

TRIUMPH GROUP INC  
Form SC 13D/A  
May 27, 2011

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549  
SCHEDULE 13D  
INFORMATION STATEMENT TO BE INCLUDED IN STATEMENTS FILED  
PURSUANT TO RULES 13d-1 (b) (c) AND (d) AND AMENDMENTS THERETO FILED  
PURSUANT TO RULE 13d-2 (b)**

**(Amendment No. 1)\***

**Triumph Group, Inc.**

(Name of Issuer)

**Common Stock**

(Title of Class of Securities)

**896818101**

(CUSIP Number)

**DBD Investors V, L.L.C.**

**c/o The Carlyle Group**

**Attention: Jeffrey W. Ferguson**

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**Suite 220 South**

**Washington, DC 20004**

**(202) 729-5626**

**Copy to:**

**Daniel T. Lennon, Esq.**

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**Suite 1000**

**Washington, DC 20004-1304**

**(202) 637-2200**

(Name, Address and Telephone Number of Person  
Authorized to Receive Notices and Communications)

**May 25, 2011**

(Date of Event which Requires filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of Sections 240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box. o

*Note:* Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Section 240.13d-7 for other parties to whom copies are to be sent.

\* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be filed for the purpose of Section 18 of the Securities Exchange Act of 1934 ( Act ) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, *see the Notes*).

NAMES OF REPORTING PERSONS

1

DBD Investors V Holdings, L.L.C.

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2

(a)

(b)

SEC USE ONLY

3

SOURCE OF FUNDS

4

OO

CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)

5

CITIZENSHIP OR PLACE OF ORGANIZATION

6

Delaware

SOLE VOTING POWER

7

NUMBER OF

0

SHARED VOTING POWER

SHARES BENEFICIALLY OWNED BY 8

3,326,218

SOLE DISPOSITIVE POWER

EACH REPORTING PERSON 9

0

WITH SHARED DISPOSITIVE POWER

10

3,326,218

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

11

3,326,218

CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

12

Not Applicable

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

13

13.6%(1)

TYPE OF REPORTING PERSON

14

OO (Limited Liability Company)

(1) Based on 24,517,850 shares of common stock ( Shares ) of Triumph Group, Inc., a Delaware corporation ( Triumph or the Issuer ) outstanding on May 9, 2010.

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NAMES OF REPORTING PERSONS

1

DBD Investors V, L.L.C.

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2

- (a)
- (b)

SEC USE ONLY

3

SOURCE OF FUNDS

4

OO

CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)

5

CITIZENSHIP OR PLACE OF ORGANIZATION

6

Delaware

SOLE VOTING POWER

7

NUMBER OF 0

SHARED VOTING POWER

SHARES BENEFICIALLY OWNED BY 8

3,326,218

SOLE DISPOSITIVE POWER

EACH REPORTING PERSON 9

0

WITH SHARED DISPOSITIVE POWER

**10**

3,326,218

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

**11**

3,326,218

CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

**12**

Not Applicable

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

**13**

13.6%

TYPE OF REPORTING PERSON

**14**

OO (Limited Liability Company)

---

NAMES OF REPORTING PERSONS

1

TCG Holdings II, L.P.

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2

(a)

(b)

SEC USE ONLY

3

SOURCE OF FUNDS

4

OO

CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)

5

CITIZENSHIP OR PLACE OF ORGANIZATION

6

Delaware

SOLE VOTING POWER

7

NUMBER OF

0

SHARED VOTING POWER

SHARES BENEFICIALLY OWNED BY 8

3,326,218

SOLE DISPOSITIVE POWER

EACH REPORTING PERSON 9

0

WITH SHARED DISPOSITIVE POWER

**10**

3,326,218

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

**11**

3,326,218

CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

**12**

Not Applicable

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

**13**

13.6%

TYPE OF REPORTING PERSON

**14**

PN

---

NAMES OF REPORTING PERSONS

1

TC Group Investment Holdings, L.P.

