

Item 7.01 Regulation FD Disclosure.

On September 9, 2019, Triumph Group, Inc. (the “Company”) issued a press release announcing the pricing of an offering of \$525 million in aggregate principal amount of its 6.250% Senior Secured Notes due 2024 (the “Notes”). A copy of the press release announcing the pricing of the Notes is furnished as Exhibit 99.1 to this Current Report on Form 8-K and incorporated herein by reference.

The Notes have not been registered under the Securities Act of 1933, as amended (the “Securities Act”), and may not be offered or sold in the United States absent registration or an applicable exemption from registration requirements. The Notes will be offered and sold only to qualified institutional buyers pursuant to Rule 144A under the Securities Act, and outside the United States pursuant to Regulation S under the Securities Act.

The Company has received the requisite consent of the lenders under its Third Amended and Restated Credit Agreement, dated as of November 19, 2013, as amended, to issue the Notes and expects to enter into the Eleventh Amendment to Third Amended and Restated Credit Agreement, by and among the Company, its subsidiary co-borrowers and guarantors, the administrative agent and the lenders party thereto (the “Eleventh Amendment”). The Company expects the Eleventh Amendment to become effective in connection with the completion of the offering of the Notes. Among other things, the Eleventh Amendment is expected to (i) permit the Company to incur indebtedness in respect of the Notes subject to the terms and conditions of an intercreditor agreement, (ii) extend the expiration date for the revolving line of credit to the date that is the earlier of (a) May 3, 2024 and (b) six months prior to the stated maturity date of the Notes, with participating lenders, (iii) lower the aggregate amount of revolving credit commitments to \$600.0 million upon the earlier of completion of \$100.0 million in certain asset sales or March 31, 2020, (iv) modify the senior secured leverage ratio to apply to all senior secured indebtedness and provide for a stepdown of the maximum level from 3.50 to 1.00 to 3.25 to 1.00 commencing with the fiscal quarter ending June 30, 2021, (v) add a maximum first-lien secured leverage ratio covenant of 2.50 to 1.00 and provide for a step down of the maximum level from 2.50 to 1.00 to 2.25 to 1.00 commencing with the fiscal quarter ending June 30, 2021, (vi) reduce the receivables facility carve-out from restricted indebtedness from \$250.0 million to \$125.0 million, and (vii) permit future asset sales and divestitures related to the Triumph Aerospace Structures business unit subject to customary terms and conditions and use of proceeds restrictions.

The information in this Item 7.01 of this Current Report on Form 8-K and Exhibit 99.1 attached hereto shall not be deemed "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, nor shall it be deemed incorporated by reference in any filing under the Securities Act of 1933, as amended, except as shall be expressly set forth by specific reference in such filing.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

Exhibit No.	Description
99.1	Press release announcing pricing of the Notes dated September 9, 2019
	Cover Page Interactive Data File (embedded within the Inline XBRL document)

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

Date: September 10, 2019

TRIUMPH GROUP, INC.

By: /s/ Thomas A. Quigley, III

Thomas A. Quigley, III

Vice President and Controller

[\(Back To Top\)](#)

Section 2: EX-99.1 (EXHIBIT 99.1)

Exhibit 99.1



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TRIUMPH GROUP ANNOUNCES PRICING OF \$525 MILLION OF 6.25% SENIOR SECURED NOTES DUE 2024

BERWYN, Pa.---September 9, 2019 -- **Triumph Group, Inc. (“Triumph”)** (NYSE:TGI) today announced the pricing of its previously announced offering of \$525 million in aggregate principal amount of senior secured notes due 2024 (the “Notes”). The Notes will have an interest rate of 6.25% per annum and are being issued at a price equal to 100% of their face value. The Notes will be issued by Triumph and guaranteed on a full, senior, joint and several basis by each of Triumph’s domestic restricted subsidiaries that is a borrower under Triumph’s credit facility or that guarantees any debt of Triumph or any of its domestic restricted subsidiaries under its credit facility, and in the future by any of Triumph’s domestic restricted subsidiaries that are borrowers under any credit facility or that guarantee any debt of Triumph or any of its domestic restricted subsidiaries incurred under any credit facility. The Notes and the guarantees will be secured, subject to permitted liens, by second-priority liens on all of the assets of Triumph and its subsidiary guarantors that secure all of the indebtedness under Triumph’s credit facility and certain hedging and cash management obligations.

Triumph intends to use the net proceeds of the offering to redeem its 4.875% Senior Notes due 2021, repay amounts outstanding under its credit facility and pay fees and expenses. The offering is expected to close on September 23, 2019, subject to customary conditions to closing.

The Notes were offered in a private placement to qualified institutional buyers pursuant to Rule 144A and Regulation S under the Securities Act of 1933, as amended (the “Securities Act”). The Notes have not been registered under the Securities Act or state securities laws and may not be offered or sold in the United States absent registration or pursuant to an applicable exemption from the registration requirements of the Securities Act and any applicable state securities laws.

This press release does not constitute an offer to sell or the solicitation of an offer to buy the Notes, nor shall it constitute an offer, solicitation or sale in any jurisdiction in which such offer, solicitation or sale is unlawful.

Triumph Group, Inc., headquartered in Berwyn, Pennsylvania, designs, engineers, manufactures, repairs and overhauls a broad

portfolio of aerospace and defense systems, components and structures. The company serves the global aviation industry, including original equipment manufacturers and the full spectrum of military and commercial aircraft operators.

Statements in this release which are not historical facts are forward-looking statements under the provisions of the Private Securities Litigation Reform Act of 1995. All forward-looking statements involve risks and uncertainties which could affect the company's actual results and could cause its actual results to differ materially from those expressed in any forward-looking statements made by, or on behalf of, the company. Further information regarding the important factors that could cause actual results to differ from projected results can be found in Triumph's reports filed with the

Securities and Exchange Commission, including its Annual Report on Form 10-K for the fiscal year ended March 31, 2019, and its Quarterly Report on Form 10-Q for the fiscal quarter ended June 30, 2019.

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[\(Back To Top\)](#)