

TransDigm Group INC
Form 10-Q/A
February 10, 2010

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D. C. 20549

FORM 10-Q/A

(Amendment No. 1)

x **Quarterly Report Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 for the quarterly period ended June 27, 2009.**

.. **Transition Report pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934**
For the transition period from _____ to _____

Commission File Number 001-32833

TransDigm Group Incorporated

(Exact name of registrant as specified in its charter)

Delaware

(State or other Jurisdiction of incorporation or organization)

41-2101738

(I.R.S. Employer Identification No.)

1301 East 9th Street, Suite 3710, Cleveland, Ohio
(Address of principal executive offices)

(216) 706-2960

44114
(Zip Code)

(Registrants telephone number, including area code)

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(Former name, former address and former fiscal year, if changed since last report.)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. YES NO

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate website, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). YES NO

Indicate by check mark whether the registrant is a large accelerated filer, accelerated filer, non-accelerated filer, or smaller reporting company. See the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act. (Check one).

LARGE ACCELERATED FILER

ACCELERATED FILER

NON-ACCELERATED FILER

SMALLER REPORTING COMPANY

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). YES NO

The number of shares outstanding of TransDigm Group Incorporated's common stock, par value \$.01 per share, was 48,477,813 as of July 24, 2009.

Explanatory Note

TransDigm Group Inc. (TD Group) is filing this Amendment No. 1 (the Form 10-Q/A) to our Quarterly Report on Form 10-Q for the quarter ended June 27, 2009, which was filed with the U.S. Securities and Exchange Commission on August 5, 2009 (the Original Filing). We are filing this Amendment No. 1 to reflect restatements of our basic and diluted earnings per share and weighted average shares outstanding calculations to give effect to participating securities under the two-class method of calculating earnings per share. Historically, the Company had utilized the treasury stock method in order to give effect to outstanding in-the-money stock options. Under the two-class method, securities that participate in dividends, such as the Company s vested outstanding stock options which include non-forfeitable rights to dividends, are considered participating securities.

This Form 10-Q/A amends and restates Item 1. Financial Statements and Item 4. Controls and Procedures of the Original Filing, in each case, solely as a result of, and to reflect, the restatement.

Except as specifically noted above, this Form 10-Q/A does not modify or update disclosures in the Original Filing. Accordingly, this Form 10-Q/A does not reflect events occurring after the filing of the Original Filing or modify or update any related or other disclosures.

TRANSDIGM GROUP INCORPORATED**CONDENSED CONSOLIDATED BALANCE SHEETS**

(Amounts in thousands, except share amounts)

(Unaudited)

	June 27, 2009	September 30, 2008
ASSETS		
CURRENT ASSETS:		
Cash and cash equivalents	\$ 203,648	\$ 159,062
Trade accounts receivable - Net	104,529	96,196
Inventories	157,833	144,114
Deferred income taxes	14,784	19,902
Prepaid expenses and other	10,409	4,160
Total current assets	491,203	423,434
PROPERTY, PLANT AND EQUIPMENT - Net	99,491	96,241
GOODWILL	1,402,384	1,354,774
TRADEMARKS AND TRADE NAMES	173,706	167,626
OTHER INTANGIBLE ASSETS - Net	186,239	188,568
DEBT ISSUE COSTS - Net	16,520	19,309
OTHER	3,549	5,869
TOTAL ASSETS	\$ 2,373,092	\$ 2,255,821
LIABILITIES AND STOCKHOLDERS EQUITY		
CURRENT LIABILITIES:		
Accounts payable	\$ 19,537	\$ 25,140
Accrued liabilities	63,093	63,362
Total current liabilities	82,630	88,502
LONG-TERM DEBT	1,356,878	1,357,230
DEFERRED INCOME TAXES	155,482	151,672
OTHER NON-CURRENT LIABILITIES	12,621	4,517
Total liabilities	1,607,611	1,601,921
STOCKHOLDERS EQUITY:		
Common stock \$.01 par value; authorized 224,400,000 shares; issued 48,957,314 and 48,600,848 at June 27, 2009 and September 30, 2008, respectively	490	486
Additional paid-in capital	376,027	365,224
Retained earnings	409,036	287,745
Accumulated other comprehensive loss	(4,830)	445
Treasury stock, at cost- 494,100 and -0- shares at June 27, 2009 and September 30, 2008, respectively	(15,242)	
Total stockholders equity	765,481	653,900
TOTAL LIABILITIES AND STOCKHOLDERS EQUITY	\$ 2,373,092	\$ 2,255,821

See notes to condensed consolidated financial statements.

TRANSDIGM GROUP INCORPORATED**CONDENSED CONSOLIDATED STATEMENTS OF INCOME****FOR THE THIRTEEN AND THIRTY-NINE WEEK PERIODS ENDED****JUNE 27, 2009 AND JUNE 28, 2008**

(Amounts in thousands, except per share amounts)

(Unaudited)

