

TRIUMPH GROUP INC  
Form 8-K  
November 09, 2011

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

WASHINGTON, D.C. 20549

**FORM 8-K**

**CURRENT REPORT**

**PURSUANT TO SECTION 13 OR 15(D) OF  
THE SECURITIES EXCHANGE ACT OF 1934**

Date of Report (Date of earliest event reported): **November 7, 2011**

**TRIUMPH GROUP, INC.**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction of  
incorporation)

**1-12235**  
(Commission File Number)

**51-0347963**  
(IRS Employer Identification  
Number)

**899 Cassatt Road, Suite 210, Berwyn, Pennsylvania**  
(Address of principal executive offices)

**19312**  
(Zip Code)

**(610) 251-1000**

(Registrant's telephone number, including area code)

N/A

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(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  
  - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  
  - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  
  - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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**Item 8.01 Other Events.**

On November 7, 2011, Triumph Group, Inc. (the *Company*) entered into an Underwriting Agreement (the *Underwriting Agreement*) by and among the Company, certain investment funds associated with The Carlyle Group, as selling stockholders (the *Selling Stockholders*), and Morgan Stanley & Co. LLC, as underwriter, pursuant to which the Selling Stockholders agreed to sell an aggregate of 5,000,000 shares of the Company's common stock, par value \$0.001 per share (the *Offering*).

The foregoing description of the Underwriting Agreement is qualified in its entirety by reference to the complete copy of that agreement filed as Exhibit 1.1 to this Current Report on Form 8-K and is incorporated by reference herein.

A shelf registration statement (including a prospectus) relating to the offering of the common stock has previously been filed with the U.S. Securities and Exchange Commission and has become effective. This Current Report on Form 8-K does not constitute an offer to sell or the solicitation of an offer to buy, nor shall there be any sale of these securities in any jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of such jurisdiction.

On November 7, 2011, the Company issued a press release announcing the Offering. A copy of the press release is attached hereto and incorporated by reference as Exhibit 99.1.

On November 8, 2011, the Company issued a press release announcing the commencement of the Offering. A copy of the press release is attached hereto and incorporated by reference as Exhibit 99.2.

**Item 9.01 Financial Statements and Exhibits.**

(d) *Exhibits.*

| <b>Exhibit No.</b> | <b>Description</b>   |
|--------------------|--|
| 1.1                | Underwriting Agreement, dated November 7, 2011, by and among Triumph Group, Inc., Carlyle Partners III, L.P., CP III Coinvestment, L.P., Carlyle Partners II, L.P., Carlyle SBC Partners II, L.P., State Board of Administration of Florida, Carlyle Investment Group, L.P., Carlyle International Partners II, L.P., Carlyle International Partners III, L.P., C/S International Partners, Carlyle-Contour Partners, L.P., Carlyle-Contour International Partners, L.P., Carlyle-Aerostructures Partners, L.P., Carlyle-Aerostructures Partners II, L.P., Carlyle-Aerostructures International Partners, L.P., Carlyle-Aerostructures Management, L.P., CHYP Holdings, L.L.C. and Morgan Stanley & Co. LLC, as underwriter. |
| 5.1                | Opinion of Ballard Spahr LLP.  |
| 23.1               | Consent of Ballard Spahr LLP (included in Exhibit 5.1).  |
| 99.1               | Press Release announcing the Offering, dated November 7, 2011.   |

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99.2 Press Release announcing the commencement of the Offering, dated November 8, 2011.

**SIGNATURE**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Date: November 8, 2011

TRIUMPH GROUP, INC.

By: /s/ John B. Wright, II  
John B. Wright, II  
Vice President, General Counsel  
and Secretary

**EXHIBIT INDEX**

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