

TransDigm Group INC  
Form 8-K  
February 23, 2012

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

Washington, D.C. 20549

**FORM 8-K**

**CURRENT REPORT**

Pursuant to Section 13 or 15(d) of The

Securities Exchange Act of 1934

**Date of Report (Date of earliest event reported): February 23, 2012**

**TransDigm Group Incorporated**

(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction of incorporation)

001-32833

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(Commission File Number)

**41-2101738**

(IRS Employer Identification No.)

**1301 East 9<sup>th</sup> Street, Suite 3000, Cleveland, Ohio**  
(Address of principal executive offices)

**(216) 706-2960**

**44114**  
(Zip Code)

(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 registrant 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 5.07 Submission of Matters to a Vote of Security Holders**

On February 23, 2012, the Company conducted its Annual Meeting of Stockholders. At the meeting, Messrs. W. Nicholas Howley, William Dries and Robert Small were re-elected as directors of the Company. In addition, the stockholders ratified the Company's selection of Ernst & Young LLP as its independent accountants for the fiscal year ending September 30, 2012 and, in an advisory vote, approved the compensation paid by the Company to its named executive officers. The particulars of the vote are set forth below:

| Proposal 1 Election of Directors: | FOR        | WITHHELD  |
|-----------------------------------|------------|-----------|
| W. Nicholas Howley                | 42,798,783 | 3,317,073 |
| William Dries                     | 43,531,429 | 2,584,427 |
| Robert Small                      | 39,983,887 | 6,131,969 |

Proposal 2 To conduct an advisory vote on compensation paid to the Company's named executive officers.

|         |            |
|---------|------------|
| FOR     | 25,048,713 |
| AGAINST | 21,055,842 |
| ABSTAIN | 11,301     |

Proposal 3 To ratify the selection of Ernst & Young LLP as TransDigm Group Incorporated's independent accountants for the fiscal year ending September 30, 2012:

|         |            |
|---------|------------|
| FOR     | 47,478,123 |
| AGAINST | 987,702    |
| ABSTAIN | 5,527      |

No other matters were brought before stockholders for a vote at the meeting.

**SIGNATURES**

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

TRANSDIGM GROUP INCORPORATED

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

Officer and Secretary

Date: February 23, 2012