	Thirteen Week Periods Ended		Thirty-Nine Week Periods Ended	
	June 27, 2009	June 28, 2008	June 27, 2009	June 28, 2008
NET SALES	\$ 189,875	\$ 186,052	\$ 564,198	\$ 524,473
COST OF SALES	82,024	85,570	243,248	241,980
GROSS PROFIT	107,851	100,482	320,950	282,493
OPERATING EXPENSES:				
Selling and administrative	19,349	19,317	57,937	55,549
Amortization of intangibles	3,305	2,747	10,154	8,841
Total operating expenses	22,654	22,064	68,091	64,390
INCOME FROM OPERATIONS	85,197	78,418	252,859	218,103
INTEREST EXPENSE - Net	21,226	21,849	64,848	70,371
INCOME BEFORE INCOME TAXES	63,971	56,569	188,011	147,732
INCOME TAX PROVISION	22,583	20,570	66,720	52,595
NET INCOME	\$ 41,388	\$ 35,999	\$ 121,291	\$ 95,137
Earnings per share, as restated See Note 9:				
Basic	\$ 0.79	\$ 0.69	\$ 2.31	\$ 1.83
Diluted	\$ 0.79	\$ 0.69	\$ 2.31	\$ 1.83
Denominator for basic and diluted earnings per share, as restated	52,384	52,120	52,518	51,880
Net earnings per share, as reported:				
Basic	\$ 0.86	\$ 0.75	\$ 2.51	\$ 2.00
Diluted	\$ 0.82	\$ 0.72	\$ 2.41	\$ 1.90
Weighted-average shares outstanding, as reported:				
Basic	48,376	48,084	48,411	47,639
Diluted	50,320	50,273	50,356	50,058

See notes to condensed consolidated financial statements.

TRANSDIGM GROUP INCORPORATED**CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN STOCKHOLDERS' EQUITY****FOR THE THIRTY-NINE WEEK PERIOD ENDED JUNE 27, 2009**

(Amounts in thousands, except share amounts)

(Unaudited)

	Common Stock			Retained Earnings	Accumulated Other Comprehensive Income/(Loss)	Treasury Stock		Total
	Number of Shares	Par Value	Additional Paid-In Capital			Number of Shares	Value	
BALANCE, OCTOBER 1, 2008	48,600,848	\$ 486	\$ 365,224	\$ 287,745	\$ 445			\$ 653,900
Purchase of common shares						(494,100)	(15,242)	(15,242)
Compensation expense recognized for stock options			4,190					4,190
Excess tax benefit from exercise of stock options			3,311					3,311
Common stock issued	3,134		60					60
Exercise of stock options	353,332	4	3,218					3,222
Restricted stock compensation			24					24
Comprehensive income:								
Net income				121,291				121,291
Interest rate swap					(5,221)			(5,221)
Other comprehensive loss					(54)			(54)
Comprehensive income								116,016
BALANCE, JUNE 27, 2009	48,957,314	\$ 490	\$ 376,027	\$ 409,036	\$ (4,830)	(494,100)	\$ (15,242)	\$ 765,481

See notes to condensed consolidated financial statements.

TRANSDIGM GROUP INCORPORATED**CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS**

(Amounts in thousands)

(Unaudited)

	Thirty-Nine Week Periods Ended	
	June 27, 2009	June 28, 2008
OPERATING ACTIVITIES:		
Net income	\$ 121,291	\$ 95,137
Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation	10,188	9,808
Amortization of intangibles	10,154	8,841
Amortization of debt issue costs and note premium	2,437	2,285
Non-cash equity compensation	4,214	3,088
Excess tax benefit from exercise of stock options	(3,311)	(17,031)
Deferred income taxes	5,159	4,988
Changes in assets/liabilities, net of effects from acquisitions of businesses:		
Trade accounts receivable	(4,365)	2,352
Inventories	(9,334)	(1,684)
Income taxes receivable/payable	(3,787)	29,311
Other assets	330	(812)
Accounts payable	(6,261)	663
Accrued and other liabilities	2,302	12,974
Net cash provided by operating activities	129,017	149,920
INVESTING ACTIVITIES:		
Capital expenditures	(9,159)	(7,251)
Acquisition of businesses	(66,563)	(84,722)
Net cash used in investing activities	(75,722)	(91,973)
FINANCING ACTIVITIES:		
Excess tax benefit from exercise of stock options	3,311	17,031
Proceeds from exercise of stock options	3,222	8,269
Treasury stock purchased	(15,242)	
Net cash (used in) provided by financing activities	(8,709)	25,300
NET INCREASE IN CASH AND CASH EQUIVALENTS	44,586	83,247
CASH AND CASH EQUIVALENTS, BEGINNING OF PERIOD	159,062	105,946
CASH AND CASH EQUIVALENTS, END OF PERIOD	\$ 203,648	\$ 189,193
SUPPLEMENTAL DISCLOSURE OF CASH FLOW INFORMATION:		
Cash paid during the period for interest	\$ 52,901	\$ 61,444
Cash paid during the period for income taxes	\$ 64,695	\$ 18,095

See notes to condensed consolidated financial statements.

TRANSDIGM GROUP INCORPORATED

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

THIRTEEN AND THIRTY-NINE WEEK PERIODS ENDED JUNE 27, 2009 AND JUNE 28, 2008

(UNAUDITED)

1. DESCRIPTION OF THE BUSINESS

Description of the Business TransDigm Group Incorporated (TD Group), through its wholly-owned subsidiary, TransDigm Inc., is a leading global designer, producer and supplier of highly engineered aircraft components for use on nearly all commercial and military aircraft in service today. TransDigm Inc. (which includes the Adel Wiggins Group), along with TransDigm Inc.'s direct and indirect wholly-owned operating subsidiaries, AeroControlex Group, Inc., MarathonNorco Aerospace, Inc., Adams Rite Aerospace, Inc., Champion Aerospace LLC, Avionic Instruments LLC, Skurka Aerospace Inc., CDA InterCorp LLC, Avtech Corporation, Transicoil LLC, Transicoil (Malaysia) Sendirian Berhad, Bruce Aerospace, Inc., CEF Industries, Inc. and Aircraft Parts Corporation (collectively, with TD Group, the Company or TransDigm) offers a broad range of proprietary aerospace components. Major product offerings, substantially all of which are ultimately provided to end-users in the aerospace industry, include mechanical/electromechanical actuators and controls, ignition systems and components, gear pumps, specialized valves, engineered connectors, power conditioning devices, specialized fluorescent lighting and AC/DC electric motors, aircraft audio systems, engineered latches and cockpit security devices, lavatory hardware and components, hold open rods and locking devices, specialized cockpit displays, elastomers, NiCad batteries/chargers, and starter generators and related components.

