, battery back-up systems and power conversion equipment.

On July 27, 2009, in connection with the Stock Purchase and in accordance with the terms of that certain Indenture, dated as of June 23, 2006, by and among TransDigm, TransDigm Group Incorporated (TD Group), The Bank of New York Trust Company, N.A., as trustee (the Trustee), and the other parties named therein (as supplemented, the Indenture), as supplemented by the First Supplemental Indenture, dated as of November 2, 2006, the Second Supplemental Indenture, dated as of February 7, 2007, the Third Supplemental Indenture, dated as of June 29, 2007, the Fourth Supplemental Indenture, dated as of August 10, 2007, the Fifth Supplemental Indenture, dated as of May 7, 2008, and the Sixth Supplemental Indenture, dated December 18, 2008, in each case among TD Group, the subsidiaries of TransDigm named therein and the Trustee, TransDigm, TD Group, Acme, certain other direct and indirect subsidiaries of TransDigm named therein and the Trustee entered into a Seventh Supplemental Indenture to the Indenture (the Seventh Supplemental Indenture). Pursuant to the terms of the Seventh Supplemental Indenture, Acme agreed to, among other things, guarantee all of the indebtedness of TransDigm outstanding under the Indenture.

In addition, on July 27, 2009, in connection with the Stock Purchase and in accordance with the terms of that certain (i) Credit Agreement, dated as of June 23, 2006, among TransDigm, TD Group and the other parties named therein, as amended by that certain Amendment No. 1, Consent and Agreement, dated as of January 25, 2007 (as so amended, the Credit Agreement), and (ii) Guarantee and Collateral Agreement, dated as of June 23, 2006, among TransDigm, TD Group, Credit Suisse, as administrative agent and collateral agent, and the other parties named therein (as previously supplemented, the Guarantee and Collateral Agreement), Acme and Credit Suisse entered into Supplement No. 7 to the Guarantee and Collateral Agreement (Supplement No. 7) and a Joinder Agreement to the Credit Agreement (the Joinder Agreement). Pursuant to the terms of Supplement No. 7, Acme agreed to, among other things, guarantee all of the indebtedness of TransDigm outstanding under the Credit Agreement from time to time. In addition, under the terms of Supplement No. 7, Acme pledged substantially all of its assets to secure its guaranteed obligations under the Credit Agreement. Pursuant to the terms of the Joinder Agreement, Acme has agreed that it will be deemed to be a Loan Party and a Loan Guarantor for all purposes of the Credit Agreement.

The above summaries of the Seventh Supplemental Indenture, Supplement No. 7 and the Joinder Agreement are qualified in their entirety by reference to the Seventh Supplemental Indenture, Supplement No. 7 and the Joinder Agreement, which are attached hereto as Exhibits 10.1, 10.2 and 10.3 and incorporated herein by reference.

Item 7.01 Regulation FD Disclosure

A copy of the July 27, 2009 press release announcing the Stock Purchase is attached to this Report as Exhibit 99.1.

Item 9.01 Financial Statements and Exhibits

(d) Exhibits

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

- 10.1 Seventh Supplemental Indenture, dated as of July 27, 2009, among TransDigm Inc., TransDigm Group Incorporated, the guarantors listed on the signature pages thereto and The Bank of New York Trust Company, N.A., as trustee.
- 10.2 Supplement No. 7, dated as of July 27, 2009, between Acme Aerospace, Inc. and Credit Suisse, as collateral agent and administrative agent, to the Guarantee and Collateral Agreement, dated as of June 23, 2006, among TransDigm Inc., TransDigm Group Incorporated, the subsidiaries of TransDigm Inc. named therein and Credit Suisse, as administrative agent and collateral agent.
- 10.3 Joinder Agreement, dated as of July 27, 2009, between Acme Aerospace, Inc. and Credit Suisse, as agent.
- 99.1 Press Release issued July 27, 2009.

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/ W. Nicholas Howley
W. Nicholas Howley

Chairman and Chief Executive Officer

Date: July 29, 2009

Exhibit Index

Exhibit No.	Description
10.1	Seventh Supplemental Indenture, dated as of July 27, 2009, among TransDigm Inc., TransDigm Group Incorporated, the guarantors listed on the signature pages thereto and The Bank of New York Trust Company, N.A., as trustee.
10.2	Supplement No. 7, dated as of July 27, 2009, between Acme Aerospace, Inc. and Credit Suisse, as collateral agent and administrative agent, to the Guarantee and Collateral Agreement, dated as of June 23, 2006, among TransDigm Inc., TransDigm Group Incorporated, the subsidiaries of TransDigm Inc. named therein and Credit Suisse, as administrative agent and collateral agent.
10.3	Joinder Agreement, dated as of July 27, 2009, between Acme Aerospace, Inc. and Credit Suisse, as agent.
99.1	Press Release of TransDigm Group Incorporated, dated July 27, 2009.