

Hartwell Corp
Form S-4/A
August 12, 2013
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As filed with the Securities and Exchange Commission on August 12, 2013

Registration No. 333-190013

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Amendment No. 1

to

Form S-4

REGISTRATION STATEMENT

UNDER

THE SECURITIES ACT OF 1933

TransDigm Inc.

TransDigm Group Incorporated

Subsidiary Guarantors Listed on Schedule A Hereto

(Exact name of registrant as specified in its charter)

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TransDigm Inc.
Delaware
(State or other jurisdiction of
incorporation or organization)

34-1750032
(I.R.S. Employer Identification No.)

3728
(Primary Standard Industrial
Classification Code Number)

TransDigm Group Incorporated
Delaware
(State or other jurisdiction of
incorporation or organization)

41-2101738
(I.R.S. Employer Identification No.)

1301 East 9th Street, Suite 3000

Cleveland, Ohio 44114

(216) 706-2960

(Address, including zip code, and telephone number, including area code, of each of the registrants' principal executive offices)

W. Nicholas Howley

Chairman and Chief Executive Officer

TransDigm Group Incorporated

1301 East 9th Street, Suite 3000

Cleveland, Ohio 44114

(216) 706-2960

(Name, address, including zip code, and telephone number, including area code, of agent for service)

Copy to:

Christopher M. Kelly

John T. Owen

Jones Day

222 East 41st Street

New York, New York 10017-6702

(212) 326-3939

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Approximate date of commencement of proposed sale to the public:

As soon as practicable after this Registration Statement becomes effective.

If the securities being registered on this Form are to be offered in connection with the formation of a holding company and there is compliance with General Instruction G, check the following box.

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

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

Large accelerated filer	<input checked="" type="checkbox"/>	Accelerated filer	<input type="checkbox"/>
Non-accelerated filer	<input type="checkbox"/>	Smaller reporting company	<input type="checkbox"/>

(Do not check if a smaller reporting company)

If applicable, place an X in the box to designate the appropriate rule provision relied upon in conducting this transaction:

Exchange Act Rule 13e-4(i) (Cross-Border Issuer Tender Offer)

Exchange Act Rule 14d-1(d) (Cross-Border Third-Party Tender Offer)

The registrant hereby amends this registration statement on such date or dates as may be necessary to delay its effective date until the registrants shall file a further amendment which specifically states that this registration statement shall thereafter become effective in accordance with Section 8(a) of the Securities Act of 1933, as amended, or until the registration statement shall become effective on such date as the Securities and Exchange Commission, acting pursuant to Section 8(a), may determine.

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SCHEDULE A

CHAMPION AEROSPACE LLC	ADAMS RITE AEROSPACE, INC.
(Name as specified in its charter)	(Name as specified in its charter)
DELAWARE	CALIFORNIA
(State or other jurisdiction of incorporation or organization)	(State or other jurisdiction of incorporation or organization)
3728	3728
(Primary Standard Industrial Classification Code Number)	(Primary Standard Industrial Classification Code Number)
58-2623644	95-4056812
(I.R.S. Employer Identification Number)	(I.R.S. Employer Identification Number)
1230 OLD NORRIS ROAD	4141 NORTH PALM STREET
LIBERTY, SC 29657	FULLERTON, CA 92835
(864) 843-1162	(714) 278-6500
(Address, including zip code, and telephone number, including area code, of principal executive offices)	(Address, including zip code, and telephone number, including area code, of principal executive offices)
MARATHONNORCO AEROSPACE, INC.	AVIONIC INSTRUMENTS LLC
(Name as specified in its charter)	(Name as specified in its charter)
DELAWARE	DELAWARE
(State or other jurisdiction of incorporation or organization)	(State or other jurisdiction of incorporation or organization)
3728	3728
(Primary Standard Industrial Classification Code Number)	(Primary Standard Industrial Classification Code Number)
74-2707437	13-2666109
(I.R.S. Employer Identification Number)	(I.R.S. Employer Identification Number)
8301 IMPERIAL DRIVE	1414 RANDOLPH AVENUE
WACO, TX 76712	AVENEL, NEW JERSEY 07001-2402
(254) 776-0650	(732) 388-3500

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(Address, including zip code, and telephone number, including area code, of principal executive offices)	(Address, including zip code, and telephone number, including area code, of principal executive offices)
SKURKA AEROSPACE INC.	CDA INTERCORP LLC
(Name as specified in its charter)	(Name as specified in its charter)
DELAWARE	FLORIDA
(State or other jurisdiction of incorporation or organization)	(State or other jurisdiction of incorporation or organization)
3728	3728
(Primary Standard Industrial Classification Code Number)	(Primary Standard Industrial Classification Code Number)
20-2042650	59-1285683
(I.R.S. Employer Identification Number)	(I.R.S. Employer Identification Number)
4600 CALLE BOLERO, P.O. BOX 2869 CAMARILLO, CALIFORNIA 93011-2869	450 GOOLSBY BLVD. DEERFIELD, FLORIDA 33442
(805) 484-8884	(954) 698-6000
(Address, including zip code, and telephone number, including area code, of principal executive offices)	(Address, including zip code, and telephone number, including area code, of principal executive offices)

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<p>AVIATION TECHNOLOGIES, INC. (Name as specified in its charter)</p> <p>DELAWARE (State or other jurisdiction of incorporation or organization)</p> <p>3728 (Primary Standard Industrial Classification Code Number)</p> <p>04-3750236 (I.R.S. Employer Identification Number)</p> <p>1301 EAST 9TH STREET, SUITE 3000 CLEVELAND, OHIO 44114 (216) 706-2960 (Address, including zip code, and telephone number, including area code, of principal executive offices)</p> <p>TRANSCOIL LLC (Name as specified in its charter)</p> <p>DELAWARE (State or other jurisdiction of incorporation or organization)</p> <p>3728 (Primary Standard Industrial Classification Code Number)</p> <p>26-0084182 (I.R.S. Employer Identification Number)</p> <p>9 IRON BRIDGE DRIVE COLLEGEVILLE, PENNSYLVANIA 19426 (484) 902-1100 (Address, including zip code, and telephone number, including area code,</p>	<p>AVTECHTYEE, INC. (Name as specified in its charter)</p> <p>WASHINGTON (State or other jurisdiction of incorporation or organization)</p> <p>3728 (Primary Standard Industrial Classification Code Number)</p> <p>91-0761549 (I.R.S. Employer Identification Number)</p> <p>6500 MERRILL CREEK PARKWAY EVERETT, WASHINGTON 98203 (425) 290-3100 (Address, including zip code, and telephone number, including area code, of principal executive offices)</p> <p>MALAYSIAN AEROSPACE SERVICES, INC. (Name as specified in its charter)</p> <p>DELAWARE (State or other jurisdiction of incorporation or organization)</p> <p>3728 (Primary Standard Industrial Classification Code Number)</p> <p>20-4894903 (I.R.S. Employer Identification Number)</p> <p>1301 EAST 9TH STREET, SUITE 3000 CLEVELAND, OHIO 44114 (216) 706-2960 (Address, including zip code, and telephone number, including area code,</p>
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of principal executive offices)	of principal executive offices)
AEROCONTROLEX GROUP, INC.	ACME AEROSPACE, INC.
(Name as specified in its charter)	(Name as specified in its charter)
DELAWARE	DELAWARE
(State or other jurisdiction of incorporation or organization)	(State or other jurisdiction of incorporation or organization)
3728	3728
(Primary Standard Industrial Classification Code Number)	(Primary Standard Industrial Classification Code Number)
26-0379798	16-0324980
(I.R.S. Employer Identification Number)	(I.R.S. Employer Identification Number)
4223 MONTICELLO BLVD	528 W. 21ST STREET, SUITE 6
SOUTH EUCLID, OHIO 44121	TEMPE, ARIZONA 85282
(216) 291-6025	(480) 894-6864
(Address, including zip code, and telephone number, including area code, of principal executive offices)	(Address, including zip code, and telephone number, including area code, of principal executive offices)

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DUKES AEROSPACE, INC.

(Name as specified in its charter)

DELAWARE

(State or other jurisdiction of incorporation or organization)

3728

(Primary Standard Industrial Classification Code Number)

27-1368976

(I.R.S. Employer Identification Number)

9060 WINNETKA AVENUE

NORTHRIDGE, CALIFORNIA 91324

(818) 998-9811

(Address, including zip code, and
telephone number, including area code,
of principal executive offices)

BRUCE AEROSPACE INC.