Separate Financial Statements Separate financial statements of TransDigm Inc. are not presented since TransDigm Inc. ~~3~~⁷% senior subordinated notes are fully and unconditionally guaranteed on a senior subordinated basis by TD Group and all existing domestic subsidiaries of TransDigm Inc. and since TD Group has no significant operations or assets separate from its investment in TransDigm Inc.

2. UNAUDITED INTERIM FINANCIAL INFORMATION

The financial information included herein is unaudited; however, the information reflects all adjustments (consisting solely of normal recurring adjustments) that are, in the opinion of management, necessary for a fair presentation of the Company's financial position and results of operations and cash flows for the interim periods presented. These financial statements and notes should be read in conjunction with the financial statements and related notes for the year ended September 30, 2008 included in TD Group's Form 10-K dated November 25, 2008. Certain earnings per share and weighted average shares outstanding information included in the Form 10-K dated November 25, 2008 has been restated in TD Group's Form 10-K/A dated February 10, 2010. The September 30, 2008 condensed consolidated balance sheet was derived from the TD Group's audited financial statements. The results of operations for the thirty-nine week period ended June 27, 2009 are not necessarily indicative of the results to be expected for the full year.

3. NEW ACCOUNTING STANDARDS

In February 2007, the Financial Accounting Standards Board (FASB) issued Statement of Financial Accounting Standards No. 159, The Fair Value Option for Financial Assets and Financial Liabilities Including an amendment of FASB Statement No. 115 (SFAS 159). SFAS 159 provides companies with an option to report selected financial assets and liabilities at fair value. SFAS 159's objective is to reduce both complexity in accounting for financial instruments and the volatility in earnings caused by measuring related assets and liabilities differently. The adoption of SFAS 159 as of October 1, 2008 did not have a material impact on the Company's consolidated financial position or results of operations.

In September 2006, the FASB issued Statement of Financial Accounting Standards No. 157, Fair Value Measurements (SFAS 157), which is effective for fiscal years beginning after November 15, 2007 and for interim periods within those years. SFAS 157 defines fair value, establishes a framework for measuring fair value and expands the related disclosure requirements. In October 2008, the FASB issued FASB Staff Position FAS 157-3, Determining the Fair Value of a Financial Asset When the Market for That Asset Is Not Active (FSP 157-3), which clarifies the application of SFAS 157 when the market for a financial asset is not active and provides an example to illustrate key considerations in determining the fair value of a financial asset when the market for that financial asset is not active. FSP 157-3 became effective immediately upon adoption of SFAS 157. SFAS 157 was adopted as of October 1, 2008 for all financial assets and liabilities and nonfinancial assets and liabilities that are recognized or disclosed at fair value in the financial statements on a recurring basis (at least annually). The effective provisions of SFAS 157 are included in Note 10, Fair Value of Financial Instruments. The adoption of SFAS 157 did not have a material impact

on the Company's consolidated financial position or results of operations.

In February 2008, the FASB issued FASB Staff Position No. FAS 157-2, Effective Date of FASB Statement No. 157 (FSP 157-2), which allows for the deferral of the adoption date of SFAS 157 for all nonfinancial assets and nonfinancial liabilities, except those that are recognized or presented at fair value in the financial statements on a recurring basis to fiscal years beginning after November 15, 2008. The adoption of SFAS 157 in fiscal 2010 for those assets and liabilities within the scope of FSP 157-2 is not expected to have a material impact on our financial position, results of operations or cash flows.

In March 2008, the FASB issued Statement of Financial Accounting Standards No. 161, Disclosures about Derivative Instruments and Hedging Activities (SFAS 161). SFAS 161 requires disclosures of how and why an entity uses derivative instruments, how derivative instruments and related hedged items are accounted for and how derivative instruments and related hedged items affect an entity's financial position, financial performance, and cash flows. SFAS 161 is effective for interim periods beginning after November 15, 2008 and fiscal years that include those interim periods. The adoption of SFAS 161 as of December 28, 2008 did not have a material impact on the Company's consolidated financial position or results of operations. See Note 10.

In May 2009, the FASB issued Statement of Financial Accounting Standards No. 165, Subsequent Events (SFAS 165). SFAS No. 165 sets forth: (1) the period after the balance sheet date during which management of a reporting entity should evaluate events or transactions that may occur for potential recognition or disclosure in financial statements, (2) the circumstances under which an entity should recognize events or transactions occurring after the balance sheet date in its financial statements and (3) the disclosures that an entity should make about events or transactions that occurred after the balance sheet date. The Company has evaluated the period beginning June 28, 2009 through August 5, 2009, the date the Company's quarterly financial statements were issued, and concluded there were no events or transactions occurring during this period that required recognition or additional disclosure in the financial statements. See Note 12.

4. ACQUISITIONS

APC On December 16, 2008, TransDigm Inc. acquired all of the outstanding capital stock of Aircraft Parts Corporation (APC) for approximately \$67.6 million in cash, subject to adjustment based on the level of working capital as of the closing date of the acquisition. APC is a designer and manufacturer of starter generators, generator control units and related components for turbine engines, all of which fit well with TransDigm's overall business direction. The Company expects that the \$47.0 million of goodwill recognized for the acquisition will not be deductible for tax purposes.