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2

(a)

(b)

SEC USE ONLY

3

SOURCE OF FUNDS

4

OO

CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)

5

CITIZENSHIP OR PLACE OF ORGANIZATION

6

Delaware

SOLE VOTING POWER

7

NUMBER OF

0

SHARED VOTING POWER

SHARES BENEFICIALLY OWNED BY 8

OWNED BY

3,326,218

SOLE DISPOSITIVE POWER

EACH REPORTING PERSON 9

PERSON

0



WITH SHARED DISPOSITIVE POWER

**10**

3,326,218

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

**11**

3,326,218

CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

**12**

Not Applicable

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

**13**

13.6%

TYPE OF REPORTING PERSON

**14**

PN

---

NAMES OF REPORTING PERSONS

1

TC Group III, L.L.C.

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2

(a)

(b)

SEC USE ONLY

3

SOURCE OF FUNDS

4

OO

CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)

5

CITIZENSHIP OR PLACE OF ORGANIZATION

6

Delaware

SOLE VOTING POWER

7

NUMBER OF

0

SHARED VOTING POWER

SHARES BENEFICIALLY OWNED BY 8

3,326,218

SOLE DISPOSITIVE POWER

EACH REPORTING PERSON 9

0

WITH SHARED DISPOSITIVE POWER

**10**

3,326,218

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

**11**

3,326,218

CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

**12**

Not Applicable

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

**13**

13.6%

TYPE OF REPORTING PERSON

**14**

OO (Limited Liability Company)

---

NAMES OF REPORTING PERSONS

1

TC Group III, L.P.

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2

(a)

(b)

SEC USE ONLY

3

SOURCE OF FUNDS

4

OO

CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)

5

CITIZENSHIP OR PLACE OF ORGANIZATION

6

Delaware

SOLE VOTING POWER

7

NUMBER OF

0

SHARED VOTING POWER

SHARES BENEFICIALLY OWNED BY 8

3,326,218

SOLE DISPOSITIVE POWER

EACH REPORTING PERSON 9

0

WITH SHARED DISPOSITIVE POWER

**10**

3,326,218

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

**11**

3,326,218

CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

**12**

Not Applicable

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

**13**

13.6%

TYPE OF REPORTING PERSON

**14**

PN

---

NAMES OF REPORTING PERSONS

1

Carlyle Partners III, L.P.

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2

(a)

(b)

SEC USE ONLY

3

SOURCE OF FUNDS

4

OO

CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS  
2(d) OR 2(e)

5

CITIZENSHIP OR PLACE OF ORGANIZATION

6

Delaware

SOLE VOTING POWER

7

NUMBER OF

0

SHARED VOTING POWER

SHARES  
BENEFICIALLY OWNED BY

8

3,227,406

SOLE DISPOSITIVE POWER

EACH  
REPORTING  
PERSON

9

0

WITH SHARED DISPOSITIVE POWER

10

3,227,406

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

11

3,227,406

CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

12

Not Applicable

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

13

13.2%

TYPE OF REPORTING PERSON

14

PN

---

NAMES OF REPORTING PERSONS

1

CP III Coinvestment, L.P.

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2

(a)

(b)

SEC USE ONLY

3

SOURCE OF FUNDS

4

OO

CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)

5

CITIZENSHIP OR PLACE OF ORGANIZATION

6

Delaware

SOLE VOTING POWER

7

NUMBER OF 0

SHARED VOTING POWER

SHARES BENEFICIALLY OWNED BY 8

98,812

SOLE DISPOSITIVE POWER

EACH REPORTING PERSON 9

0



WITH SHARED DISPOSITIVE POWER

10

98,812

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

11

98,812

CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

12

Not Applicable

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

13

0.4%

TYPE OF REPORTING PERSON

14

PN

NAMES OF REPORTING PERSONS

1

TCG Holdings, L.L.C.

