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

FORM SD
Specialized Disclosure Report

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 9th 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 to indicate the rule pursuant to which this form is being filed, and provide the period to which the information in this form applies:

- Rule 13p-1 under the Securities Exchange Act (17 CFR 240.13p-1) for the reporting period from January 1 to December 31, 2019.

Section 1 – Conflict Minerals Disclosure

Item 1.01 Conflict Minerals Disclosures and Report

The description of TransDigm Group Incorporated's (the "Company's") reasonable country of origin inquiry process and the results of the Company's inquiry are included in the Conflict Minerals Report, attached as Exhibit 1.01 to this Form SD.

A copy of the Company's 2019 Form SD and Conflict Minerals Report is available on the Company's website at www.transdigm.com/about-us/conflict-minerals/. The information contained on the Company's website is not incorporated by reference in this Form SD or the Conflict Minerals Report and should not be considered part of this Form SD or the Conflict Minerals Report.

Item 1.02 – Exhibit

TransDigm Group Incorporated's Conflict Minerals Report is filed as Exhibit 1.01 to this Form SD.

Section 2 – Exhibits

Item 2.01 – Exhibits

[Exhibit 1.01 – Conflict Minerals Report as required by Items 1.01 and 1.02 of this Form SD.](#)

SIGNATURE

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 duly authorized undersigned.

TRANSDIGM GROUP INCORPORATED

By: /s/ Halle Fine Terrion
Halle Fine Terrion
General Counsel, Chief Compliance
Officer and Secretary

Date: May 28, 2020

TransDigm Group Incorporated
Conflict Minerals Report
For the Reporting Period of January 1, 2019 to December 31, 2019

This Conflict Minerals Report (this “Report”) is filed as Exhibit 1.01 to the Specialized Disclosure Form on Form SD filed by TransDigm Group Incorporated and its affiliates with respect to calendar year 2019 as required by Exchange Act Rule 13p-1 (the “Rule”) and Item 1.01(c) of Form SD. Numerous terms in this Report are defined in the Rule and Form SD and the reader is referred to those sources and to the 1934 Act Release No. 34-67716 (August 22, 2012) for such definitions.

1. Company Overview

This Report is prepared by management of TransDigm Group Incorporated (“TD Group”). When used in this Report, the terms “we,” “us,” or “our” and the “Company” mean TD Group and its consolidated subsidiaries.

TD Group, through its wholly-owned subsidiary, TransDigm Inc., along with TransDigm Inc.’s direct and indirect wholly-owned operating subsidiaries (collectively, with TD Group, “TransDigm”), is a leading global designer, producer and supplier of highly engineered aircraft components for use on nearly every commercial and military aircraft in service today. TransDigm offers a broad range of proprietary aerospace components.

TransDigm’s major product offerings, substantially all of which are ultimately provided to end-users in the aerospace industry, include mechanical/electro-mechanical actuators and controls, ignition systems and engine technology, specialized pumps and valves, power conditioning devices, specialized AC/DC electric motors and generators, NiCad batteries and chargers, engineered latching and locking devices, rods and locking devices, engineered connectors and elastomers, databus and power controls, cockpit security components and systems, specialized cockpit displays, aircraft audio systems, specialized lavatory components, seat belts and safety restraints, engineered interior surfaces and related components, advanced sensor products, switches and relay panels, advanced displays, thermal protection and insulation, lighting and control technology, military personnel parachutes, high performance hoists, winches and lifting devices, and cargo loading, handling and delivery systems.

TransDigm is committed to complying with the requirements regarding the use of conflict minerals and their derivatives, including tin, tantalum, tungsten and gold which are commonly termed “3TG” (“Conflict Minerals”) under Section 1502 of the Dodd-Frank Wall Street Reform and Consumer Protection Act, and the related rules issued by the U.S. Securities and Exchange Commission (“SEC”).