Unison Product Line On September 26, 2008, TransDigm Inc., through its wholly-owned Champion Aerospace, LLC subsidiary, acquired certain assets related to the magneto and harness product line business of Unison Industries, LLC (Unison product line) for approximately \$68.3 million in cash, net of a purchase price adjustment of \$1.1 million received in November 2008. The acquired product line includes the highly engineered SLICK™ magnetos, harnesses and components, which are used on substantially all of the world's general aviation piston aircraft. These products fit well with Champion's existing product offerings and TransDigm's overall business direction. The Company expects that the \$59.6 million of goodwill recognized for the acquisition will be deductible for tax purposes.

CEF On May 7, 2008, TransDigm Inc. acquired all of the outstanding capital stock of CEF Industries, Inc. (CEF) for approximately \$84.5 million in cash, net of a purchase price adjustment of \$0.5 million received in January 2009. CEF is a designer and manufacturer of specialized and highly engineered actuators, compressors, pumps and related components for the aerospace market, all of which fit well with TransDigm's overall business direction. The Company expects that the \$50.4 million of goodwill recognized for the acquisition will not be deductible for tax purposes.

The Company accounted for the acquisitions of APC, the Unison product line, and CEF (collectively, the Acquisitions) as purchases and included the results of operations of the Acquisitions in its consolidated financial statements from the effective date of each acquisition. Pro forma net sales and results of operations for the Acquisitions, had they occurred at the beginning of the thirty-nine week periods ended June 27, 2009 and June 28, 2008, respectively, are not significant and, accordingly, are not provided.

The Acquisitions strengthen and expand our position to design, produce and supply highly-engineered proprietary aerospace components in niche markets with significant aftermarket content and provide opportunities to create value through the application of our three core value-driven operating strategies. The purchase price paid for each Acquisition reflects the current earnings before interest, taxes, depreciation and amortization (EBITDA) and cash flows, as well as, the future EBITDA and cash flows expected to be generated by the business, which is driven in most cases by the recurring aftermarket consumption over the life of a particular aircraft, which is estimated to be approximately 30 years.

5. INVENTORIES

Inventories are stated at the lower of cost or market. Cost of inventories is determined by the average cost and the first-in, first-out (FIFO) methods for all locations except CEF, which determines the cost of inventories using the last-in, first-out (LIFO) method. Approximately 9% of the inventory was valued under the LIFO method at June 27, 2009.

Inventories consist of the following (in thousands):

	June 27, 2009	September 30, 2008
Work-in-progress and finished goods	\$ 81,651	\$ 78,467
Raw materials and purchased component parts	90,577	81,750
Total	172,228	160,217
Reserve for excess and obsolete inventory	(15,847)	(15,862)
LIFO reserve	1,452	(241)
 Inventories - net	 \$ 157,833	 \$ 144,114

6. INTANGIBLE ASSETS

Intangible assets subject to amortization consist of the following (in thousands):

	June 27, 2009		
	Gross Carrying Amount	Accumulated Amortization	Net
Unpatented technology	\$ 196,957	\$ 33,775	\$ 163,182
License agreement	9,373	3,139	6,234
Trade secrets	18,462	3,895	14,567
Patented technology	1,711	979	732
Order backlog	18,840	18,003	837
Other	1,600	913	687
Total	\$ 246,943	\$ 60,704	\$ 186,239

	September 30, 2008		
	Gross Carrying Amount	Accumulated Amortization	Net
Unpatented technology	\$ 190,493	\$ 27,180	\$ 163,313
License agreement	9,373	2,741	6,632
Trade secrets	18,462	3,267	15,195
Patented technology	1,670	922	748
Order backlog	17,520	15,698	1,822
Other	1,600	742	858
Total	\$ 239,118	\$ 50,550	\$ 188,568

The total carrying amount of identifiable intangible assets not subject to amortization consists of \$173.7 million and \$167.6 million of trademarks and trade names at June 27, 2009 and September 30, 2008, respectively.

Intangible assets acquired during the thirty-nine week period ended June 27, 2009 were as follows (in thousands):

	Cost	Amortization Period
Intangible assets not subject to amortization:		
Goodwill	\$ 46,954	
Trademarks and trade names	6,080	
	53,034	
Intangible assets subject to amortization:		
Unpatented technology	4,590	18 years
Order backlog	1,300	1 year
	5,890	14 years
Total	\$ 58,924	

The aggregate amortization expense on identifiable intangible assets for the thirty-nine week periods ended June 27, 2009 and June 28, 2008 was approximately \$10.2 million and \$8.8 million, respectively. The estimated amortization expense for fiscal 2009 is \$13.5 million and for each of the five succeeding years 2010 through 2014 is \$10.9 million, \$10.6 million, \$10.4 million, \$10.4 million and \$10.4 million, respectively.

The following is a summary of changes in the carrying value of goodwill from September 30, 2008 through June 27, 2009 (in thousands):

Balance, September 30, 2008	\$ 1,354,774
Goodwill acquired during the year	46,954
Other	656
Balance, June 27, 2009	\$ 1,402,384

7. PRODUCT WARRANTY

The Company provides limited warranties in connection with the sale of its products. The warranty period for products sold varies among the Company's operations, ranging generally from 90 days to six years. A provision for the estimated cost to repair or replace the products is recorded at the time of sale and periodically adjusted to reflect actual experience.

The following table presents a reconciliation of changes in the product warranty liability for the periods indicated below (in thousands):

	Thirty-Nine Week Periods Ended	
	June 27, 2009	June 28, 2008
Liability balance at beginning of period	\$ 6,255	\$ 4,624
Accruals for warranties issued	1,673	1,471
Warranty costs incurred	(1,721)	(1,289)
Acquisitions	681	794
Liability balance at end of period	\$ 6,888	\$ 5,600

8. INCOME TAXES

At the end of each reporting period, the Company makes an estimate of its annual effective income tax rate. The estimate used in the year-to-date period may change in subsequent periods. The Company recorded an income tax provision of \$22.6 million in the thirteen week period ended June 27, 2009 compared to \$20.6 million in the prior year period. The effective tax rate for the thirteen week period ended June 27, 2009 was 35.3% compared to 36.4% for the comparable period in the prior year. The lower effective tax rate was primarily due to an increase in the Company's tax benefits related to domestic manufacturing and a reduction in the Company's state and local tax expense.