(Name as specified in its charter)

DELAWARE

(State or other jurisdiction of incorporation or organization)

3728

(Primary Standard Industrial Classification Code Number)

26-0658833

(I.R.S. Employer Identification Number)

101 EVANS AVENUE

DAYTON, NEVADA 89403

(775) 246-0101

(Address, including zip code, and
telephone number, including area code,

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of principal executive offices)

CEF INDUSTRIES, LLC

(Name as specified in its charter)

DELAWARE

(State or other jurisdiction of incorporation or organization)

3728

(Primary Standard Industrial Classification Code Number)

36-2056886

(I.R.S. Employer Identification Number)

320 SOUTH CHURCH STREET

ADDISON, ILLINOIS 60101

(630) 628-2299

(Address, including zip code, and
telephone number, including area code,

of principal executive offices)

BRUCE INDUSTRIES, INC.

(Name as specified in its charter)

COLORADO

(State or other jurisdiction of incorporation or organization)

3728

(Primary Standard Industrial Classification Code Number)

20-8487769

(I.R.S. Employer Identification Number)

101 EVANS AVENUE

DAYTON, NEVADA 89403

(775) 246-0101

(Address, including zip code, and
telephone number, including area code,

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of principal executive offices)

SEMCO INSTRUMENTS, INC.

(Name as specified in its charter)

DELAWARE

(State or other jurisdiction of incorporation or

organization)

3728

(Primary Standard Industrial Classification Code Number)

95-2500600

(I.R.S. Employer Identification Number)

25700 RYE CANYON ROAD

VALENCIA, CALIFORNIA 91355

(661) 257-2000

(Address, including zip code, and
telephone number, including area code,

of principal executive offices)

HARTWELL CORPORATION

(Name as specified in its charter)

CALIFORNIA

(State or other jurisdiction of incorporation or

organization)

3728

(Primary Standard Industrial Classification Code Number)

95-1936254

(I.R.S. Employer Identification Number)

900 S. RICHFIELD ROAD

PLACENTIA, CALIFORNIA 92870

(714) 993-4200

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(Address, including zip code, and
telephone number, including area code,
of principal executive offices)

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MCKECHNIE AEROSPACE HOLDINGS, INC.

(Name as specified in its charter)

DELAWARE

(State or other jurisdiction of incorporation or
organization)

3728

(Primary Standard Industrial Classification Code Number)

26-0181650

(I.R.S. Employer Identification Number)

1301 EAST 9TH STREET, SUITE 3000

CLEVELAND, OHIO 44114

(216) 706-2960

(Address, including zip code, and
telephone number, including area code,
of principal executive offices)

MCKECHNIE AEROSPACE US LLC

(Name as specified in its charter)

DELAWARE

(State or other jurisdiction of incorporation or
organization)

3728

(Primary Standard Industrial Classification Code Number)

27-0127704

(I.R.S. Employer Identification Number)

1301 EAST 9TH STREET, SUITE 3000

CLEVELAND, OHIO 44114

(216) 706-2960

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(Address, including zip code, and
telephone number, including area code,
of principal executive offices)

MCKECHNIE AEROSPACE DE, INC.

(Name as specified in its charter)

DELAWARE

(State or other jurisdiction of incorporation or
organization)

3728

(Primary Standard Industrial Classification Code Number)

20-8964837

(I.R.S. Employer Identification Number)

1301 EAST 9TH STREET, SUITE 3000

CLEVELAND, OHIO 44114

(216) 706-2960

(Address, including zip code, and
telephone number, including area code,
of principal executive offices)

MCKECHNIE AEROSPACE INVESTMENTS, INC.

(Name as specified in its charter)

DELAWARE

(State or other jurisdiction of incorporation or
organization)

3728

(Primary Standard Industrial Classification Code Number)

58-2430801

(I.R.S. Employer Identification Number)

1301 EAST 9TH STREET, SUITE 3000

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CLEVELAND, OHIO 44114

(216) 706-2960

(Address, including zip code, and
telephone number, including area code,
of principal executive offices)

TEXAS ROTRONICS, INC.

(Name as specified in its charter)

TEXAS

(State or other jurisdiction of incorporation or
organization)

3728

(Primary Standard Industrial Classification Code Number)

74-2925673

(I.R.S. Employer Identification Number)

601 WEST ELIZABETH STREET

BROWNSVILLE, TEXAS 78520

(956) 571-5031

(Address, including zip code, and
telephone number, including area code,
of principal executive offices)

WESTERN SKY INDUSTRIES, LLC

(Name as specified in its charter)

DELAWARE

(State or other jurisdiction of incorporation or
organization)

3728

(Primary Standard Industrial Classification Code Number)

94-3033701

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(I.R.S. Employer Identification Number)

2600 S. CUSTER AVE.

WICHITA, KANSAS 67217

(316) 941-0400

(Address, including zip code, and
telephone number, including area code,
of principal executive offices)

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SCHNELLER INTERNATIONAL SALES CORP.

(Name as specified in its charter)

OHIO

(State or other jurisdiction of incorporation or
organization)

3728

(Primary Standard Industrial Classification Code Number)

34-2041979

(I.R.S. Employer Identification Number)

6019 POWDERMILL RD.

KENT, OHIO 44240

(Address, including zip code, and
telephone number, including area code,
of principal executive offices)

SCHNELLER LLC

(Name as specified in its charter)

DELAWARE

(State or other jurisdiction of incorporation or
organization)

3728

(Primary Standard Industrial Classification Code Number)

87-0802616

(I.R.S. Employer Identification Number)

6019 POWDERMILL RD.

KENT, OHIO 44240

(Address, including zip code, and
telephone number, including area code,

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of principal executive offices)

SCHNELLER HOLDINGS, LLC

(Name as specified in its charter)

DELAWARE

(State or other jurisdiction of incorporation or

organization)

3728

(Primary Standard Industrial Classification Code Number)

87-0802607

(I.R.S. Employer Identification Number)

6019 POWDERMILL RD.

KENT, OHIO 44240

(Address, including zip code, and

telephone number, including area code,

of principal executive offices)

AMSAFE C SAFE, INC.

(Name as specified in its charter)

DELAWARE

(State or other jurisdiction of incorporation or

organization)

3728

(Primary Standard Industrial Classification Code Number)

32-0261761

(I.R.S. Employer Identification Number)

1301 EAST 9TH STREET, SUITE 3000

CLEVELAND, OHIO 44114

(Address, including zip code, and

telephone number, including area code,

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of principal executive offices)

HARCO LABORATORIES, INCORPORATED

(Name as specified in its charter)

CONNECTICUT

(State or other jurisdiction of incorporation or

organization)

3728

(Primary Standard Industrial Classification Code Number)

06-0691144

(I.R.S. Employer Identification Number)

186 CEDAR STREET

BRANFORD, CONNECTICUT 06405

(203) 483-3700

(Address, including zip code, and

telephone number, including area code,

of principal executive offices)

AMSAFE GLOBAL HOLDINGS, INC.

(Name as specified in its charter)

DELAWARE

(State or other jurisdiction of incorporation or

organization)

3728

(Primary Standard Industrial Classification Code Number)

26-1268176

(I.R.S. Employer Identification Number)

1301 EAST 9TH STREET, SUITE 3000

CLEVELAND, OHIO, 44114

(216) 706-2960

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(Address, including zip code, and
telephone number, including area code,
of principal executive offices)

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AP GLOBAL ACQUISITION CORP.

(Name as specified in its charter)

DELAWARE

(State or other jurisdiction of incorporation or
organization)

3728

(Primary Standard Industrial Classification Code Number)

26-1172816

(I.R.S. Employer Identification Number)

1301 EAST 9TH STREET, SUITE 3000

CLEVELAND, OHIO, 44114

(216) 706-2960

(Address, including zip code, and
telephone number, including area code,
of principal executive offices)

BRIDPORT HOLDINGS, INC.

(Name as specified in its charter)

DELAWARE

(State or other jurisdiction of incorporation or
organization)

3728

(Primary Standard Industrial Classification Code Number)

74-3127247

(I.R.S. Employer Identification Number)

1301 EAST 9TH STREET, SUITE 3000

CLEVELAND, OHIO, 44114

(216) 706-2960

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(Address, including zip code, and
telephone number, including area code,
of principal executive offices)

AP GLOBAL HOLDINGS, INC.

(Name as specified in its charter)

DELAWARE

(State or other jurisdiction of incorporation or
organization)

3728

(Primary Standard Industrial Classification Code Number)

26-1171087

(I.R.S. Employer Identification Number)

1301 EAST 9TH STREET, SUITE 3000

CLEVELAND, OHIO, 44114

(216) 706-2960

(Address, including zip code, and
telephone number, including area code,
of principal executive offices)

AMSAFE INDUSTRIES, INC.

