

TransDigm Group INC  
Form 8-K  
March 05, 2015

**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): March 5, 2015**

**TransDigm Group Incorporated**

**(Exact name of registrant as specified in its charter)**

**Delaware**  
**(State or other jurisdiction**

**of incorporation)**

**001-32833**  
**(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)**

**44114**  
**(Zip Code)**

**(216) 706-2960**

**(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 March 5, 2015, the Company conducted its Annual Meeting of Stockholders. At the meeting, Messrs. William Dries, W. Nicholas Howley, Raymond Laubenthal and Robert Small were re-elected as directors of the Company. In addition, the stockholders, in an advisory vote, approved the compensation paid by the Company to its named executive officers; and ratified the Company's selection of Ernst & Young LLP as its independent accountants for the fiscal year ending September 30, 2015. The details of the vote are set forth below:

Proposal 1 Election of Directors:

	FOR	WITHHELD
William Dries	46,578,665	571,068
W. Nicholas Howley	46,145,300	1,004,433
Raymond Laubenthal	46,831,984	317,749
Robert Small	46,322,635	827,098

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

FOR	42,812,815
AGAINST	4,275,273
ABSTAIN	61,645
BROKER NON-VOTES	1,128,383

Proposal 3 To ratify the selection of Ernst & Young LLP as TransDigm Group Incorporated's independent accountants for the fiscal year ending September 30, 2015:

FOR	48,043,142
AGAINST	186,592
ABSTAIN	48,382

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: March 5, 2015