

TransDigm Group INC
Form SC 13G
July 05, 2007
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Schedule 13G

(Rule 13d-102)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT TO RULES
13d-1 (b), (c) AND (d) AND AMENDMENTS THERETO FILED PURSUANT TO 13d-2 (b)

(Amendment No. _____)*

TransDigm Group Incorporated

(Name of Issuer)

Common Stock

(Title of Class of Securities)

893641100

(CUSIP Number)

June 26, 2007

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- Rule 13d-1(b)
- Rule 13d-1(c)
- Rule 13d-1(d)

*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be filed for the purpose of Section 18 of the Securities Exchange Act of 1934 (Act) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

(Continued on following pages)

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1 NAME OF REPORTING PERSON
I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)
Tiger Global Management, L.L.C. (Tiger Management)

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) [] (b) [X]

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION
Delaware

NUMBER OF 5 SOLE VOTING POWER
SHARES 2,350,000 shares, of which 37,103 are directly owned by Tiger Global II, L.P. (Tiger
BENEFICIALLY Global II), 1,503,784 are directly owned by Tiger Global, L.P. (Tiger Global) and
OWNED BY EACH 809,113 are directly owned by Tiger Global, Ltd. (Tiger Ltd.). Tiger Management is
REPORTING the investment manager of each of Tiger Global II, Tiger Global and Tiger Ltd. and
PERSON may be deemed to have sole voting power with respect to such shares, and Charles P.
WITH Coleman III (Coleman), the managing member of Tiger Management and director of
Tiger Ltd., may be deemed to have sole voting power with respect to such shares; Tiger
Global Performance, L.L.C. (Tiger Global Performance), the general partner of each of
Tiger Global II and Tiger Global, may be deemed to have sole voting power with
respect to such shares directly owned by such entities.

6 SHARED VOTING POWER
See response to row 5.

7 SOLE DISPOSITIVE POWER
2,350,000 shares, of which 37,103 are directly owned by Tiger Global II, 1,503,784 are
directly owned by Tiger Global and 809,113 are directly owned by Tiger Ltd. Tiger
Management is the investment manager of each of Tiger Global II, Tiger Global and
Tiger Ltd. and may be deemed to have sole dispositive power with respect to such
shares, and Coleman, the managing member of Tiger Management and director of
Tiger Ltd., may be deemed to have sole dispositive power with respect to such shares;
Tiger Global Performance, the general partner of each of Tiger Global II and Tiger
Global, may be deemed to have sole dispositive power with respect to such shares
directly owned by such entities.

8 SHARED DISPOSITIVE POWER
See response to row 7.

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH
REPORTING PERSON 2,350,000

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9)
EXCLUDES CERTAIN SHARES* []

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9
5.0%

12 TYPE OF REPORTING PERSON*
OO

* SEE INSTRUCTIONS BEFORE FILLING OUT!

1 NAME OF REPORTING PERSON
 I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)
 Tiger Global II, L.P. (Tiger Global II)

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) (b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION
 Delaware

NUMBER OF 5 SOLE VOTING POWER
 SHARES 37,103, except that each of Tiger Global Performance, L.L.C., the general partner of
 BENEFICIALLY Tiger Global II, and Tiger Global Management, L.L.C. (Tiger Management), the
 OWNED BY EACH investment manager of Tiger Global II, may be deemed to have sole voting power with
 REPORTING respect to such shares, and Coleman, the managing member of each of Tiger Global
 PERSON 6 SHARED VOTING POWER
 WITH 7 SOLE DISPOSITIVE POWER
 37,103 shares, except that each of Tiger Global Performance, the general partner of
 Tiger Global II, and Tiger Management, the investment manager of Tiger Global II,
 Coleman, the managing member of each of Tiger Global Performance and Tiger
 Management, may be deemed to have sole dispositive power with respect to such
 shares.
 8 SHARED DISPOSITIVE POWER
 See response to row 7.