(Name as specified in its charter)

DELAWARE

(State or other jurisdiction of incorporation or
organization)

3728

(Primary Standard Industrial Classification Code Number)

32-0122263

(I.R.S. Employer Identification Number)

1301 EAST 9TH STREET, SUITE 3000

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CLEVELAND, OHIO, 44114

(216) 706-2960

(Address, including zip code, and
telephone number, including area code,
of principal executive offices)

AMSAFE, INC.

(Name as specified in its charter)

DELAWARE

(State or other jurisdiction of incorporation or
organization)

3728

(Primary Standard Industrial Classification Code Number)

36-3363619

(I.R.S. Employer Identification Number)

1043 N. 47TH AVENUE PHOENIX, ARIZONA 85043

(602) 850-2850

(Address, including zip code, and
telephone number, including area code,
of principal executive offices)

AMSAFE COMMERCIAL PRODUCTS, INC.

(Name as specified in its charter)

DELAWARE

(State or other jurisdiction of incorporation or
organization)

3728

(Primary Standard Industrial Classification Code Number)

86-0774924

(I.R.S. Employer Identification Number)

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22937 GALLATIN WAY

ELKHART, INDIANA 46514

(574) 266-8330

(Address, including zip code, and
telephone number, including area code,
of principal executive offices)

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BRIDPORT ERIE AVIATION, INC.

(Name as specified in its charter)

DELAWARE

(State or other jurisdiction of incorporation or
organization)

3728

(Primary Standard Industrial Classification Code Number)

25-1861935

(I.R.S. Employer Identification Number)

1317 WEST 12TH STREET ERIE, PENNSYLVANIA 16501

(814) 833-6767

(Address, including zip code, and
telephone number, including area code,
of principal executive offices)

ARKWIN INDUSTRIES, INC.

(Name as specified in its charter)

NEW YORK

(State or other jurisdiction of incorporation or
organization)

3728

(Primary Standard Industrial Classification Code Number)

11-1696632

(I.R.S. Employer Identification Number)

686 MAIN STREET

WESTBURY, NEW YORK 11590

(516) 333-2640

(Address, including zip code, and

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telephone number, including area code,

of principal executive offices)

BRIDPORT-AIR CARRIER, INC.

(Name as specified in its charter)

WASHINGTON

(State or other jurisdiction of incorporation or

organization)

3728

(Primary Standard Industrial Classification Code Number)

91-1887382

(I.R.S. Employer Identification Number)

1301 EAST 9TH STREET, SUITE 3000

CLEVELAND, OHIO, 44114

(216) 706-2960

(Address, including zip code, and

telephone number, including area code,

of principal executive offices)

WHIPPANY ACTUATION SYSTEMS, LLC

(Name as specified in its charter)

DELAWARE

(State or other jurisdiction of incorporation or organization)

3728

(Primary Standard Industrial Classification Code Number)

46-3033189

(I.R.S. Employer Identification Number)

1301 EAST 9TH STREET, SUITE 3000

CLEVELAND, OHIO 44114

(216) 706-2960

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(Address, including zip code, and
telephone number, including area code,
of principal executive offices)

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The information in this prospectus is not complete and may be changed. We may not sell securities until the registration statement filed with the Securities and Exchange Commission is effective. This prospectus is not an offer to sell these securities and we are not soliciting offers to buy these securities in any state where the offer or sale is not permitted.

Subject to completion, dated August 12, 2013

PROSPECTUS

TransDigm Inc.

OFFER TO EXCHANGE

Up to \$500,000,000 aggregate principal amount of its 7.50% Senior Subordinated Notes due 2021

registered under the Securities Act of 1933 for

any and all outstanding 7.50% Senior Subordinated Notes due 2021

that were issued on July 1, 2013

We are offering to exchange new registered 7.50% senior subordinated notes due 2021, which we refer to herein as the exchange notes, for all of our outstanding unregistered 7.50% senior subordinated notes due 2021 that were issued on July 1, 2013, which we refer to herein as the original notes. We refer herein to the exchange notes and the original notes, collectively, as the notes.

The exchange offer expires at 5:00 p.m., New York City time, on _____, unless extended.

The exchange offer is subject to customary conditions that we may waive.

All outstanding original notes that are validly tendered and not validly withdrawn prior to the expiration of the exchange offer will be exchanged for the exchange notes.

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Tenders of outstanding notes may be withdrawn at any time before 5:00 p.m., New York City time, on the expiration date of the exchange offer.

We believe that the exchange of original notes for exchange notes should not be a taxable exchange for U.S. federal income tax purposes.

We will not receive any proceeds from the exchange offer.

The terms of the exchange notes to be issued are substantially identical to the terms of the original notes, except that the exchange notes will not have transfer restrictions and you will not have registration rights.

If you fail to tender your original notes, you will continue to hold unregistered securities and it may be difficult for you to transfer them.

There is no established trading market for the exchange notes, and we do not intend to apply for listing of the exchange notes on any securities exchange or market quotation system.

See Risk Factors beginning on page 9 for a discussion of matters you should consider before you participate in the exchange offer.

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of these securities or passed upon the adequacy or accuracy of this prospectus. Any representation to the contrary is a criminal offense.

The date of this prospectus is _____, 2013.

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This prospectus incorporates important business and financial information about us that is not included or delivered with this prospectus. We will provide this information to you at no charge upon written or oral request directed to Investor Relations, TransDigm Inc., 1301 East 9th Street, Suite 3000, Cleveland, Ohio 44114 (telephone number (216) 706-2939). **In order to ensure timely delivery of this information, any request should be made by _____, five business days prior to the expiration date of the exchange offer.**

No dealer, salesperson or other individual has been authorized to give any information or to make any representations not contained in this prospectus in connection with the exchange offer. If given or made, such information or representations must not be relied upon as having been authorized by us. Neither the delivery of this prospectus nor any sale made hereunder shall, under any circumstances, create any implications that there has not been any change in the facts set forth in this prospectus or in our affairs since the date hereof.

Each broker-dealer that receives exchange notes for its own account pursuant to the exchange offer must acknowledge that it will deliver a prospectus in connection with any resale of such exchange notes. The letter of transmittal accompanying this prospectus states that by so acknowledging and by delivering a prospectus, a broker-dealer will not be deemed to admit that it is an underwriter within the meaning of the Securities Act of 1933, as amended. This prospectus, as it may be amended or supplemented from time to time, may be used by a broker-dealer in connection with resales of the exchange notes received in exchange for original notes where such original notes were acquired by such broker-dealer as a result of market-making activities or other trading activities. We have agreed that, for a period of 180 days after the expiration of the exchange offer, we will make this prospectus available to any broker-dealer for use in connection with any such resales. See Plan of Distribution.

NOTICE TO INVESTORS

This prospectus contains summaries of the terms of certain agreements that we believe to be accurate in all material respects. However, we refer you to the actual agreements for complete information relating to those agreements. All summaries of such agreements contained in this prospectus or incorporated by reference into this prospectus are qualified in their entirety by this reference. To the extent that any such agreement is attached as an exhibit to this registration statement, we will make a copy of such agreement available to you upon request.

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The notes will be available in book-entry form only. The notes exchanged pursuant to this prospectus will be issued in the form of one or more global certificates, which will be deposited with, or on behalf of, The Depository Trust Company, or DTC, and registered in its name or in the name of Cede & Co., its nominee. Beneficial interests in the global certificates will be shown on, and transfer of the global certificates will be effected only through, records maintained by DTC and its participants. After the initial issuance of the global certificates, notes in certificated form will be issued in exchange for global certificates only in the limited circumstances set forth in the indenture, dated as of July 1, 2013, or the Indenture, governing the notes. See Book-Entry, Delivery and Form.

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PROSPECTUS SUMMARY

This summary highlights information contained elsewhere in this prospectus and in documents we file with the Securities and Exchange Commission, or the SEC, that are incorporated by reference in this prospectus. This summary may not contain all of the information that may be important to you. You should read the entire prospectus and the information incorporated by reference in this prospectus carefully, including the financial statements and the related notes incorporated by reference in this prospectus, before you decide to participate in the exchange offer. This prospectus contains forward-looking statements, which involve risks and uncertainties. Our actual results could differ materially from those anticipated in such forward-looking statements as a result of certain factors, including those discussed in the Risk Factors and other sections of this prospectus and in the documents incorporated by reference in this prospectus. Unless the context otherwise requires, references in this prospectus to we, us, our and the Company refer to TransDigm Group Incorporated, TransDigm Inc. and its subsidiaries.