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2

(a)

(b)

SEC USE ONLY

3

SOURCE OF FUNDS

4

OO

CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS  
2(d) OR 2(e)

5

CITIZENSHIP OR PLACE OF ORGANIZATION

6

Delaware

SOLE VOTING POWER

7

NUMBER OF 0

SHARED VOTING POWER

SHARES BENEFICIALLY OWNED BY 8

1,506,840

SOLE DISPOSITIVE POWER

EACH REPORTING PERSON 9

0

WITH SHARED DISPOSITIVE POWER

**10**

1,506,840

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

**11**

1,506,840

CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

**12**

Not Applicable

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

**13**

6.1%

TYPE OF REPORTING PERSON

**14**

OO (Limited Liability Company)

---

NAMES OF REPORTING PERSONS

1

TC Group, L.L.C.

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2

(a)

(b)

SEC USE ONLY

3

SOURCE OF FUNDS

4

OO

CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)

5

CITIZENSHIP OR PLACE OF ORGANIZATION

6

Delaware

SOLE VOTING POWER

7

NUMBER OF

0

SHARED VOTING POWER

SHARES BENEFICIALLY OWNED BY 8

OWNED BY

1,506,840

SOLE DISPOSITIVE POWER

EACH REPORTING PERSON 9

PERSON

0

WITH SHARED DISPOSITIVE POWER

**10**

1,506,840

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

**11**

1,506,840

CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

**12**

Not Applicable

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

**13**

6.1%

TYPE OF REPORTING PERSON

**14**

OO (Limited Liability Company)

---

NAMES OF REPORTING PERSONS

1

TC Group II, L.L.C.

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2

(a)

(b)

SEC USE ONLY

3

SOURCE OF FUNDS

4

OO

CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)

5

CITIZENSHIP OR PLACE OF ORGANIZATION

6

Delaware

SOLE VOTING POWER

7

NUMBER OF 0

SHARED VOTING POWER

SHARES BENEFICIALLY OWNED BY 8

896,205

SOLE DISPOSITIVE POWER

EACH REPORTING PERSON 9

0

WITH SHARED DISPOSITIVE POWER

**10**

896,205

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

**11**

896,205

CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

**12**

Not Applicable

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

**13**

3.7%

TYPE OF REPORTING PERSON

**14**

OO (Limited Liability Company)

---

NAMES OF REPORTING PERSONS

1

Carlyle Partners II, L.P.

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2

(a)

(b)

SEC USE ONLY

3

SOURCE OF FUNDS

4

OO

CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)

5

CITIZENSHIP OR PLACE OF ORGANIZATION

6

Delaware

SOLE VOTING POWER

7

NUMBER OF 0

SHARED VOTING POWER

SHARES BENEFICIALLY OWNED BY 8

422,136

SOLE DISPOSITIVE POWER

EACH REPORTING PERSON 9

0



WITH SHARED DISPOSITIVE POWER

**10**

422,136

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

**11**

422,136

CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

**12**

Not Applicable

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

**13**

1.7%

TYPE OF REPORTING PERSON

**14**

PN

---

NAMES OF REPORTING PERSONS

1

Carlyle International Partners II, L.P.

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2

(a)

(b)

SEC USE ONLY

3

SOURCE OF FUNDS

4

OO

CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)

5

CITIZENSHIP OR PLACE OF ORGANIZATION

6

Cayman Islands

SOLE VOTING POWER

7

NUMBER OF 0

SHARED VOTING POWER

SHARES BENEFICIALLY OWNED BY 8

355,541

SOLE DISPOSITIVE POWER

EACH REPORTING PERSON 9

0

WITH SHARED DISPOSITIVE POWER

**10**

355,541

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

**11**

355,541

CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

**12**

Not Applicable

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

**13**

1.5%

TYPE OF REPORTING PERSON

**14**

PN (Cayman Islands Exempt Limited Partnership)

---

NAMES OF REPORTING PERSONS

1

State Board of Administration of Florida

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2

(a)

(b)

SEC USE ONLY

3

SOURCE OF FUNDS

4

OO

CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)

5

CITIZENSHIP OR PLACE OF ORGANIZATION

6

Florida

SOLE VOTING POWER

7

NUMBER OF

0

SHARED VOTING POWER

SHARES BENEFICIALLY OWNED BY 8

OWNED BY

164,009

SOLE DISPOSITIVE POWER

EACH REPORTING PERSON 9

PERSON

0

WITH SHARED DISPOSITIVE POWER

**10**

164,009

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

**11**

164,009

CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

**12**

Not Applicable

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

**13**

0.7%

TYPE OF REPORTING PERSON

**14**

OO

---

NAMES OF REPORTING PERSONS

1

Carlyle-Aerostructures Partners, L.P.

