

TransDigm Group INC  
 Form 5  
 December 22, 2015

# FORM 5

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

OMB APPROVAL

OMB Number: 3235-0362  
 Expires: January 31, 2015  
 Estimated average burden hours per response... 1.0

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).  
 Form 3 Holdings Reported Form 4 Transactions Reported

**ANNUAL 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

1. Name and Address of Reporting Person \*  
**Laubenthal Raymond F**

(Last) (First) (Middle)

**TRANSDIGM GROUP INCORPORATED, 1301 EAST 9TH STREET, SUITE 3000**

(Street)

**CLEVELAND, OH 44114**

(City) (State) (Zip)

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

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)  
**12/17/2015**

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 Reporting

(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 at end of Issuer's Fiscal Year (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|--|--|--|
| Common Stock                    | 12/17/2015                           | ^  | J <sup>(1)</sup>               | 1,424 A \$ 0  | 1,563  | D  | ^  |
| Common Stock                    | 12/17/2015                           | ^  | J <sup>(1)</sup>               | 23,300 A \$ 0   | 24,863   | D  | ^  |
| Common Stock                    | 12/17/2015                           | ^  | J <sup>(2)</sup>               | 1,424 D \$ 0  | 26,231   | I  | Raymond Laubenthal Grantor Retained        |

Edgar Filing: TransDigm Group INC - Form 5

|                 |            |   |                  |        |   |      |        |   |  |  |
|-----------------|------------|---|------------------|--------|---|------|--------|---|--|--|
|                 |            |   |                  |        |   |      |        |   |  | Annuity<br>Trust #3                        |
|                 |            |   |                  |        |   |      |        |   |  | Raymond F<br>Laubenthal                    |
| Common<br>Stock | 12/17/2015 | Â | J <sup>(2)</sup> | 23,300 | D | \$ 0 | 36,700 | I |  | Grantor<br>Retained<br>Annuity<br>Trust #2 |

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 2270  
(9-02)

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

| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4.<br>Transaction<br>Code<br>(Instr. 8) | 5.<br>Number<br>of<br>Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed<br>of (D)<br>(Instr. 3,<br>4, and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and<br>Amount of<br>Underlying<br>Securities<br>(Instr. 3 and 4) | 8. Price of<br>Derivative<br>Security<br>(Instr. 5) | 9. of<br>D<br>S<br>B<br>O<br>E<br>I<br>F<br>(I |
|---|--|---|---|---|---|--|---|---|--|
|   |  |   |   |   |   | Date<br>Exercisable  | Expiration<br>Date  | Title   | Amount<br>or<br>Number<br>of<br>Shares         |
|   |  |   |   |   | (A) (D)   |  |   |   |  |

## Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Laubenthal Raymond F  
 TRANSDIGM GROUP INCORPORATED  
 1301 EAST 9TH STREET, SUITE 3000  
 CLEVELAND, OH 44114

Â X      Â      Â      Â

## Signatures

Halle Fine Terrion as attorney in fact for Raymond  
 Laubenthal

12/22/2015

\*\*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).

Edgar Filing: TransDigm Group INC - Form 5

- (1) Reversion from GRAT trust
- (2) Transfer of title to GRAT trust for estate planning purpose.

Â

**Remarks:**

This Form 4 is being filed solely to report changes in direct and indirect ownership.

Note: File three copies of this Form, one of which must be manually signed. If space provided is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.