Our Company

We believe we are a leading global designer, producer and supplier of highly engineered aircraft components for use on nearly all commercial and military aircraft in service today. We estimate that over 90% of our net sales for fiscal year 2012 were generated by proprietary products. In addition, for fiscal year 2012, we estimate that we generated approximately 3/4 of our net sales from products for which we are the sole source provider.

Most of our products generate significant aftermarket revenue. Once our parts are designed into and sold on a new aircraft, we generate net sales from aftermarket consumption over the life of that aircraft, which is generally estimated to be approximately 30 years. A typical platform can be produced for 20 to 30 years, giving us an estimated aftermarket product life cycle of 50-60 years. We estimate that approximately 55% of our net sales in fiscal year 2012 were generated from aftermarket sales, the vast majority of which come from the commercial and military aftermarkets. These aftermarket revenues have historically produced a higher gross margin and been more stable than sales to original equipment manufacturers, or OEMs.

We primarily design, produce and supply highly-engineered proprietary aerospace components (and certain systems/subsystems) with significant aftermarket content. We seek to develop highly customized products to solve specific needs for aircraft operators and manufacturers. We attempt to differentiate ourselves based on engineering, service and manufacturing capabilities. We typically choose not to compete for non-proprietary build to print business because it frequently offers lower margins than proprietary products. We believe that our products have strong brand names within the industry and that we have a reputation for high quality, reliability and customer support.

Our business is well diversified due to the broad range of products that we offer to our customers. Some of our more significant 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, cockpit security components and systems, specialized cockpit displays, aircraft audio systems, specialized lavatory components, seatbelts and safety restraints, engineered interior surfaces and lighting and control technology.

Our customers include: (1) distributors of aerospace components; (2) worldwide commercial airlines, including national and regional airlines; (3) large commercial transport and regional and business aircraft OEMs;

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(4) various armed forces of the United States and friendly foreign governments; (5) defense OEMs; (6) system suppliers; and (7) various other industrial customers. For fiscal year 2012, Boeing (which includes Aviall, Inc., the world's largest aerospace distributor of commercial aftermarket parts to airlines throughout the world) accounted for approximately 13% of our net sales. Our top 10 customers for fiscal year 2012 accounted for approximately 43% of our net sales. Products supplied to many of our customers are used on multiple platforms.

Recent Developments

In June 2013, we obtained consents from the lenders under our senior secured credit facilities (the Amendment to the Senior Secured Credit Facilities) to permit, among other things, a special dividend (the Dividend) of up to \$1.9 billion, to permit the issuance of the notes, and, subject to the issuance of the notes, and the 2013 Incremental Term Loans (as defined below), to permit certain changes to financial and negative covenants under our revolving credit facility. In connection with the Amendment to the Senior Secured Credit Facilities, we also requested aggregate commitments of \$900 million from existing and new lenders to a new term loan due 2020, which will be co-terminus with our existing term loan due 2020 (collectively, the 2013 Incremental Term Loans, and, collectively with the issuance of the notes, the Amendment to the Senior Secured Credit Facilities and the Dividend, the Transactions). On July 3, 2013, our board of directors authorized and declared the Dividend in the amount of \$22.00 on each outstanding share of our common stock with a payment date of July 25, 2013.

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SUMMARY OF THE EXCHANGE OFFER

On July 1, 2013, we issued the original notes in a transaction exempt from registration under the Securities Act of 1933, as amended, or the Securities Act. In connection with the offering of the original notes, we entered into a registration rights agreement, dated as of July 1, 2013, with the initial purchasers of the original notes, or the registration rights agreement. In the registration rights agreement, we agreed to offer the exchange notes, which will be registered under the Securities Act, in exchange for the original notes. The exchange offer is intended to satisfy our obligations under the registration rights agreement. We also agreed to deliver this prospectus to the holders of the original notes. You should read the discussions under the headings Prospectus Summary Summary of the Terms of the Exchange Notes and Description of the Exchange Notes for information regarding the exchange notes.

The Exchange Offer

This is an offer to exchange, in denominations of \$2,000 and multiples of \$1,000 in excess thereof, exchange notes for like amounts of original notes. The exchange notes are substantially identical to the original notes, except that the exchange notes generally will be freely transferable. Based upon interpretations by the staff of the Securities and Exchange Commission, or the SEC, set forth in no actions letters issued to unrelated third parties, we believe that you can transfer the exchange notes without complying with the registration and prospectus delivery provisions of the Securities Act if you:

acquire the exchange notes in the ordinary course of your business;

are not and do not intend to become engaged in a distribution of the exchange notes;

are not an affiliate (within the meaning of the Securities Act) of ours;

are not a broker-dealer (within the meaning of the Securities Act) that acquired the original notes from us or our affiliates; and

are not a broker-dealer (within the meaning of the Securities Act) that acquired the original notes in a transaction as part of its market-making or other trading activities.

If any of these conditions are not satisfied and you transfer any exchange note without delivering a proper prospectus or without qualifying for a registration exemption, you may incur liability under the Securities Act. See The Exchange Offer Purpose of the Exchange Offer.

Registration Rights Agreement

Under the registration rights agreement, we have agreed to use our reasonable best efforts to consummate the exchange offer or cause the original notes to be registered under the Securities Act to permit resales. If we are not in compliance with our obligations under the registration rights agreement, liquidated damages will accrue on the original notes in addition to the interest that otherwise is due on the original notes. If the exchange offer is completed on the terms and

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within the time period contemplated by this prospectus, no liquidated damages will be payable on the original notes. The exchange notes will not contain any provisions regarding the payment of liquidated damages. See *The Exchange Offer* *Liquidated Damages*.

Minimum Condition

The exchange offer is not conditioned on any minimum aggregate principal amount of original notes being tendered in the exchange offer.

Expiration Date

The exchange offer will expire at 5:00 p.m., New York City time, on _____, 2013, unless we extend it.

Exchange Date

We will accept original notes for exchange at the time when all conditions of the exchange offer are satisfied or waived. We will deliver the exchange notes promptly after we accept the original notes.

Conditions to the Exchange Offer

Our obligation to complete the exchange offer is subject to certain conditions. See *The Exchange Offer* *Conditions to the Exchange Offer*. We reserve the right to terminate or amend the exchange offer at any time prior to the expiration date upon the occurrence of certain specified events.

Withdrawal Rights

You may withdraw the tender of your original notes at any time before the expiration of the exchange offer on the expiration date. Any original notes not accepted for any reason will be returned to you without expense as promptly as practicable after the expiration or termination of the exchange offer.

Procedures for Tendering Original Notes

See *The Exchange Offer* *How to Tender*.

United States Federal Income Tax Consequences

We believe that the exchange of the original notes for the exchange notes should not be a taxable exchange for U.S. federal income tax purposes, and holders will not recognize any taxable gain or loss as a result of such exchange. See *Certain United States Federal Income Tax Considerations*.

Effect on Holders of Original Notes

If the exchange offer is completed on the terms and within the period contemplated by this prospectus, holders of original notes will have no further registration or other rights under the registration rights agreement, except under limited circumstances. See *The Exchange Offer* *Other*.

Holders of original notes who do not tender their original notes will continue to hold those original notes. All untendered, and tendered but unaccepted original notes, will continue to be subject to the transfer restrictions provided for in the original notes and the Indenture. To the extent that original notes are tendered and accepted in the exchange offer, the trading market,

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if any, for the original notes could be adversely affected. See **Risk Factors Risks Associated with the Exchange Offer** You may not be able to sell your original notes if you do not exchange them for registered exchange notes in the exchange offer, **Risk Factors** Your ability to sell your original notes may be significantly more limited and the price at which you may be able to sell your original notes may be significantly lower if you do not exchange them for registered exchange notes in the exchange offer and **The Exchange Offer Other**.

Appraisal Rights

Holders of original notes do not have appraisal or dissenters' rights under applicable law or the Indenture. See **The Exchange Offer Terms of the Exchange Offer**.

Use of Proceeds

We will not receive any proceeds from the issuance of the exchange notes pursuant to the exchange offer.

Exchange Agent

The Bank of New York Mellon Trust Company, N.A., the trustee under the Indenture, is serving as the exchange agent in connection with this exchange offer.

SUMMARY OF THE TERMS OF THE EXCHANGE NOTES

Issuer

TransDigm Inc.

Exchange Notes

\$500,000,000 in aggregate principal amount of 7.50% Senior Subordinated Notes due 2021.

Maturity Date

July 15, 2021.

Interest

7.50% per annum, payable semi-annually on January 15 and July 15 commencing on January 15, 2014.

