

Howley W Nicholas
Form 4
May 01, 2013

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287
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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
Howley W Nicholas

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
1301 EAST NINTH STREET, SUITE 3000
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
04/29/2013

Director 10% Owner
 Officer (give title below) Other (specify below)
Chief Executive Officer

CLEVELAND, OH 44114

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

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 Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(D)	Price
Common Stock	04/29/2013		M		7,641	A	\$ 6.68
							7,641
Common Stock	04/29/2013		S		7,341	D	\$ 144.7468
							(1)
Common Stock	04/29/2013		S		300	D	\$ 145.42
							(2)
Common Stock	04/29/2013		M		253	A	\$ 13.37
Common Stock	04/29/2013		S		253	D	\$ 145.1675
							0

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(3)

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

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SEC 1474
(9-02)

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

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Amount or Number of Shares
						Date Exercisable	Expiration Date		
Stock Option	\$ 6.68	04/29/2013		M	7,641	08/05/2003	08/05/2013	Common Stock	7,641
Stock Option	\$ 13.37	04/29/2013		M	253	09/28/2005	08/05/2013	Common Stock	253

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Howley W Nicholas 1301 EAST NINTH STREET SUITE 3000 CLEVELAND, OH 44114	X		Chief Executive Officer	

Signatures

Halle Fine Terrion as attorney in fact for W. Nicholas
Howley 05/01/2013

**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).

Price reported constitutes the average weighted price of shares sold. Shares were sold at varying prices in the range of \$144.19 - \$145.14.

(1) The reporting person hereby undertakes, upon request of the Commission, the issuer or a security holder of the issuer, to provide full information regarding the number of shares sold at each separate price.

Price reported constitutes the average weighted price of shares sold. Shares were sold at varying prices in the range of \$145.20 - \$145.55.

(2) The reporting person hereby undertakes, upon request of the Commission, the issuer or a security holder of the issuer, to provide full information regarding the number of shares sold at each separate price.

Price reported constitutes the average weighted price of shares sold. Shares were sold at varying prices in the range of \$144.97 - \$145.37.

(3) The reporting person hereby undertakes, upon request of the Commission, the issuer or a security holder of the issuer, to provide full information regarding the number of shares sold at each separate price.

Remarks:

All transactions reported hereunder are made pursuant to an established 10b5-1 plan.

Note: File three copies of this Form, one of which must be manually signed. If space 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. n:top;text-align:center;border-right:1px solid black;border-bottom:1px solid #000">8

SHARED DISPOSITIVE POWER

3,979,0489 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

3,979,04810 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

9.42%12 TYPE OF REPORTING PERSON

IN

CUSIP No.: 18451C109

ITEM 1(a). NAME OF
ISSUER:

Clear Channel
Outdoor
Holdings, Inc.

ADDRESS OF
ISSUER'S

ITEM 1(b). PRINCIPAL
EXECUTIVE
OFFICES:

200 East Basse
Road
San Antonio,
TX 78209

ITEM 2(a). NAME OF
PERSON
FILING:

This Schedule
13G is being
filed on behalf
of the following

persons*:
Canyon Capital
Advisors LLC
("CCA")
Mitchell R. Julis
Joshua S.
Friedman
K. Robert
Turner

CCA is the
investment
advisor to the
following
persons:

- (i) Canyon
Value
Realization
Fund, L.P.
(VRF)
- (ii) The Canyon
Value
Realization
Master Fund
(Cayman), L.P.
(CVRF)
- (iii) Citi Canyon
Ltd. (Citi)
- (iv) Canyon
Value
Realization
Fund MAC 18,
Ltd. (CVRFM)
- (v) Canyon-GRF
Master Fund,
L.P. (GRF)
- (vi) Canyon
Balanced Master
Fund, Ltd.
(CBEF)
- (vii) Permal
Canyon Fund
Ltd. (PERMII)
- (viii) Canyon
Distressed
Opportunity
Investing Fund,
L.P. (CDOF2)
- (ix)
Canyon-GRF

Master Fund II,
L.P. (GRF2)

(x)

Lyxor/Canyon
Value

Realization
Fund Limited
(LCVRF)

(xi) Canyon
Distressed

Opportunity
Master Fund Lp
("CDOF")

(xii) AAI
Canyon Fund
PLC ("AAI")

* Attached as
Exhibit A is a
copy of an
agreement
among the
persons filing
(as specified
hereinabove)
that this
Schedule 13G is
being filed on
behalf of each of
them.