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2

(a)

(b)

SEC USE ONLY

3

SOURCE OF FUNDS

4

OO

CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)

5

CITIZENSHIP OR PLACE OF ORGANIZATION

6

Delaware

SOLE VOTING POWER

7

NUMBER OF 0

SHARED VOTING POWER

SHARES BENEFICIALLY OWNED BY 8

131,812

SOLE DISPOSITIVE POWER

EACH REPORTING PERSON 9

0

WITH SHARED DISPOSITIVE POWER

10

131,812

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

11

131,812

CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

12

Not Applicable

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

13

0.5%

TYPE OF REPORTING PERSON

14

PN

---

NAMES OF REPORTING PERSONS

1

CHYP Holdings, L.L.C.

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2

(a)

(b)

SEC USE ONLY

3

SOURCE OF FUNDS

4

OO

CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)

5

CITIZENSHIP OR PLACE OF ORGANIZATION

6

Delaware

SOLE VOTING POWER

7

NUMBER OF 0

SHARED VOTING POWER

SHARES BENEFICIALLY OWNED BY 8

119,838

SOLE DISPOSITIVE POWER

EACH REPORTING PERSON 9

0



WITH SHARED DISPOSITIVE POWER

**10**

119,838

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

**11**

119,838

CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

**12**

Not Applicable

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

**13**

0.5%

TYPE OF REPORTING PERSON

**14**

OO (Limited Liability Company)

---

NAMES OF REPORTING PERSONS

1

Carlyle-Aerostructures Partners II, L.P.

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2

(a)

(b)

SEC USE ONLY

3

SOURCE OF FUNDS

4

OO

CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)

5

CITIZENSHIP OR PLACE OF ORGANIZATION

6

Delaware

SOLE VOTING POWER

7

NUMBER OF 0

SHARED VOTING POWER

SHARES BENEFICIALLY OWNED BY 8

100,966

SOLE DISPOSITIVE POWER

EACH REPORTING PERSON 9

0

WITH SHARED DISPOSITIVE POWER

**10**

100,966

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

**11**

100,966

CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

**12**

Not Applicable

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

**13**

0.4%

TYPE OF REPORTING PERSON

**14**

PN

---

NAMES OF REPORTING PERSONS

1

C/S International Partners

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2

(a)

(b)

SEC USE ONLY

3

SOURCE OF FUNDS

4

OO

CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)

5

CITIZENSHIP OR PLACE OF ORGANIZATION

6

Cayman Islands

SOLE VOTING POWER

7

NUMBER OF 0

SHARED VOTING POWER

SHARES BENEFICIALLY OWNED BY 8

80,166

SOLE DISPOSITIVE POWER

EACH REPORTING PERSON 9

0

WITH SHARED DISPOSITIVE POWER

10

80,166

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

80,166

12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

Not Applicable

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

0.3%

14 TYPE OF REPORTING PERSON

PN (Cayman Islands Exempt Limited Partnership)

---

NAMES OF REPORTING PERSONS

1

Carlyle-Aerostructures International Partners, L.P.