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH
 REPORTING PERSON 37,103

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9)
 EXCLUDES CERTAIN SHARES*

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9 0.1%

12 TYPE OF REPORTING PERSON*
 PN

* SEE INSTRUCTIONS BEFORE FILLING OUT!

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1 NAME OF REPORTING PERSON
 I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)
 Tiger Global, L.P. (Tiger Global)

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) (b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION
 Delaware

NUMBER OF 5 SOLE VOTING POWER
 SHARES 1,503,784 shares, except that each of Tiger Global Performance, the general partner of
 BENEFICIALLY Tiger Global, and Tiger Management, the investment manager of Tiger Global, may be
 OWNED BY EACH 6 SHARED VOTING POWER
 REPORTING 7 SOLE DISPOSITIVE POWER
 PERSON 1,503,784 shares, except that each of Tiger Global Performance, the general partner of
 WITH 8 SHARED DISPOSITIVE POWER
 See response to row 7.

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH
 REPORTING PERSON 1,503,784

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9)
 EXCLUDES CERTAIN SHARES*

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9 3.2%

12 TYPE OF REPORTING PERSON*
 PN

* SEE INSTRUCTIONS BEFORE FILLING OUT!

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1 NAME OF REPORTING PERSON
 I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)
 Tiger Global Performance, L.L.C. (Tiger Global Performance)

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) (b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION
 Delaware

5 SOLE VOTING POWER
 1,540,887 shares, of which 37,103 are directly owned by Tiger Global II and 1,503,784 are directly owned by Tiger Global. Tiger Global Performance is the general partner of each of Tiger Global II and Tiger Global and may be deemed to have sole voting power with respect to such shares, Tiger Management is the investment manager of each of Tiger Global II and Tiger Global and may be deemed to have sole voting power with respect to such shares and Coleman, the managing member of each of Tiger Global Performance and Tiger Management, may be deemed to have sole voting power with respect to such shares.

6 SHARED VOTING POWER
 See response to row 5.

7 SOLE DISPOSITIVE POWER
 1,540,887 shares, of which 37,103 are directly owned by Tiger Global II and 1,503,784 are directly owned by Tiger Global. Tiger Global Performance is the general partner of each of Tiger Global II and Tiger Global and may be deemed to have sole dispositive power with respect to such shares, Tiger Management is the investment manager of each of Tiger Global II and Tiger Global and may be deemed to have sole dispositive power with respect to such shares and Coleman, the managing member of each of Tiger Global Performance and Tiger Management, may be deemed to have sole dispositive power with respect to such shares.

8 SHARED DISPOSITIVE POWER
 See response to row 7.

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 1,540,887

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9 3.3%

12 TYPE OF REPORTING PERSON*
 OO

*SEE INSTRUCTIONS BEFORE FILLING OUT!

1 NAME OF REPORTING PERSON
 I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)
 Tiger Global, Ltd. (Tiger Ltd.)

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) (b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION
 Cayman Islands

NUMBER OF 5 SOLE VOTING POWER
 SHARES 809,113 shares, except that Tiger Management, the investment manager of Tiger Ltd.,
 BENEFICIALLY 6 SHARED VOTING POWER may be deemed to have sole voting power with respect to such shares, and Coleman,
 OWNED BY EACH 7 SOLE DISPOSITIVE POWER director of Tiger Ltd. and the managing member of Tiger Management, may be deemed
 REPORTING 8 SHARED DISPOSITIVE POWER to have sole voting power with respect to such shares.
 PERSON 809,113, except that Tiger Management, the investment manager of Tiger Ltd., may be
 WITH 8 SHARED DISPOSITIVE POWER deemed to have sole dispositive power with respect to such shares, and Coleman,
 9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH 809,113
 REPORTING PERSON
 10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9 1.7%

12 TYPE OF REPORTING PERSON*
 CO

* SEE INSTRUCTIONS BEFORE FILLING OUT!