Guarantees

The exchange notes will be fully and unconditionally guaranteed, jointly and severally and on an unsecured senior subordinated basis, by TD Group, our parent company, and, other than immaterial subsidiaries, all of our existing and future domestic subsidiaries. Our foreign subsidiaries will not guarantee the exchange notes. As of the date of this prospectus, we have 30 foreign subsidiaries (three of which have minor assets and liabilities and twenty of which are holding companies). See **Description of the Exchange Notes Ranking Liabilities of Subsidiaries versus Notes and Guarantees**.

Ranking

The exchange notes will be our unsecured senior subordinated obligations. The exchange notes and guarantees will rank:

junior to all of our and the guarantors' existing and future senior indebtedness, including any borrowings under our senior secured credit facilities;

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equally with any of our and the guarantors' existing and future senior subordinated indebtedness, including our \$1,600.0 million aggregate principal amount of 7.75% Senior Subordinated Notes due 2018 (the "2018 Notes") issued in December 2010 and \$550.0 million aggregate principal amount of 5.50% Senior Subordinated Notes due 2020 (the "2020 Notes") issued in October 2012; and

senior in right of payment to any of our and the guarantors' future indebtedness that is, by its terms, expressly subordinated in right of payment to the notes.

As of June 29, 2013, on a pro forma basis giving effect to the Transactions, the notes would have ranked junior in right of payment to \$3,089 million of our senior indebtedness, all of which is secured, which does not include amounts that may be drawn in the future from time to time under our revolving credit facility, which would also be secured and rank senior in right of payment to the notes.

Optional Redemption

We may redeem the exchange notes at any time and from time to time after issuance in whole or in part in cash at the redemption prices described in this prospectus, plus accrued and unpaid interest to the date of redemption. See "Description of the Exchange Notes" Optional Redemption.

Change of Control

If a change of control event occurs, each holder of exchange notes will have the right to require us to purchase all or a portion of its exchange notes at a purchase price equal to 101% of the principal amount of the exchange notes, plus accrued and unpaid interest to the date of purchase. See "Description of the Exchange Notes" Change of Control.

Certain Covenants

The Indenture contains covenants that, among other things, limit the ability of TransDigm Inc. and its restricted subsidiaries to:

incur or guarantee additional indebtedness or issue preferred stock;

pay distributions on, redeem or repurchase capital stock or redeem or repurchase subordinated debt;

make investments;

sell assets;

enter into agreements that restrict distributions or other payments from restricted subsidiaries to TransDigm Inc.;

incur or suffer to exist liens securing indebtedness;

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consolidate, merge or transfer all or substantially all of our assets;

engage in transactions with affiliates;

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create unrestricted subsidiaries; and

engage in certain business activities.

These limitations are subject to a number of important qualifications and exceptions.

Covenant Suspension

At any time when the notes are rated investment grade by Moody's Investors Service, Inc. and Standard & Poor's Ratings Services, a division of The McGraw-Hill Companies, Inc., and no default has occurred and is continuing under the indenture, TransDigm Inc. and its restricted subsidiaries will not be subject to many of the foregoing covenants. However, if TransDigm Inc. and its restricted subsidiaries are not subject to such covenants and, on any subsequent date, one or both of such rating agencies withdraws its investment grade ratings assigned to the notes or downgrades the rating assigned to the notes below an investment grade rating, or if a default or event of default occurs and is continuing, then TransDigm Inc. and its restricted subsidiaries will again become subject to such covenants. See "Description of the Exchange Notes—Certain Covenants."

In addition, subject to certain exceptions, if either TransDigm Inc. or TD Group is acquired by an entity that has received an investment grade rating from both Moody's Investors Service, Inc. and Standard & Poor's Ratings Services, a division of The McGraw-Hill Companies, Inc., and such entity files current and periodic reports with the SEC, the requirement in the indenture governing the notes that either TransDigm Inc. or TD Group file current and periodic reports with the SEC will be suspended. See "Description of the Exchange Notes—Certain Covenants."

Use of Proceeds

We will not receive any proceeds from the issuance of the exchange notes pursuant to the exchange offer.

Trustee

The Bank of New York Mellon Trust Company, N.A. is the trustee for the holders of the exchange notes.

Governing Law

The exchange notes, the Indenture and the other documents for the offering of the exchange notes are governed by the laws of the State of New York.

For additional information about the exchange notes, see the section of this prospectus entitled "Description of the Exchange Notes."

Regulatory Approvals

Other than the federal securities laws, there are no federal or state regulatory requirements that we must comply with and there are no approvals that we must obtain in connection with the exchange offer.

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Risk Factors

Participating in the exchange offer involves certain risks. You should carefully consider the information under **Risk Factors** and in Item 1A **Risk Factors** in our annual report on Form 10-K for the year ended September 30, 2012 and all other information included or incorporated by reference in this prospectus before participating in the exchange offer.

Ratio of Earnings to Fixed Charges

Our ratio of earnings to fixed charges is set forth on page 18 of this prospectus.

Principal Offices

Our executive offices are located at 1301 East 9th Street, Suite 3000, Cleveland, Ohio 44114 and our telephone number is (216) 706-2960. Our website address is <http://www.transdigm.com>. Our website and the information contained on, or that can be accessed through, our website are not part of this prospectus.

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RISK FACTORS

Participating in the exchange offer involves risks. You should carefully consider the risks described below and in Item 1A Risk Factors in our annual report on Form 10-K for the year ended September 30, 2012, together with the other information contained in this prospectus or incorporated by reference in this prospectus, before you decide to participate in the exchange offer. Any of the following risks, as well as other risks and uncertainties, could harm the value of the notes directly, or our business and financial results and thus indirectly cause the value of the notes to decline. The risks described below are not the only ones that could impact our company or the value of the notes. Additional risks and uncertainties not currently known to us or that we currently deem to be immaterial may also materially and adversely affect our business, financial condition or results of operations. As a result of any of these risks, known or unknown, you may lose all or part of your investment in the notes.

Risks Relating to the Notes

Our substantial indebtedness could adversely affect our financial health and could harm our ability to react to changes in our business and prevent us from fulfilling our obligations under our indebtedness, including the notes.

We have a significant amount of indebtedness. As of June 29, 2013, our total indebtedness was approximately \$4,339.0 million, which was approximately 84.4% of our total capitalization. As of June 29, 2013, on a pro forma basis after giving effect to the Transactions, our outstanding indebtedness would have consisted of an additional \$500.0 million of indebtedness represented by the notes and \$900.0 million of indebtedness represented by the 2013 Incremental Term Loans, resulting in total indebtedness of approximately \$5,739.0 million. Accordingly, we expect that indebtedness would represent approximately 108.5% of our total capitalization as of June 29, 2013 on a pro forma basis giving effect to the Transactions, including the Dividend in an amount of \$1,251.0 million. Although our senior secured credit facility, the Indenture, the indenture governing the 2018 Notes and the indenture governing the 2020 Notes contain restrictions on the incurrence of additional indebtedness, these restrictions are subject to a number of significant qualifications and exceptions, and the indebtedness incurred in compliance with these qualifications and exceptions could be substantial. If we incur additional debt, the risks associated with our substantial leverage would increase.

Our substantial level of indebtedness increases the possibility that we may be unable to generate cash sufficient to pay, when due, the principal of, interest on or other amounts due in respect of our indebtedness, including the notes. Our substantial indebtedness could also have other important consequences to investors. For example, it could:

increase our vulnerability to general economic downturns and adverse competitive industry conditions;

increase the risk we are subjected to downgrade or put on a negative watch by the ratings agencies;

require us to dedicate a substantial portion of our cash flow from operations to payments on our indebtedness, thereby reducing the availability of our cash flow to fund working capital, capital expenditures, research and development efforts and other general corporate purposes;

limit our flexibility in planning for, or reacting to, changes in our business and the industry in which we operate;

place us at a competitive disadvantage compared to competitors that have less debt; and

limit, along with the financial and other restrictive covenants contained in the documents governing our indebtedness, among other things, our ability to borrow additional funds, make investments and incur liens.

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In addition, all of our debt under the senior secured credit facilities, which includes a \$3.1 billion term loan facility and a revolving loan facility of up to \$310.0 million, bears interest at floating rates. Accordingly, in the event that interest rates increase, our debt service expense will also increase. In order to reduce the floating interest rate risk, as of June 29, 2013, the Company was party to three forward starting interest rate swap agreements that fix the rate of interest beginning December 31, 2012 through June 30, 2015 on an aggregate notional amount of \$353 million of debt under the senior secured credit facilities.