The Company recorded an income tax provision of \$66.7 million in the thirty-nine week period ended June 27, 2009 compared to \$52.6 million in the prior year period. The effective tax rate was 35.5% for the thirty-nine weeks ended June 27, 2009 and was comparable to the 35.6% for the thirty-nine week period ended June 28, 2008.

The Company and its subsidiaries file income tax returns in the U.S. federal jurisdiction as well as in various state jurisdictions. As of June 27, 2009, the Company is subject to a U.S. Federal income tax examination for fiscal years 2007 and 2008. In addition, the Company is subject to state and local income tax examinations for fiscal years 2004 through 2008.

At June 27, 2009, the Company had \$3.2 million in unrecognized tax benefits, the recognition of which would have an effect of approximately \$2.1 million on the effective tax rate. At September 30, 2008, the Company had \$2.8 million in unrecognized tax benefits, the recognition of which would have an effect of approximately \$1.9 million on the effective tax rate. The Company does not believe that the tax positions that comprise the unrecognized tax benefit amount will change significantly over the next 12 months. The Company recognizes accrued interest and penalties related to unrecognized tax benefits in income tax expense.

9. EARNINGS PER SHARE CALCULATION (RESTATED)

We restated our basic and diluted earnings per share calculations to give effect to participating securities under the two-class method of calculating earnings per share. Historically, the Company had utilized the treasury stock method in order to give effect to outstanding in-the-money stock options. Under the two-class method, securities that participate in dividends, such as the Company's vested outstanding stock options which include non-forfeitable rights to dividends, are considered participating securities.

Earnings per share information is determined using the two-class method, which includes the weighted-average number of common shares outstanding during the period and other securities that participate in dividends (participating securities). Our vested stock options are considered participating securities because they include non-forfeitable rights to dividends. In applying the two-class method, earnings are allocated to both common stock shares and participating securities based on their respective weighted-average shares outstanding for the period. Diluted earnings per share information may include the additional effect of other securities, if dilutive, in which case the dilutive effect of such securities is calculated using the treasury stock method.

The following table sets forth the computation of basic and diluted earnings per share:

	Thirteen Week Periods Ended		Thirty-Nine Week Periods Ended	
	June 27, 2009	June 28, 2008	June 27, 2009	June 28, 2008
Numerator for earnings per share:				
Net income	\$ 41,388	\$ 35,999	\$ 121,291	\$ 95,137
Denominator for basic and diluted earnings per share, as restated:				
Weighted average common shares outstanding	48,376	48,084	48,411	47,639
Vested options deemed participating securities	4,008	4,036	4,107	4,241
Total shares for basic and diluted earnings per share	52,384	52,120	52,518	51,880
Earnings per share, as restated:				
Basic	\$ 0.79	\$ 0.69	\$ 2.31	\$ 1.83
Diluted	\$ 0.79	\$ 0.69	\$ 2.31	\$ 1.83
Earnings per share, as reported:				
Basic	\$ 0.86	\$ 0.75	\$ 2.51	\$ 2.00
Diluted	\$ 0.82	\$ 0.72	\$ 2.41	\$ 1.90
Weighted average shares outstanding, as reported:				

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Basic	48,376	48,084	48,411	47,639
Diluted	50,320	50,273	50,356	50,058

10. FAIR VALUE OF FINANCIAL INSTRUMENTS

The Company has various financial instruments, including cash and cash equivalents, accounts receivable and payable, accrued liabilities, interest rate swaps and long-term debt. SFAS 157 (See Note 3) establishes a valuation hierarchy for disclosure of the inputs to valuation used to measure fair value. This hierarchy prioritizes the inputs into three broad levels as follows. Level 1 inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities. Level 2 inputs are quoted prices for similar assets and liabilities in active markets, quoted prices for identical or similar assets or liabilities in markets that are not active, and inputs (other than quoted prices) that are observable for the asset or liability, either directly or indirectly. Level 3 inputs are unobservable inputs for the asset or liability. A financial asset or liability's classification within the hierarchy is determined based on the lowest level input that is significant to the fair value measurement.

The carrying values of the Company's cash and cash equivalents, accounts receivable and payable, and accrued liabilities approximate their fair value due to the short-term maturities of these assets and liabilities. The estimated fair value of the Company's term loans approximated \$739 million at June 27, 2009 based on information provided by the agent under the Company's Senior Secured Credit Facility. The estimated fair value of the Company's 7/4% Senior Subordinated Notes approximated \$551 million at June 27, 2009 based upon quoted market prices.

Interest rate swap agreements are entered into to manage interest rate risk associated with floating-rate borrowings under the Senior Secured Credit Facility of \$780 million. The interest rate swap agreements utilized by the Company effectively modify the Company's exposure to interest rate risk by converting a portion of the Company's floating-rate debt to a fixed rate basis through the expiration dates of the agreements, thereby reducing the impact of interest rate changes on future interest expense. These agreements involve the receipt of floating rate amounts in exchange for fixed rate interest payments over the life of the agreements without an exchange of the underlying principal amounts. These derivative instruments qualify as effective cash flow hedges under SFAS No. 133, Accounting for Derivative Instruments and Hedging Activities. Accordingly, changes in the fair values of the interest rate swaps are recorded as other comprehensive income. At June 27, 2009, one agreement was in place to swap the variable interest rate on the Senior Secured Credit Facility for fixed interest rates for the notional amount of \$300 million through March 23, 2011. The agreement to swap the variable interest rate on a notional amount of \$150 million expired on June 23, 2009.