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1 NAME OF REPORTING PERSON
 I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)
 Charles P. Coleman III (Coleman)

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) (b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION
 U.S. Citizen

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

5 SOLE VOTING POWER
 2,350,000 shares, of which 37,103 are directly owned by Tiger Global II, 1,503,784 are directly owned by Tiger Global and 809,113 are directly owned by Tiger Ltd. Coleman is the managing member of each of Tiger Global Performance (the general partner of each of Tiger Global II and Tiger Global) and Tiger Management (the investment manager of each of Tiger Global II, Tiger Global and Tiger Ltd.) and director of Tiger Ltd. and may be deemed to have sole voting power with respect to such shares.

6 SHARED VOTING POWER
 See response to row 5.

7 SOLE DISPOSITIVE POWER
 2,350,000 shares, of which 37,103 are directly owned by Tiger Global II, 1,503,784 are directly owned by Tiger Global and 809,113 are directly owned by Tiger Ltd. Coleman is the managing member of each of Tiger Global Performance (the general partner of each of Tiger Global II and Tiger Global) and Tiger Management (the investment manager of each of Tiger Global II, Tiger Global and Tiger Ltd.) and director of Tiger Ltd. and may be deemed to have sole dispositive power with respect to such shares.

8 SHARED DISPOSITIVE POWER
 See response to row 7.

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 2,350,000

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9 5.0%

12 TYPE OF REPORTING PERSON*
 IN

* SEE INSTRUCTIONS BEFORE FILLING OUT!

ITEM 1(A). NAME OF ISSUER

TransDigm Group Incorporated

ITEM 1(B). ADDRESS OF ISSUER S PRINCIPAL EXECUTIVE OFFICES

1301 East 9th Street, Suite 3710

Cleveland, Ohio 44114

ITEM 2(A). NAME OF PERSONS FILING

This Statement is filed by Tiger Global Management, L.L.C., a Delaware limited liability company (Tiger Management), Tiger Global II, L.P., a Delaware limited partnership (Tiger Global II), Tiger Global, L.P., a Delaware limited partnership (Tiger Global), Tiger Global Performance, L.L.C., a Delaware limited liability company (Tiger Global Performance), Tiger Global, Ltd., a Cayman Islands exempted company (Tiger Ltd.), and Charles P. Coleman III (Coleman). The foregoing entities and individual are collectively referred to as the Reporting Persons.

Tiger Management, the investment manager of Tiger Global II, Tiger Global and Tiger Ltd., may be deemed to have sole power to vote and sole power to dispose of shares of the issuer directly owned by Tiger Global II, Tiger Global and Tiger Ltd. Tiger Global Performance, the general partner of Tiger Global II and Tiger Global, may be deemed to have sole power to vote and sole power to dispose of shares of the issuer directly owned by Tiger Global II and Tiger Global. Coleman is the managing member of Tiger Global Performance and Tiger Management and director of Tiger Ltd. and may be deemed to have sole power to vote and sole power to dispose of shares of the issuer directly owned by Tiger Global II, Tiger Global and Tiger Ltd.

ITEM 2(B). ADDRESS OF PRINCIPAL BUSINESS OFFICE

The address for each of the Reporting Persons is:

Tiger Global Management, L.L.C.

101 Park Avenue, 48th Floor

New York, NY 10178 USA

ITEM 2(C) CITIZENSHIP

Tiger Management and Tiger Global Performance are Delaware limited liability companies. Tiger Global II and Tiger Global are Delaware limited partnerships. Tiger Ltd. is a Cayman Islands exempted company. Coleman is a United States citizen.

ITEM 2(D) AND TITLE OF CLASS OF SECURITIES AND CUSIP NUMBER

(E).

Common Stock

CUSIP # 893641100

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ITEM 3. Not Applicable.

ITEM 4. OWNERSHIP

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

(a) Amount beneficially owned:

See Row 9 of cover page for each Reporting Person.

(b) Percent of Class:

See Row 11 of cover page for each Reporting Person.

(c) Number of shares as to which such person has:

(i) Sole power to vote or to direct the vote:

See Row 5 of cover page for each Reporting Person.

(ii) Shared power to vote or to direct the vote:

See Row 6 of cover page for each Reporting Person.