2. Reasonable Country of Origin Inquiry and Due Diligence Process

TransDigm’s business is conducted through TransDigm Inc.’s operating divisions and wholly-owned subsidiaries (“Operating Units”). The Operating Units operate largely autonomously, each with a separate management team, and with separate product and component sourcing functions. Therefore, TransDigm decided that, with oversight from the TransDigm corporate office, each Operating Unit would conduct its own Conflict Minerals product content review and Reasonable Country of Origin Inquiry (“RCOI”).

The Company’s due diligence framework has been designed to conform to the Organization for Economic Co-operation and Development (“OECD”) Due Diligence Guidance for Responsible Supply Chains of Minerals from Conflict-Affected and High-Risk Areas and the related supplements for Conflict Minerals. This process contains the following five steps:

- Step 1: Establish strong company management systems.
- Step 2: Identify and assess risks in the supply chain.
- Step 3: Design and implement a strategy to respond to identified risks.
- Step 4: Carry out independent third-party audit of supply chain due diligence at identified points in the supply chain.
- Step 5: Report on supply chain due diligence.

Step 1: Establish strong company management systems.

Operating Units were informed of the TD Group's Conflict Minerals policy, which is publicly available on the Company's website at www.transdigm.com/about-us/conflict-minerals/, and our SEC Conflict Minerals reporting obligations at various internal accounting and operations seminars. During the reporting period, TransDigm's corporate office (i) continued to educate key employees regarding Conflict Minerals; (ii) maintained its internal training of the SEC Conflict Minerals rules and its requirements with Operating Unit personnel; and (iii) continued to respond to questions from our supplier base regarding Conflict Minerals. In addition, the Operating Units communicated with their supply base our Conflict Minerals policy, the requirements of the SEC Conflict Minerals rules and our expectation for compliance. Finally, we maintain an ethics hotline (described on the Company's website at www.transdigm.com/investor-relations/corporate-governance/) which can be used to report concerns relating to the Company's Conflict Minerals activities.

Step 2: Identify and assess risks in the supply chain.

Each Operating Unit was directed to analyze the products and components purchased by the Operating Unit in 2019 (and in prior years, as required, to the extent they may have been incorporated into products manufactured in 2019) to determine whether those products and components contained any Conflict Minerals necessary to the functionality or production of products manufactured by that Operating Unit. Operating Units periodically reported the results of their risk assessment to the TransDigm corporate office during the year.

Step 3: Design and implement a strategy to respond to identified risks.

For those purchased products or components that an Operating Unit determined to contain Conflict Minerals necessary to the functionality or production of products it manufactures, the Operating Unit was directed by TransDigm to conduct a RCOI with respect to such purchased products or components by contacting the suppliers thereof. Suppliers of products or components that did not contain Conflict Minerals necessary to the functionality or production of products were not contacted. Each Operating Unit's RCOI consisted of requesting the relevant supplier to certify in writing whether the products or components supplied to it contained any Conflict Minerals and, if so, whether the identified Conflict Minerals originated from one of the covered countries. Suppliers were also requested, if applicable, to make requests for similar certifications to their suppliers for such products or components until appropriate certifications or other information could be readily obtained or determined. Certain Operating Units have engaged a third-party vendor ("Third-Party Vendor") to help manage their Conflict Minerals program, which primarily includes, but is not limited to, the exchange of supplier information and to ensure that follow up tasks and action items arising from the due diligence process were assigned to the appropriate Operating Unit personnel and completed.

Step 4: Carry out independent third-party audit of supply chain due diligence at identified points in the supply chain.

We do not have direct relationships with smelters and refiners identified by our Operating Units' suppliers as being in their supply chain, nor do we perform or direct audits of these entities within our Operating Units' supply chain. Therefore, we generally rely upon industry efforts to influence smelters and refiners to be audited, and to provide compliant certification. However, for the Operating Units using a Third-Party Vendor, the smelters and refiners identified by the suppliers were compared to the list of smelters and refiners maintained by the Responsible Minerals Initiative ("RMI"), and if the smelters and refiners were not on the RMI list, the Third-Party Vendor communicated with those smelters and refiners to request information on the smelters' or refiners' business.

