

TransDigm Group INC  
Form 10-Q/A  
May 14, 2007  
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**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

WASHINGTON, D. C. 20549

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**FORM 10-Q/A**

**Amendment No. 1**

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- x **Quarterly Report Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 for the quarterly period ended March 31, 2007.**
- .. **Transition Report pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934**  
For the transition period from \_\_\_\_\_ to \_\_\_\_\_

Commission File Number 001-32833

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**TransDigm Group Incorporated**

(Exact name of registrant as specified in its charter)

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**Delaware**

(State or other Jurisdiction of incorporation or organization)

**51-0484716**

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

1301 East 9<sup>th</sup> Street, Suite 3710, Cleveland, Ohio

44114

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(Address of principal executive offices)

(216) 706-2939

(Zip Code)

(Registrants telephone number, including area code)

(Former name, former address and former fiscal year, if changed since last report.)

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Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. YES  NO

Indicate by check mark whether the registrant is a large accelerated filer, accelerated filer or non-accelerated filer. See definition of accelerated filer and large accelerated filer in Rule 12b-2 of the Exchange Act. (Check one).

LARGE ACCELERATED  FILER ACCELERATED FILER  NON-ACCELERATED FILER

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). YES  NO

The number of shares outstanding of TransDigm Group Incorporated s common stock, par value \$.01 per share, was 45,098,507 as of April 27, 2007.

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**EXPLANATORY NOTE**

The registrant filed a Quarterly Report on Form 10-Q for the quarterly period ended March 31, 2007 (the Form 10-Q ) on May 8, 2007. The information to be reported under Part II, Item 4 - Submission of Matters to a Vote of Security Holders was inadvertently omitted from that filing. Accordingly, Part II of the Form 10-Q is hereby amended and restated in its entirety as set forth below.

Also included in this Form 10-Q/A are (a) the signature page, (b) the certifications required by Rule 13a-14(a) of the Securities Exchange Act of 1934, as amended, which have been re-executed and re-filed as of the date of this Form 10-Q/A as Exhibits 31.3 and 31.4, respectively, and (c) the exhibit index, which has been amended and restated in its entirety as set forth below to include the additional certifications.

No attempt has been made in this Form 10-Q/A to modify or update the other disclosures presented in the Form 10-Q. This Form 10-Q/A does not reflect events occurring after the filing of the Form 10-Q or modify or update those disclosures, including the exhibits to the Form 10-Q, affected by subsequent events. Information not affected by the amendments described above is unchanged and has not been included herein. Accordingly, this Form 10-Q/A should be read in conjunction with the Form 10-Q and our other filings made with the Securities and Exchange Commission.

**PART II: OTHER INFORMATION**

**ITEM 4. Submission of Matters to a Vote of Security Holders**

On February 21, 2006, the Company held its annual meeting of stockholders. The sole matter presented to stockholders for vote and the vote on such matter was as follows:

The election of two directors, Messrs. Kewsong Lee and Michael Graff, to serve for a three-year term and until their respective successors are duly elected and qualified.

| <b>Director</b> | <b>For</b> | <b>Authority Withheld</b> |
|-----------------|------------|---------------------------|
| Kewsong Lee     | 38,823,917 | 5,656,276                 |
| Michael Graff   | 38,823,937 | 5,656,256                 |

**ITEM 6. Exhibits**

- 31.3 Certification by Principal Executive Officer of TransDigm Group Incorporated pursuant to Rule 13a-14(a) or 15d-14(a) of the Securities Exchange Act of 1934, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
- 31.4 Certification by Principal Financial Officer of TransDigm Group Incorporated pursuant to Rule 13a-14(a) or 15d-14(a) of the Securities Exchange Act of 1934, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.

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**SIGNATURES**

TRANSDIGM GROUP INCORPORATED

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 thereunto duly assigned.

| <b>SIGNATURE</b>                             | <b>TITLE</b>   | <b>DATE</b>  |
|--|--|--------------|
| /s/ W. Nicholas Howley<br>W. Nicholas Howley | Chairman of the Board of Directors and<br>Chief Executive Officer<br>(Principal Executive Officer)         | May 14, 2007 |
| /s/ Gregory Rufus<br>Gregory Rufus           | Chief Financial Officer and<br>Executive Vice President<br>(Principal Financial and Accounting<br>Officer) | May 14, 2007 |

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**EXHIBIT INDEX TO FORM 10-Q/A FOR THE PERIOD ENDED MARCH 31, 2007**

| <b>EXHIBIT NO.</b> | <b>DESCRIPTION</b>  |
|--------------------|---|
| 10.1               | Agreement and Plan of Merger among TransDigm Inc., Project Coffee Acquisition Co. and Aviation Technologies Inc. (1)  |
| 10.2               | Purchase Agreement, dated January 31, 2007, among TransDigm Inc., TransDigm Group Incorporated, the subsidiaries of TransDigm Inc. named therein and Credit Suisse Securities (USA) LLC and Lehman Brothers Inc., as the initial purchasers.(2)   |
| 10.3               | Second Supplemental Indenture, dated as of February 7, 2007, 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.(3)  |
| 10.4               | Registration Rights Agreement, dated as of February 7, 2007, among TransDigm Inc., TransDigm Group Incorporated, the subsidiaries of TransDigm Inc. named therein and Credit Suisse Securities (USA) LLC and Lehman Brothers Inc., as the initial purchasers. (3)   |
| 10.5               | Amendment No. 1, Consent and Agreement, dated as of January 25, 2007, to the Credit Agreement, dated as of June 23, 2006, among TransDigm Inc., TransDigm Group Incorporated, the subsidiaries of TransDigm Inc. named therein, Credit Suisse, as administrative agent and collateral agent, and the other agents and lenders named therein. (3)  |
| 10.6               | Supplement No. 2, dated as of February 7, 2007, among Aviation Technologies, Inc., the subsidiaries of Aviation Technologies, Inc. named therein 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. (3) |
| 10.7               | Joinder Agreement, dated as of February 7, 2007, among Aviation Technologies, Inc., the subsidiaries of Aviation Technologies, Inc. named therein and Credit Suisse, as agent. (3)  |
| 10.8               | Form of Restricted Stock Agreement (4)  |
| 31.1               | Certification by Principal Executive Officer of TransDigm Group Incorporated pursuant to Rule 13a-14(a) or 15d-14(a) of the Securities Exchange Act of 1934, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002. (4)  |
| 31.2               | Certification by Principal Financial Officer of TransDigm Group Incorporated pursuant to Rule 13a-14(a) or 15d-14(a) of the Securities Exchange Act of 1934, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002. (4)  |
| 31.3               | Certification by Principal Executive Officer of TransDigm Group Incorporated pursuant to Rule 13a-14(a) or 15d-14(a) of the Securities Exchange Act of 1934, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.  |
| 31.4               | Certification by Principal Financial Officer of TransDigm Group Incorporated pursuant to Rule 13a-14(a) or 15d-14(a) of the Securities Exchange Act of 1934, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.  |
| 32.1               | Certification by Principal Executive Officer of TransDigm Group Incorporated pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002. (4)  |
| 32.2               | Certification by Principal Financial Officer of TransDigm Group Incorporated pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002. (4)  |

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- (1) Filed as exhibit to Current Report on Form 8-K filed on January 10, 2007.
  - (2) Filed as exhibit to Current Report on Form 8-K filed on February 6, 2007.
  - (3) Filed as exhibit to Current Report on Form 8-K filed on February 13, 2007.
  - (4) Filed as exhibit to Form 10-Q filed on May 8, 2007.