The following table provides the liabilities carried at fair value measured on a recurring basis as of June 27, 2009 (in thousands):

	Fair Value at June 27, 2009	Fair Value Measurements Using Inputs Considered as		
		Level 1	Level 2	Level 3
Interest Rate Swap ⁽¹⁾	\$ 7,665	\$	\$ 7,665	\$

(1) Included in Other non-current liabilities on the Condensed Consolidated Balance Sheets.

Interest rate swaps are measured at fair value using quoted market prices for the swap interest rate indexes over the term of the swap discounted to present value versus the fixed rate of the contract. They are classified within Level 2 of the valuation hierarchy.

11. COMPREHENSIVE INCOME

Comprehensive income, which includes adjustments for changes in the fair values of the interest rate swap agreements on a net of tax basis, was approximately \$116.0 million and \$99.8 million for the thirty-nine week periods ended June 27, 2009 and June 28, 2008, respectively.

12. SUBSEQUENT EVENT

On July 24, 2009, the Company completed the acquisition of Acme Aerospace, Inc. (Acme) for approximately \$40 million in cash. Acme is based in Tempe, Arizona and produces fibrous nickel cadmium main ship batteries, battery chargers, battery back-up systems and power conversion equipment. Acme manufactures proprietary, highly engineered components for the aerospace industry with high aftermarket content, all of which fit well with TransDigm's overall business strategy.

13. SUPPLEMENTAL GUARANTOR INFORMATION

TransDigm's 7/4% senior subordinated notes are jointly and severally guaranteed, on a senior subordinated basis, by TD Group and TransDigm Inc.'s Domestic Restricted Subsidiaries, as defined therein. The following supplemental condensed consolidating financial information presents, in separate columns, the balance sheets of the Company as of June 27, 2009 and September 30, 2008 and its statements of income and cash flows for the thirty-nine week periods ended June 27, 2009 and June 28, 2008 for (i) TransDigm Group on a parent only basis with its investment in subsidiaries recorded under the equity method, (ii) TransDigm Inc. including its directly owned operations and non-operating entities, (iii) the Subsidiary Guarantors on a combined basis, and (iv) the Company on a consolidated basis.

TRANSDIGM GROUP INCORPORATED

CONDENSED CONSOLIDATING BALANCE SHEET

AS OF JUNE 27, 2009

(Amounts in thousands)

	TransDigm Group	TransDigm Inc.	Subsidiary Guarantors	Eliminations	Total Consolidated
ASSETS					
CURRENT ASSETS:					
Cash and cash equivalents	\$ 4,806	\$ 202,903	\$ (4,061)	\$	\$ 203,648
Trade accounts receivable - Net		11,120	93,610	(201)	104,529
Inventories		20,319	137,732	(218)	157,833
Deferred income taxes		14,784			14,784
Prepaid expenses and other		8,974	1,435		10,409
Total current assets	4,806	258,100	228,716	(419)	491,203
INVESTMENT IN SUBSIDIARIES AND INTERCOMPANY BALANCES					
PROPERTY, PLANT AND EQUIPMENT - Net	760,675	2,074,903	575,577	(3,411,155)	
GOODWILL		14,937	84,554		99,491
TRADEMARKS AND TRADE NAMES		40,348	1,363,908	(1,872)	1,402,384
OTHER INTANGIBLE ASSETS - Net		19,376	154,330		173,706
DEBT ISSUE COSTS - Net		10,132	174,235	1,872	186,239
OTHER		16,520			16,520
		2,152	1,397		3,549
TOTAL ASSETS	\$ 765,481	\$ 2,436,468	\$ 2,582,717	\$ (3,411,574)	\$ 2,373,092
LIABILITIES AND STOCKHOLDERS EQUITY					
CURRENT LIABILITIES:					
Accounts payable	\$	\$ 4,619	\$ 15,119	\$ (201)	\$ 19,537
Accrued liabilities		29,635	33,458		63,093
Total current liabilities		34,254	48,577	(201)	82,630
LONG-TERM DEBT		1,356,878			1,356,878
DEFERRED INCOME TAXES		155,482			155,482
OTHER NON-CURRENT LIABILITIES		11,177	1,444		12,621
Total liabilities		1,557,791	50,021	(201)	1,607,611
STOCKHOLDERS EQUITY	765,481	878,677	2,532,696	(3,411,373)	765,481
TOTAL LIABILITIES AND STOCKHOLDERS EQUITY	\$ 765,481	\$ 2,436,468	\$ 2,582,717	\$ (3,411,574)	\$ 2,373,092

TRANSDIGM GROUP INCORPORATED

CONDENSED CONSOLIDATING BALANCE SHEET

AS OF SEPTEMBER 30, 2008

(Amounts in thousands)