ITEM 2(b). ADDRESS OF
PRINCIPAL
BUSINESS
OFFICE OR, IF
NONE,
RESIDENCE:

The principal
business office
of the persons
comprising the
group filing this
Schedule 13G is
located at
2000 Avenue of
the Stars, 11th
Floor,
Los Angeles,
CA 90067

ITEM 2(c). CITIZENSHIP:

Canyon Capital
Advisors LLC -
Delaware
Mitchell R. Julis
- United States
Joshua S.
Friedman -
United States
K. Robert
Turner - United
States

VRF: a
Delaware
limited
partnership
CVRF: a
Cayman Islands
exempted
limited
partnership
Citi: a Cayman
Islands
corporation
CVRFM: a
Cayman Islands
corporation
GRF: a Cayman
Islands
corporation
CBEF: a
Cayman Islands
corporation
PERMII: a
British Virgin
Islands company
CDOF2: a
Cayman Islands
exempted
limited
partnership
GRF2: a
Cayman Islands
exempted
limited
partnership
LCVRF: a
Jersey
corporation
CDOF: a

Cayman Islands
exempted
limited
partnership
AAI: an Irish
public limited
company

ITEM 2(d). TITLE OF
CLASS OF
SECURITIES:
Common Stock

ITEM 2(e). CUSIP
NUMBER:
18451C109

ITEM 3. IF THIS STATEMENT IS FILED PURSUANT TO SECTION 240.13d-1(b), or 13d-2(b) or (c) CHECK
WHETHER THE PERSON FILING IS A:

- (a) Broker or dealer registered under Section 15 of the Act (15 U.S.C. 78c);
- (b) Bank as defined in Section 3(a)(6) of the Act (15 U.S.C. 78c);
- (c) Insurance company as defined in Section 3(a)(19) of the Act (15 U.S.C. 78c);
- (d) Investment company registered under Section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8);
- (e) An investment adviser in accordance with 240.13d-1(b)(1)(ii)(E);
- (f) An employee benefit plan or endowment fund in accordance with 240.13d-1(b)(1)(ii)(F);
- (g) A parent holding company or control person in accordance with 240.13d-1(b)(1)(ii)(G);
- (h) A savings associations as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);
- (i) A church plan that is excluded from the definition of an investment company under Section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3);
- (j) A non-U.S. institution in accordance with 240.13d-1(b)(1)(ii)(J);
- (k) Group, in accordance with 240.13d-1(b)(1)(ii)(K). If filing as a non-U.S. institution in accordance with 240.13d-1(b)(1)(ii)(J), please specify the type of institution:

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:
3,979,048.00
- (b) Percent of class:
9.42%
- (c) Number of shares as to which the person has:
 - (i) Sole power to vote or to direct the vote:

3,979,048.00

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

3,979,048.00

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

3,979,048.00

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

3,979,048.00

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

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following [].

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

CCA is an investment advisor to various managed accounts, including VRF, CVRF, Citi, CVRFM, GRF, CBEF, PERMII, CDOF2, LCVRF, CDOF, AAI, and GRF2, with the right to receive, or the power to direct the receipt, of dividends from, or the proceeds from the sale of the securities held by, such managed accounts. Messrs. Julis, Friedman, and Turner control entities which

own 100% of CCA.

IDENTIFICATION
AND
CLASSIFICATION
OF THE
SUBSIDIARY

ITEM 7. WHICH ACQUIRED
THE SECURITY
BEING REPORTED
ON BY THE
PARENT HOLDING
COMPANY:

Not Applicable.

IDENTIFICATION
AND

ITEM 8. CLASSIFICATION
OF MEMBERS OF
THE GROUP:

Not applicable.

NOTICE OF

ITEM 9. 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 acquired
and are held in the
ordinary course of
business and 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.

SIGNATURE

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.

February 14, 2013

Date

Canyon Capital Advisors LLC

/s/ John H. Simpson

Signature

John H. Simpson, Chief Operating Officer

Name/Title

February 14, 2013

Date

Mitchell R. Julis

/s/Mitchell R. Julis

Signature

Mitchell R. Julis,

Name/Title

February 14, 2013

Date

Joshua S. Friedman

/s/Joshua S. Friedman

Signature

Joshua S. Friedman,

Name/Title

February 14, 2013

Date

K. Robert Turner

/s/K. Robert Turner

Signature

K. Robert Turner,

Name/Title

SIGNATURE

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

CUSIP No.: 18451C109

EXHIBIT A

AGREEMENT REGARDING JOINT FILING

The undersigned hereby agree and consent to the joint filing on their behalf of this amendment to Schedule 13G in connection with their beneficial ownership of the common stock of Clear Channel.

Dated: February 14, 2013

CANYON CAPITAL ADVISORS LLC,
a Delaware limited liability company

By: /s/ John H. Simpson
Name: John H. Simpson
Title: Chief Operating Officer

JOSHUA S. FRIEDMAN
/s/ Joshua S. Friedman

MITCHELL R. JULIS
/s/ Mitchell R. Julis

K. ROBERT TURNER
/s/ K. Robert Turner