Our substantial level of indebtedness increases the possibility that we may be unable to generate cash sufficient to pay, when due, the principal of, interest on or other amounts due in respect of our indebtedness, including the 2018 Notes, the 2020 Notes and the notes. We cannot assure you that our business will generate sufficient cash flow from operations or that future borrowings will be available to us under the senior secured credit facilities or otherwise in amounts sufficient to enable us to service our indebtedness. If we cannot service our debt, we will have to take actions such as reducing or delaying capital investments, selling assets, restructuring or refinancing our debt or seeking additional equity capital.

Despite current indebtedness levels, we and our subsidiaries may still be able to incur substantially more debt. This could further exacerbate the risks associated with our substantial leverage.

We and our subsidiaries may be able to incur substantial additional indebtedness in the future. For example, as of June 29, 2013, we had approximately \$302.4 million of unused commitments under our revolving loan facility. Although our senior secured credit facilities, the Indenture, the indenture governing the 2018 Notes and the indenture governing the 2020 Notes contain restrictions on the incurrence of additional indebtedness, these restrictions are subject to a number of significant qualifications and exceptions, and the indebtedness incurred in compliance with these qualifications and exceptions could be substantial. Any additional borrowings could be senior to the notes and the related guarantees. If we incur additional debt, the risks associated with our substantial leverage would increase.

To service our indebtedness, we will require a significant amount of cash. Our ability to generate cash depends on many factors beyond our control and any failure to meet our debt service obligations could harm our business, financial condition and results of operations.

Our ability to make payments on and to refinance our indebtedness, including the notes and amounts borrowed under the senior secured credit facilities, and to fund our operations, will depend on our ability to generate cash in the future, which, to a certain extent, is subject to general economic, financial, competitive, legislative, regulatory and other factors that are beyond our control.

We cannot assure you, however, that our business will generate sufficient cash flow from operations, that currently anticipated cost savings and operating improvements will be realized on schedule or at all or that future borrowings will be available to us under the senior secured credit facilities or otherwise in amounts sufficient to enable us to service our indebtedness, including the notes, the 2018 Notes, the 2020 Notes and amounts borrowed under the senior secured credit facilities, or to fund our other liquidity needs. If we cannot service our debt, we will have to take actions such as reducing or delaying capital investments, selling assets, restructuring or refinancing our debt or seeking additional equity capital. We cannot assure you that any of these remedies could, if necessary, be effected on commercially reasonable terms, or at all. Our ability to restructure or refinance our debt will depend on the condition of the capital markets and our financial condition at such time. Any refinancing of our debt could be at higher interest rates and may require us to comply with more onerous covenants, which could further restrict our business operations. The terms of existing or future debt instruments, the Indenture, the indenture governing the 2018 Notes, the indenture governing the 2020 Notes and our senior secured credit facilities may restrict us from adopting any of these alternatives. In addition, any failure to make payments of interest and principal on our outstanding indebtedness on a timely basis would likely result in a reduction of our credit rating, which could harm our ability to incur additional indebtedness on acceptable terms and would otherwise adversely affect the notes.

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See Description of the Exchange Notes in this prospectus and Management's Discussion and Analysis of Financial Condition and Results of Operations Liquidity and Capital Resources Description of Current Senior Secured Credit Facility and Indentures incorporated by reference herein from our Annual Report on Form 10-K for the year ended September 30, 2012.

Repayment of our debt, including the notes, is dependent on cash flow generated by our subsidiaries.

Our subsidiaries own a significant portion of our assets and conduct a significant portion of our operations. Accordingly, repayment of our indebtedness, including the notes, is dependent, to a significant extent, on the generation of cash flow by our subsidiaries and their ability to make such cash available to us, by dividend, debt repayment or otherwise. Unless they are guarantors of the notes, our subsidiaries do not have any obligation to pay amounts due on the notes or to make funds available for that purpose. Our subsidiaries may not be able to, or may not be permitted to, make distributions to enable us to make payments in respect of our indebtedness, including the notes. Each subsidiary is a distinct legal entity and, under certain circumstances, legal and contractual restrictions may limit our ability to obtain cash from our subsidiaries. While the Indenture limits the ability of our subsidiaries to incur consensual restrictions on their ability to pay dividends or make other intercompany payments to us, these limitations are subject to certain qualifications and exceptions. In the event that we do not receive distributions from our subsidiaries, we may be unable to make required principal and interest payments on our indebtedness, including the notes.

The terms of our senior secured credit facilities, the Indenture, the indenture relating to the 2018 Notes and the indenture relating to the 2020 Notes may restrict our current and future operations, particularly our ability to respond to changes or to take certain actions.

Our senior secured credit facilities, the Indenture, the indenture governing the 2018 Notes and the indenture governing the 2020 Notes contain a number of restrictive covenants that impose significant operating and financial restrictions on TD Group and TransDigm Inc. and its subsidiaries (in the case of the senior secured credit facilities) and TransDigm Inc. and its subsidiaries (in the case of the indentures) and may limit their ability to engage in acts that may be in our long-term best interests. The senior secured credit facilities and the Indenture, the indenture governing the 2018 Notes and the indenture governing the 2020 Notes include covenants restricting, among other things, the ability of TD Group, TransDigm Inc. and its subsidiaries (in the case of the senior secured credit facilities) and TransDigm Inc. and its subsidiaries (in the case of the Indenture) to:

incur or guarantee additional indebtedness or issue preferred stock;

pay distributions on, redeem or repurchase our capital stock or redeem or repurchase our subordinated debt;

make investments;

sell assets;

enter into agreements that restrict distributions or other payments from our restricted subsidiaries to us;

incur or suffer to exist liens;

consolidate, merge or transfer all or substantially all of our assets;

engage in transactions with affiliates;

create unrestricted subsidiaries; and

engage in certain business activities.

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A breach of any of these covenants could result in a default under the senior secured credit facilities, the notes, the 2018 Notes or the 2020 Notes. If any such default occurs, the lenders under the senior secured credit facilities and the holders of the notes, the 2018 Notes and the 2020 Notes may elect to declare all outstanding borrowings, together with accrued interest and other amounts payable thereunder, to be immediately due and payable. The lenders under the senior secured credit facilities also have the right in these circumstances to terminate any commitments they have to provide further borrowings. In addition, following an event of default under the senior secured credit facilities, the lenders thereunder will have the right to proceed against the collateral granted to them to secure the debt, which includes our available cash, and they will also have the right to prevent us from making debt service payments on the notes, the 2018 Notes and the 2020 Notes. If the debt under the senior secured credit facilities, the notes the 2018 Notes or the 2020 Notes were to be accelerated, we cannot assure you that our assets would be sufficient to repay in full the notes and our other debt.

For a description of our senior secured credit facilities, see our Current Report on Form 8-K filed on March 6, 2013, which is incorporated by reference herein.

For a description of our 2018 Notes and 2020 Notes, see Management's Discussion and Analysis of Financial Condition and Results of Operations of our Annual Report on Form 10-K for the year ended September 30, 2012, which is incorporated by reference herein.

Many of the covenants in the indenture governing the notes will not be applicable during any period when the notes are rated investment grade by Moody's Investors Service, Inc. and Standard & Poor's and no default has occurred and is continuing.

Many of the covenants contained in the Indenture will not be applicable during any period when the notes are rated investment grade by both Moody's Investors Service, Inc. and Standard & Poor's and no default has occurred and is continuing. These covenants restrict, among other things, the ability of TransDigm Inc. and its restricted subsidiaries to incur or guarantee additional indebtedness or issue preferred stock, to pay distributions on, redeem or repurchase capital stock or redeem or repurchase subordinated debt, sell assets, consolidate, merge or transfer all or substantially all of our assets and enter into certain other transactions. We cannot predict if the notes will ever be rated investment grade, or if they are in the future rated investment grade, that the notes will maintain such ratings. However, suspension of these covenants will allow TransDigm Inc. and its restricted subsidiaries to engage in certain actions that would not have been permitted were these covenants in force, and the effects of any such actions that TransDigm Inc. and its restricted subsidiaries take while these covenants are not in force will be permitted to remain in place even if the notes are subsequently downgraded below investment grade and the covenants are reinstated.

Your right to receive payments on the notes will be subordinated to the borrowings under the senior secured credit facilities and possibly all of our future borrowings. Further, the guarantees of the notes are junior to all of the guarantors' existing senior indebtedness and possibly to all of the guarantors' future borrowings.

The notes and the guarantees rank behind all of our and the guarantors' existing senior indebtedness, including the senior secured credit facilities, and will rank behind all of our and the guarantors' future borrowings, in each case, except any future indebtedness that expressly provides that it ranks equal with, or junior in right of payment to, the notes and the guarantees, as applicable. We also may be able to incur substantial additional indebtedness, including senior indebtedness, in the future.