	TransDigm Group	TransDigm Inc.	Subsidiary Guarantors	Eliminations	Total Consolidated
ASSETS					
CURRENT ASSETS:					
Cash and cash equivalents	\$ 1,552	\$ 160,680	\$ (3,170)	\$	\$ 159,062
Trade accounts receivable - Net		11,668	84,753	(225)	96,196
Inventories		19,028	125,290	(204)	144,114
Deferred income taxes		19,902			19,902
Prepaid expenses and other		2,680	1,480		4,160
Total current assets	1,552	213,958	208,353	(429)	423,434
INVESTMENTS IN SUBSIDIARIES AND INTERCOMPANY BALANCES					
PROPERTY, PLANT AND EQUIPMENT - Net	652,681	1,993,525	430,757	(3,076,963)	
GOODWILL		40,320	1,314,454		1,354,774
TRADEMARKS AND TRADE NAMES		19,376	148,250		167,626
OTHER INTANGIBLE ASSETS - Net		10,565	178,003		188,568
DEBT ISSUE COSTS - Net		19,309			19,309
OTHER		5,517	352		5,869
TOTAL ASSETS	\$ 654,233	\$ 2,317,065	\$ 2,361,915	\$ (3,077,392)	\$ 2,255,821
LIABILITIES AND STOCKHOLDERS EQUITY					
CURRENT LIABILITIES:					
Accounts payable	\$	\$ 6,546	\$ 18,817	\$ (223)	\$ 25,140
Accrued liabilities	5,939	22,255	35,168		63,362
Total current liabilities	5,939	28,801	53,985	(223)	88,502
LONG-TERM DEBT		1,357,230			1,357,230
DEFERRED INCOME TAXES	(5,606)	157,278			151,672
OTHER NON-CURRENT LIABILITIES		3,073	1,444		4,517
Total liabilities	333	1,546,382	55,429	(223)	1,601,921
STOCKHOLDERS EQUITY	653,900	770,683	2,306,486	(3,077,169)	653,900
TOTAL LIABILITIES AND STOCKHOLDERS EQUITY	\$ 654,233	\$ 2,317,065	\$ 2,361,915	\$ (3,077,392)	\$ 2,255,821

TRANSDIGM GROUP INCORPORATED
CONDENSED CONSOLIDATING STATEMENT OF INCOME
FOR THE THIRTY-NINE WEEK PERIOD ENDED JUNE 27, 2009

(Amounts in thousands)

	TransDigm Group	TransDigm Inc.	Subsidiary Guarantors	Eliminations	Total Consolidated
NET SALES	\$	\$ 51,812	\$ 513,484	\$ (1,098)	\$ 564,198
COST OF SALES		29,364	214,970	(1,086)	243,248
GROSS PROFIT		22,448	298,514	(12)	320,950
OPERATING EXPENSES:					
Selling and administrative		19,670	38,267		57,937
Amortization of intangibles		468	9,686		10,154
Total operating expenses		20,138	47,953		68,091
INCOME FROM OPERATIONS		2,310	250,561	(12)	252,859
OTHER INCOME (EXPENSES):					
Interest expense - net		(61,457)	(3,391)		(64,848)
Equity in income of subsidiaries	121,291	159,438		(280,729)	
INCOME BEFORE INCOME TAXES	121,291	100,291	247,170	(280,741)	188,011
INCOME TAX PROVISION (BENEFIT)		(21,000)	87,720		66,720
NET INCOME	\$ 121,291	\$ 121,291	\$ 159,450	\$ (280,741)	\$ 121,291

TRANSDIGM GROUP INCORPORATED
CONDENSED CONSOLIDATING STATEMENT OF INCOME
FOR THE THIRTY-NINE WEEK PERIOD ENDED JUNE 28, 2008

(Amounts in thousands)

	TransDigm Group	TransDigm Inc.	Subsidiary Guarantors	Eliminations	Total Consolidated
NET SALES	\$	\$ 56,575	\$ 469,263	\$ (1,365)	\$ 524,473
COST OF SALES		33,834	209,416	(1,270)	241,980
GROSS PROFIT		22,741	259,847	(95)	282,493
OPERATING EXPENSES:					
Selling and administrative		18,164	37,385		55,549
Amortization of intangibles		468	8,373		8,841
Total operating expenses		18,632	45,758		64,390
INCOME FROM OPERATIONS		4,109	214,089	(95)	218,103
OTHER INCOME (EXPENSES):					
Interest expense - net		(47,954)	(22,417)		(70,371)
Equity in income of subsidiaries	95,137	123,343		(218,480)	
INCOME BEFORE INCOME TAXES	95,137	79,498	191,672	(218,575)	147,732
INCOME TAX PROVISION (BENEFIT)		(15,639)	68,234		52,595
NET INCOME	\$ 95,137	\$ 95,137	\$ 123,438	\$ (218,575)	\$ 95,137

TRANSDIGM GROUP INCORPORATED
CONDENSED CONSOLIDATING STATEMENT OF CASH FLOWS**FOR THE THIRTY-NINE WEEK PERIOD ENDED JUNE 27, 2009****(Amounts in thousands)**

	TransDigm Group	TransDigm Inc.	Subsidiary Guarantors	Eliminations	Total Consolidated
OPERATING ACTIVITIES	\$ (6,214)	\$ (25,380)	\$ 160,611	\$	\$ 129,017
INVESTING ACTIVITIES:					
Capital expenditures		(1,657)	(7,502)		(9,159)
Acquisition of businesses		(66,563)			(66,563)
Net cash used in investing activities		(68,220)	(7,502)		(75,722)
FINANCING ACTIVITIES:					
Intercompany activities	18,177	135,823	(154,000)		
Excess tax benefit from exercise of stock options	3,311				3,311
Proceeds from exercise of stock options	3,222				3,222
Purchase of treasury stock	(15,242)				(15,242)
Net cash provided by (used in) financing activities	9,468	135,823	(154,000)		(8,709)
INCREASE (DECREASE) IN CASH AND CASH EQUIVALENTS	3,254	42,223	(891)		44,586
CASH AND CASH EQUIVALENTS, BEGINNING OF PERIOD	1,552	160,680	(3,170)		159,062
CASH AND CASH EQUIVALENTS, END OF PERIOD	\$ 4,806	\$ 202,903	\$ (4,061)	\$	\$ 203,648