(iii) Sole power to dispose or to direct the disposition of:

See Row 7 of cover page for each Reporting Person.

(iv) Shared power to dispose or to direct the disposition of:

See Row 8 of cover page for each Reporting Person.

ITEM 5. OWNERSHIP OF FIVE PERCENT OR LESS OF A CLASS

Not applicable.

ITEM 6. OWNERSHIP OF MORE THAN FIVE PERCENT ON BEHALF OF ANOTHER PERSON.

Under certain circumstances set forth in the limited partnership agreements of Tiger Global II and Tiger Global, the general and limited partners of each of such entities may be deemed to have the right to receive dividends from, or the proceeds from, the sale of shares of the issuer owned by each such entity of which they are a partner.

ITEM 7. IDENTIFICATION AND CLASSIFICATION OF THE SUBSIDIARY WHICH ACQUIRED THE SECURITY BEING REPORTED ON BY THE PARENT HOLDING COMPANY

Not applicable.

ITEM 8. IDENTIFICATION AND CLASSIFICATION OF MEMBERS OF THE GROUP.

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Not applicable.

ITEM 9. NOTICE OF DISSOLUTION OF GROUP.

Not applicable.

ITEM 10. CERTIFICATION.

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

SIGNATURES

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: July 2, 2007

Tiger Global Management, L.L.C.

/s/ Charles P. Coleman III
Signature

Charles P. Coleman III
Managing Member

Tiger Global II, L.P.
By Tiger Global Performance, L.L.C.
Its General Partner

/s/ Charles P. Coleman III
Signature

Charles P. Coleman III
Managing Member

Tiger Global, L.P.
By Tiger Global Performance, L.L.C.
Its General Partner

/s/ Charles P. Coleman III
Signature

Charles P. Coleman III
Managing Member

Tiger Global Performance, L.L.C.

/s/ Charles P. Coleman III
Signature

Charles P. Coleman III
Managing Member

Tiger Global, Ltd.

/s/ Charles P. Coleman III
Signature

Charles P. Coleman III
Director

Charles P. Coleman III

/s/ Charles P. Coleman III
Signature

The original statement shall be signed by each person on whose behalf the statement is filed or his authorized representative. If the statement is signed on behalf of a person by his authorized representative other than an executive officer or general partner of the filing person, evidence of the representative's authority to sign on behalf of such person shall be filed with the statement, provided, however, that a power of attorney for this purpose which is already on file with the Commission may be incorporated by reference. The name and any title of each person who signs the statement shall be typed or printed beneath his signature.

NOTE: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. *See* §240.13d-7 for other parties for whom copies are to be sent.

Attention: Intentional misstatements or omissions of fact constitute Federal criminal violations (See 18 U.S.C. 1001)

EXHIBIT INDEX

Exhibit

Exhibit A: Agreement of Joint Filing

Found on
Sequentially
Numbered Page
13

EXHIBIT A

Agreement of Joint Filing

The undersigned hereby agree that a single Schedule 13G (or any amendment thereto) relating to the Common Stock of TransDigm Group Incorporated shall be filed on behalf of each of the undersigned and that this Agreement shall be filed as an exhibit to such Schedule 13G.

Date: July 2, 2007

Tiger Global Management, L.L.C.

/s/ Charles P. Coleman III
Signature

Charles P. Coleman III
Managing Member

Tiger Global II, L.P.
By Tiger Global Performance, L.L.C.
Its General Partner

/s/ Charles P. Coleman III
Signature

Charles P. Coleman III
Managing Member

Tiger Global, L.P.
By Tiger Global Performance, L.L.C.
Its General Partner

/s/ Charles P. Coleman III
Signature

Charles P. Coleman III
Managing Member

Tiger Global Performance, L.L.C.

/s/ Charles P. Coleman III
Signature

Charles P. Coleman III
Managing Member

Tiger Global, Ltd.

/s/ Charles P. Coleman III
Signature

Charles P. Coleman III
Director

Charles P. Coleman III

/s/ Charles P. Coleman III
Signature