As a result of this subordination, upon any distribution to our creditors or the creditors of the guarantors in a bankruptcy, liquidation or reorganization or similar proceeding relating to us or the guarantors or our or their property, the holders of our senior debt and the senior debt of the guarantors will be entitled to be paid in full and in cash before any payment may be made with respect to the notes or the guarantees.

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In the event of a bankruptcy, liquidation or reorganization or similar proceeding relating to us or the guarantors, holders of the notes will participate with the trade creditors and all other holders of our and the guarantors' senior subordinated indebtedness in the assets remaining after we and the guarantors have paid all of the senior indebtedness. However, because the Indenture requires that amounts otherwise payable to holders of the notes in a bankruptcy or similar proceeding be paid to holders of senior indebtedness instead, holders of the notes may receive less, ratably, than holders of trade payables or other unsecured, unsubordinated creditors in any such proceeding. In any of these cases, we and the guarantors may not have sufficient funds to pay all of our creditors, and holders of the notes may receive less, ratably, than the holders of senior indebtedness.

The notes are not secured by our assets or those of the guarantors, and the lenders under the senior secured credit facilities will be entitled to remedies available to a secured lender, which gives them priority over you to collect amounts due to them.

In addition to being subordinated to all our existing and future senior debt, the notes and the guarantees will not be secured by any of our assets or any of the assets of the guarantors. Our obligations under the senior secured credit facilities are secured by, among other things, a first priority pledge of all of TransDigm Inc.'s and its subsidiaries' capital stock, substantially all of our assets and substantially all of the assets of the guarantors. If we become insolvent or are liquidated, or if payment under the senior secured credit facilities or in respect of any other secured indebtedness is accelerated, the lenders under the senior secured credit facilities or holders of other secured indebtedness will be entitled to exercise the remedies available to a secured lender under applicable law (in addition to any remedies that may be available under documents pertaining to the senior secured credit facilities or other secured debt). Upon the occurrence of any default under the senior secured credit facilities (and even without accelerating the indebtedness under the senior secured credit facilities), the lenders may be able to prohibit the payment of the notes and guarantees either by limiting our ability to access our cash flow or under the subordination provisions contained in the Indenture. See "Description of the Exchange Notes—Ranking—Subordination; Payment of Notes."

Federal and state fraudulent transfer laws permit a court to void the notes and the guarantees, and if that occurs, you may not receive any payments on the notes.

Our issuance of the notes and the issuance of the guarantees by the guarantors may be subject to review under federal and state fraudulent transfer and conveyance statutes if a bankruptcy, liquidation or reorganization case or a lawsuit, including circumstances in which bankruptcy is not involved, were commenced at some future date by, or on behalf of, our unpaid creditors or unpaid creditors of the guarantors. While the relevant laws may vary from state to state, under such laws the issuance of the notes and the guarantees and the application of the proceeds therefrom will be a fraudulent conveyance if (1) we issued the notes and the guarantees with the intent of hindering, delaying or defrauding creditors or (2) we or any of the guarantors, as applicable, received less than reasonably equivalent value or fair consideration in return for issuing either the notes or a guarantee, and, in the case of clause (2) only, one of the following is true:

we or any of the guarantors were or was insolvent, or rendered insolvent, by reason of such transactions;

we or any of the guarantors were or was engaged in a business or transaction for which our or the applicable guarantor's assets constituted unreasonably small capital; or

we or any of the guarantors intended to, or believed that we or it would, be unable to pay debts as they matured.

If a court were to find that the issuance of the notes or a guarantee was a fraudulent conveyance, the court could void the payment obligations under the notes or such guarantee or subordinate the notes or such guarantee to presently existing and future indebtedness of ours or of the applicable guarantor, or require the holders of the notes to repay any amounts received with respect to the notes or such guarantee. In the event of a finding that a fraudulent conveyance occurred, you may not receive any payment on the notes.

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The measures of insolvency for purposes of fraudulent transfer laws vary depending upon the governing law. Generally, an entity would be considered insolvent if, at the time it incurred indebtedness:

the sum of its debts was greater than the fair value of all its assets;

the present fair saleable value of its assets is less than the amount required to pay the probable liability on its existing debts and liabilities as they become due; or

it cannot pay its debts as they become due.

A court would likely find that a subsidiary guarantor did not receive reasonably equivalent value or fair consideration for its subsidiary guarantee if the subsidiary guarantor did not substantially benefit directly or indirectly from the issuance of the notes. Each subsidiary guarantee contains a provision intended to limit the subsidiary guarantor's liability to the maximum amount that it could incur without causing the incurrence of obligations under its subsidiary guarantee to be a fraudulent transfer. This provision may not be effective to protect the subsidiary guarantees from being voided under fraudulent transfer laws.

Because each guarantor's liability under its guarantee may be reduced to zero, avoided or released under certain circumstances, you may not receive any payments from some or all of the guarantors

You will have the benefit of the guarantees of the guarantors. The guarantees by the guarantors, however, are limited to the maximum amount that the guarantors are permitted to guarantee under applicable law. As a result, a guarantor's liability under its guarantee could be reduced to zero, depending upon the amount of other obligations of such guarantors. Furthermore, a court under federal and state fraudulent conveyance and transfer statutes could void the obligations under a guarantee or further subordinate it to all other obligations of the guarantors. See Federal and state fraudulent transfer of laws permit a court to void the notes and the guarantees, and if that occurs, you may not receive any payments on the notes. In addition, you will lose the benefit of a particular guarantee if it is released under certain circumstances described under Description of the Exchange Notes Guarantees.

You cannot be sure that an active trading market will develop for the notes.

The exchange notes are a new issue of securities and there is no established trading market for the exchange notes. We do not intend to apply to list the exchange notes for trading on any securities exchange or to arrange for quotation on any automated dealer quotation system.

As a result of this and the other factors listed below, an active trading market for the exchange notes may not develop, in which case the market price and liquidity of the exchange notes may be adversely affected.

In addition, you may not be able to sell your exchange notes at a particular time or at a price favorable to you. Future trading prices of the exchange notes will depend on many factors, including:

our operating performance and financial condition;

our prospects or the prospects for companies in our industry generally;

the interest of securities dealers in making a market in the notes;

the market for similar securities; and

prevailing interest rates.

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Historically, the market for non-investment grade debt has been subject to disruptions that have caused volatility in prices. It is possible that the market for the exchange notes will be subject to disruptions. A disruption may have a negative effect on you as a holder of the exchange notes, regardless of our prospects or performance.

Although the initial purchasers of the original notes have advised us that they intend to make a market in the notes, they are not obligated to do so. The initial purchasers may also discontinue any market making activities at any time, in their sole discretion, which could further negatively impact your ability to sell the exchange notes or the prevailing market price at the time you choose to sell.

We may not be able to fulfill our repurchase obligations in the event of a change of control.

Except in limited circumstances specified in the Indenture, upon the occurrence of any change of control, we will be required to make a change of control offer to repurchase the notes. Upon the occurrence of a change of control, we would also be required to repay all of the indebtedness outstanding under the senior secured credit facilities. Also, as the senior secured credit facilities will generally prohibit us from purchasing any notes, if we do not repay all borrowings under the senior secured credit facilities first or obtain the consent of the lenders thereunder, we will be prohibited from purchasing the notes upon a change of control.

In addition, if a change of control occurs, there can be no assurance that we will have available funds sufficient to pay the change of control purchase price for any of the notes that might be delivered by holders of the notes seeking to accept the change of control offer and, accordingly, none of the holders of the notes may receive the change of control purchase price for their notes. Our failure to make the change of control offer or to pay the change of control purchase price when due would result in a default under the Indenture. See Description of the Exchange Notes Events of Default.

Risks Associated with the Exchange Offer

You may not be able to sell your original notes if you do not exchange them for registered exchange notes in the exchange offer.

If you do not exchange your original notes for exchange notes in the exchange offer, your original notes will continue to be subject to the restrictions on transfer as stated in the legends on the original notes. In general, you may not offer, sell or otherwise transfer the original notes in the United States unless they are:

registered under the Securities Act;

offered or sold under an exemption from the Securities Act and applicable state securities laws; or

offered or sold in a transaction not subject to the Securities Act and applicable state securities laws.

Currently, we do not anticipate that we will register the original notes under the Securities Act. Except for limited instances involving the initial purchasers or holders of original notes who are not eligible to participate in the exchange offer or who receive freely transferable exchange notes in the exchange offer, we will not be under any obligation to register the original notes under the Securities Act under the registration rights agreement or otherwise. Also, if the exchange offer is completed on the terms and within the time period contemplated by this prospectus, no liquidated damages will be payable on your original notes.