TRANSDIGM GROUP INCORPORATED
CONDENSED CONSOLIDATING STATEMENT OF CASH FLOWS**FOR THE THIRTY-NINE WEEK PERIOD ENDED JUNE 27, 2008****(Amounts in thousands)**

	TransDigm Group	TransDigm Inc.	Subsidiary Guarantors	Eliminations	Total Consolidated
OPERATING ACTIVITIES	\$ 1,457	\$ 36,473	\$ 111,990	\$	\$ 149,920
INVESTING ACTIVITIES:					
Capital expenditures		(984)	(6,267)		(7,251)
Acquisitions of businesses		(84,722)			(84,722)
Net cash used in investing activities		(85,706)	(6,267)		(91,973)
FINANCING ACTIVITIES:					
Changes in intercompany activities	(17,589)	121,343	(103,754)		
Excess tax benefit from exercise of stock options	17,031				17,031
Proceeds from exercise of stock options	8,269				8,269
Net cash provided by (used in) financing activities	7,711	121,343	(103,754)		25,300
INCREASE (DECREASE) IN CASH AND CASH EQUIVALENTS	9,168	72,110	1,969		83,247
CASH AND CASH EQUIVALENTS, BEGINNING OF PERIOD	11,117	97,780	(2,951)		105,946
CASH AND CASH EQUIVALENTS, END OF PERIOD	\$ 20,285	\$ 169,890	\$ (982)	\$	\$ 189,193

* * * * *

ITEM 4. CONTROLS AND PROCEDURES

As of June 27, 2009 and in connection with the preparation of the Original Filing, TD Group carried out an evaluation, under the supervision and with the participation of TD Group's management, including its Chief Executive Officer (Principal Executive Officer) and Chief Financial Officer (Principal Financial and Accounting Officer), of the effectiveness of the design and operation of TD Group's disclosure controls and procedures. Based upon that evaluation, the Chief Executive Officer and Chief Financial Officer concluded that TD Group's disclosure controls and procedures were effective to ensure that information required to be disclosed by TD Group in the reports it files or submits under the Securities Exchange Act of 1934, as amended, is recorded, processed, summarized and reported, within the time periods specified by the Securities and Exchange Commission's rules and forms, and that such information is accumulated and communicated to TD Group's management, including its Chief Executive Officer and Chief Financial Officer, as appropriate, to allow timely decisions regarding required disclosure. In designing and evaluating the disclosure controls and procedures, TD Group's management recognized that any controls and procedures, no matter how well designed and operated, can provide only reasonable assurance of achieving the desired control objectives, and management necessarily was required to apply its judgment in designing and evaluating the controls and procedures. Subsequent to the issuance of the Original Filing, management identified a material weakness relating to the application of the two-class method in calculating basic and diluted earnings per share. Solely as a result of this material weakness, management has revised its earlier assessment and has now concluded that TD Group's disclosure controls and procedures were not effective as of June 27, 2009. However, as of the date hereof, management believes that as a result of the remedial actions described below, we have remediated the material weakness in TD Group's disclosure controls and procedures, and that as of the date hereof, TD Group's disclosure controls and procedures are effective. Subsequent to the filing of the Original Filing, and in connection with the filing of this Form 10-Q/A, TD Group has put in place a review process in order to identify any participating securities and appropriately calculate the effect on basic and diluted earnings per share, and TD Group believes, as of the date hereof, that the material weakness has been remediated.

Changes in Internal Control over Financial Reporting

There have been no changes in TD Group's internal control over financial reporting that occurred during the thirteen week period ending June 27, 2009 that have materially affected, or are reasonably likely to materially affect, TD Group's internal control over financial reporting.

SIGNATURES

TRANSDIGM GROUP INCORPORATED

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 thereunto duly assigned.

SIGNATURE	TITLE	DATE
/s/ W. Nicholas Howley	Chairman of the Board of Directors and	February 10, 2010
W. Nicholas Howley	Chief Executive Officer (Principal Executive Officer)	
/s/ Gregory Rufus	Chief Financial Officer and	February 10, 2010
Gregory Rufus	Executive Vice President (Principal Financial and Accounting Officer)	

EXHIBIT INDEX

TO FORM 10-Q/A FOR THE PERIOD ENDED JUNE 27, 2009

EXHIBIT NO.	DESCRIPTION
3.1	Certificate of Incorporation of Acme Aerospace, Inc. filed July 10, 2009. (Incorporated by reference to Form 10-Q filed August 5, 2009)
3.2	Bylaws of Acme Aerospace, Inc. (Incorporated by reference to Form 10-Q filed August 5, 2009)
10.1	Amendment No. 3 to the TransDigm Group Incorporated Fourth Amended and Restated 2003 Stock Option Plan * (Incorporated by reference to Form 8-K filed April 28, 2009).
10.2	Amended and Restated TransDigm Group Incorporated 2006 Stock Incentive Plan Dividend Equivalent Plan * (Incorporated by reference to Form 8-K filed April 28, 2009).
10.3	Second Amended and Restated TransDigm Group Incorporated 2003 Stock Option Plan Dividend Equivalent Plan * (Incorporated by reference to Form 8-K filed April 28, 2009).
31.1	Certification by Principal Executive Officer of TransDigm Group Incorporated pursuant to Rule 13a-14(a) or 15d-14(a) of the Securities Exchange Act of 1934, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
31.2	Certification by Principal Financial Officer of TransDigm Group Incorporated pursuant to Rule 13a-14(a) or 15d-14(a) of the Securities Exchange Act of 1934, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
32.1	Certification by Principal Executive Officer of TransDigm Group Incorporated pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
32.2	Certification by Principal Financial Officer of TransDigm Group Incorporated pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.

* Indicates management contract or compensatory plan contract or arrangement