Step 5: Report on supply chain due diligence.

The Company's Form SD and this Report are publicly available on the Company's website at www.transdigm.com/about-us/conflict-minerals/.

3. Results of Review

TransDigm's supply chain is complex and the Company is many steps removed from the facilities used to process its necessary Conflict Minerals. For the reporting period, the Operating Units solicited approximately 8,100 suppliers to gather information regarding the existence of Conflict Minerals in the products sold to the Company as well as the origin of the Conflict Minerals. A large majority of our suppliers stated that either none of their products or components sold to TransDigm Operating Units contained Conflict Minerals that originated in any of the covered countries, or it was unknown or they could not, at the time of their responses, determine affirmatively that their products or components sold to TransDigm Operating Units contained Conflict Minerals that originated in any of the covered countries. Approximately 6% of our suppliers have indicated that certain necessary Conflict Minerals originated from a covered country. As of April 28, 2020, TransDigm has identified 300 smelters or refiners in connection with these suppliers. If a supplier indicated via submission of a Conflict Minerals Reporting Template ("CMRT") that the smelter or refiner was "conflict free," such status was confirmed by the Third-Party Vendor via the RMI listing. Based on the submitted CMRTs and confirmed against the RMI listing, TransDigm believes it has 235 "conflict free" smelters or refiners within its supply chain, 7 smelters or refiners that are not yet validated as "conflict free," but are "active" in the Conflict Free Smelter Program, and 58 smelters or refiners that are not yet enrolled in the Conflict Free Smelter Program. At this point, TransDigm has not been able to fully trace whether the smelters and refiners that are not enrolled in the Conflict Free Smelter Program provide Conflict Minerals used in its products.

4. Additional Risk Mitigation

With respect to calendar year 2020 and later years, TransDigm intends to continue to take steps to further mitigate the risk that its necessary Conflict Minerals could benefit or finance armed groups including, but not limited to:

- improving its RCOI and due diligence processes with its Operating Units;
- continuing to engage suppliers to obtain current, accurate and complete information about the supply chain, smelters and refiners;
- continuing to incorporate Conflict Minerals reporting obligations in its sourcing and purchasing agreements and purchasing terms and conditions; and
- continuing to encourage suppliers to implement responsible sourcing and to request that their suppliers encourage smelters and refiners to obtain a "conflict free" designation from an independent third party auditor.

Forward-Looking Statements

This Current Report on Form SD contains forward-looking statements within the meaning of the federal securities laws. When used in this Current Report on Form SD, the words "believe," "may," "will," "should," "expect," "intend," "plan," "predict," "anticipate," "estimate" or "continue" and other words and terms of similar meaning are intended to identify forward-looking statements. Although TransDigm Group believes that its plans, intentions and expectations reflected in or suggested by such forward-looking statements are reasonable, such forward-looking statements are subject to a number of risks and uncertainties that could cause actual results to differ materially from the forward-looking statements made in this Current Report on Form SD, which could be affected by, among other things, changes in the Rule, interpretations of the Rule, international due diligence frameworks, law, TransDigm's internal allocation of resources or emphasis, customer demands or expectations, and the cooperation of suppliers. Consequently, such forward-looking statements should be regarded solely as TransDigm Group's current plans, estimates and beliefs. TransDigm Group does not undertake, and specifically declines, any obligation, to publicly release the results of any revisions to these forward-looking statements that may be made to reflect any future events or circumstances after the date of such statements or to reflect the occurrence of anticipated or unanticipated events. All forward-looking statements attributable to TransDigm Group or persons acting on its behalf are expressly qualified in their entirety by these cautionary statements. These forward-looking statements are made in reliance upon the safe harbor provision of The Private Securities Litigation Reform Act of 1995.