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Your ability to sell your original notes may be significantly more limited and the price at which you may be able to sell your original notes may be significantly lower if you do not exchange them for registered exchange notes in the exchange offer.

To the extent that original notes are exchanged in the exchange offer, the trading market for the original notes that remain outstanding may be significantly more limited. As a result, the liquidity of the original notes not tendered for exchange in the exchange offer could be adversely affected. The extent of the market for original notes will depend upon a number of factors, including the number of holders of original notes remaining outstanding and the interest of securities firms in maintaining a market in the original notes. An issue of securities with a similar outstanding market value available for trading, which is called the float, may command a lower price than would be comparable to an issue of securities with a greater float. As a result, the market price for original notes that are not exchanged in the exchange offer may be affected adversely to the extent that original notes exchanged in the exchange offer reduce the float. The reduced float also may make the trading price of the original notes that are not exchanged more volatile.

There are state securities law restrictions on the resale of the exchange notes.

In order to comply with the securities laws of certain jurisdictions, the exchange notes may not be offered or resold by any holder, unless they have been registered or qualified for sale in such jurisdictions or an exemption from registration or qualification is available and the requirements of such exemption have been satisfied. Currently, we do not intend to register or qualify the resale of the exchange notes in any such jurisdictions. However, generally an exemption is available for sales to registered broker-dealers and certain institutional buyers. Other exemptions under applicable state securities laws also may be available.

Some holders who exchange their original notes may be deemed to be underwriters.

If you exchange your original notes in the exchange offer for the purpose of participating in a distribution of the exchange notes, you may be deemed to have received restricted securities and, if so, will be required to comply with the registration and prospectus delivery requirements of the Securities Act in connection with any resale transaction.

We will not accept your original notes for exchange if you fail to follow the exchange offer procedures and, as a result, your original notes will continue to be subject to existing transfer restrictions and you may not be able to sell your original notes.

We will issue exchange notes as part of the exchange offer only after a timely receipt of your original notes, a properly completed and duly executed letter of transmittal and all other required documents. Therefore, if you want to tender your original notes, please allow sufficient time to ensure timely delivery. If we do not receive your original notes, letter of transmittal and other required documents by the expiration date of the exchange offer, we will not accept your original notes for exchange. We are under no duty to give notification of defects or irregularities with respect to the tenders of original notes for exchange. If there are defects or irregularities with respect to your tender of original notes, we will not accept your original notes for exchange. See The Exchange Offer.

The market price for the exchange notes may be volatile.

Historically, the market for non-investment grade debt has been subject to disruptions that have caused substantial volatility in the prices of securities similar to the exchange notes offered hereby. The market for the exchange notes, if any, may be subject to similar disruptions. Any such disruptions may adversely affect the value of your exchange notes.

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SPECIAL NOTE REGARDING FORWARD-LOOKING STATEMENTS

This prospectus and the documents incorporated by reference in this prospectus contain both historical and forward-looking statements within the meaning of Section 27A of the Securities Act and Section 21E of the Securities Exchange Act of 1934, as amended, or the Exchange Act. All statements other than statements of historical fact included in this prospectus and the documents incorporated by reference in this prospectus that address activities, events or developments that we expect, believe or anticipate will or may occur in the future are forward-looking statements including, in particular, the statements about our plans, objectives, strategies and prospects regarding, among other things, our financial condition, results of operations and business. We have identified some of these forward-looking statements with words like believe, may, will, should, expect, intend, plan, predict, anticipate, estimate or continue and other words and terms of similar meaning. These forward-looking statements are based on current expectations about future events affecting us and are subject to uncertainties and factors relating to our operations and business environment, all of which are difficult to predict and many of which are beyond our control. Many factors mentioned in our discussion in this prospectus and the documents incorporated by reference in this prospectus, including the risks outlined under Risk Factors above and in Item 1A Risk Factors in our annual report on Form 10-K for the year ended September 30, 2012, will be important in determining future results. Although we believe that the expectations reflected in these forward-looking statements are reasonable, we do not know whether our expectations will prove correct. They can be affected by inaccurate assumptions we might make or by known or unknown risks and uncertainties, including those described under Risk Factors above and in Item 1A Risk Factors in our annual report on Form 10-K for the year ended September 30, 2012, as well as those discussed in other documents we file with the SEC which are incorporated by reference in this prospectus. Since our actual results, performance or achievements could differ materially from those expressed in, or implied by, these forward-looking statements, we cannot give any assurance that any of the events anticipated by these forward-looking statements will occur or, if any of them do, what impact they will have on our business, results of operations and financial condition. You are cautioned not to place undue reliance on these forward-looking statements. We do not undertake any obligation to update these forward-looking statements to reflect new information, future events or otherwise, except as may be required under federal securities laws.

Important factors that could cause actual results to differ materially from the forward-looking statements made in this prospectus include but are not limited to: the sensitivity of our business to the number of flight hours that our customers' planes spend aloft and our customers' profitability, both of which are affected by general economic conditions; future natural disasters or terrorist attacks; our reliance on certain customers; the U.S. defense budget and risks associated with being a government supplier; failure to maintain government or industry approvals; failure to complete or successfully integrate acquisitions; our substantial indebtedness; and other factors. Please refer to Risk Factors above and Item 1A Risk Factors in our annual report on Form 10-K for the year ended September 30, 2012 for additional information regarding the foregoing factors that may affect our business.

USE OF PROCEEDS

We will not receive any proceeds from the issuance of exchange notes in the exchange offer. The exchange notes will evidence the same debt as the original notes tendered in exchange for the exchange notes. Accordingly, the issuance of the exchange notes will not result in any change in our indebtedness.

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The following table sets forth our consolidated ratio of earnings to fixed charges:

	Fiscal Years Ended September 30,					Thirty-Nine Week Periods Ended	
	2012	2011	2010	2009	2008	June 29, 2013	June 30, 2012
Ratio of earnings to fixed charges ⁽¹⁾	3.3x	2.2x	3.2x	3.9x	3.2x	2.7x	3.2x

- (1) For purposes of computing the ratio of earnings to fixed charges, earnings consist of earnings before income taxes plus fixed charges. Fixed charges consist of interest expense, amortization of debt issue costs and the portion (approximately 33%) of rental expense that management believes is representative of the interest component of rental expense.

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THE EXCHANGE OFFER

Purpose of the Exchange Offer

On July 1, 2013, we offered the original notes in a transaction exempt from registration under the Securities Act. Accordingly, the original notes may not be reoffered, resold or otherwise transferred in the United States, unless so registered or unless an exemption from the Securities Act registration requirements is available. Pursuant to registration rights agreement entered into with the initial purchasers of the original notes, we and the guarantors agreed, for the benefit of holders of the original notes, to:

no later than 180 days (or if the 180th day is not a business day, the first business day thereafter) after the dates of original issue of the original notes, file a registration statement with the SEC with respect to a registered offer to exchange the original notes for exchange notes that will be issued under the same indenture, in the same aggregate principal amount as and with terms that are identical in all material respects to the original notes, except that they will not contain terms with respect to transfer restrictions; and

use our reasonable best efforts to cause the registration statement to be declared effective under the Securities Act within 270 days (or if the 270th day is not a business day, the first business day thereafter) after the dates of original issue of the original notes; and

consummate the exchange offer within 310 days (or if the 310th day is not a business day, the first business day thereafter) after the dates of original issue of the original notes.

For each original note tendered to us pursuant to the exchange offer, we will issue to the holder of such original note an exchange note having a principal amount equal to that of the surrendered original note. Interest on each exchange note will accrue from the last interest payment date on which interest was paid on the original note surrendered in exchange therefor, or, if no interest has been paid on such original note, from the date of its original issue.

Under existing SEC interpretations, the exchange notes will be freely transferable by holders other than our affiliates after the exchange offer without further registration under the Securities Act if the holder of the exchange notes represents to us in the exchange offer that it is acquiring the exchange notes in the ordinary course of its business, that it has no arrangement or understanding with any person to participate in the distribution of the exchange notes and that it is not an affiliate of ours, as such terms are interpreted by the SEC; *provided, however*, that broker-dealers, or Participating Broker-Dealers, receiving exchange notes in the exchange offer will have a prospectus delivery requirement with respect to resales of such exchange notes. The SEC has taken the position that Participating Broker-Dealers may fulfill their prospectus delivery requirements with respect to exchange notes (other than a resale of an unsold allotment from the original sale of the original notes) with the prospectus contained in the exchange offer registration statement.