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2

(a)

(b)

SEC USE ONLY

3

SOURCE OF FUNDS

4

OO

CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)

5

CITIZENSHIP OR PLACE OF ORGANIZATION

6

Cayman Islands

SOLE VOTING POWER

7

NUMBER OF 0

SHARED VOTING POWER

SHARES BENEFICIALLY OWNED BY 8

52,328

SOLE DISPOSITIVE POWER

9

EACH REPORTING PERSON 0

WITH SHARED DISPOSITIVE POWER

**10**

52,328

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

**11**

52,328

CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

**12**

Not Applicable

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

**13**

0.2%

TYPE OF REPORTING PERSON

**14**

PN (Cayman Islands Exempt Limited Partnership)

---

NAMES OF REPORTING PERSONS

1

Carlyle-Contour Partners, L.P.

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2

(a)

(b)

SEC USE ONLY

3

SOURCE OF FUNDS

4

OO

CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)

5

CITIZENSHIP OR PLACE OF ORGANIZATION

6

Delaware

SOLE VOTING POWER

7

NUMBER OF

0

SHARED VOTING POWER

SHARES BENEFICIALLY OWNED BY 8

OWNED BY

22,911

SOLE DISPOSITIVE POWER

EACH REPORTING PERSON 9

PERSON

0



WITH SHARED DISPOSITIVE POWER

10

22,911

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

22,911

12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

Not Applicable

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

0.1%

14 TYPE OF REPORTING PERSON

PN

---

NAMES OF REPORTING PERSONS

1

Carlyle SBC Partners II, L.P.

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2

(a)

(b)

SEC USE ONLY

3

SOURCE OF FUNDS

4

OO

CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)

5

CITIZENSHIP OR PLACE OF ORGANIZATION

6

Delaware

SOLE VOTING POWER

7

NUMBER OF

0

SHARED VOTING POWER

SHARES BENEFICIALLY OWNED BY 8

OWNED BY

19,240

SOLE DISPOSITIVE POWER

EACH REPORTING PERSON 9

PERSON

0

WITH SHARED DISPOSITIVE POWER

10

19,240

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

11

19,240

CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

12

Not Applicable

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

13

0.1%

TYPE OF REPORTING PERSON

14

PN

---

NAMES OF REPORTING PERSONS

1

Carlyle International Partners III, L.P.

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2

(a)

(b)

SEC USE ONLY

3

SOURCE OF FUNDS

4

OO

CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)

5

CITIZENSHIP OR PLACE OF ORGANIZATION

6

Cayman Islands

SOLE VOTING POWER

7

NUMBER OF 0

SHARED VOTING POWER

SHARES BENEFICIALLY OWNED BY 8

19,122

SOLE DISPOSITIVE POWER

EACH REPORTING PERSON 9

0

WITH SHARED DISPOSITIVE POWER

**10**

19,122

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

**11**

19,122

CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

**12**

Not Applicable

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

**13**

0.1%

TYPE OF REPORTING PERSON

**14**

PN (Cayman Islands Exempt Limited Partnership)

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NAMES OF REPORTING PERSONS

1

Carlyle-Aerostructures Management, L.P.

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2

(a)

(b)

SEC USE ONLY

3

SOURCE OF FUNDS

4

OO

CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)

5

CITIZENSHIP OR PLACE OF ORGANIZATION

6

Delaware

SOLE VOTING POWER

7

NUMBER OF 0

SHARED VOTING POWER

SHARES BENEFICIALLY OWNED BY 8

13,089

SOLE DISPOSITIVE POWER

EACH REPORTING PERSON 9

0

WITH SHARED DISPOSITIVE POWER

**10**

13,089

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

**11**

13,089

CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

**12**

Not Applicable

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

**13**

0.1%

TYPE OF REPORTING PERSON

**14**

PN

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NAMES OF REPORTING PERSONS

1

Carlyle-Contour International Partners, L.P.

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2

(a)

(b)

SEC USE ONLY

3

SOURCE OF FUNDS

4

OO

CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)

5

CITIZENSHIP OR PLACE OF ORGANIZATION

6

Cayman Islands

SOLE VOTING POWER

7

NUMBER OF

0

SHARED VOTING POWER

SHARES BENEFICIALLY OWNED BY 8

5,273

SOLE DISPOSITIVE POWER

EACH REPORTING PERSON 9

0



WITH SHARED DISPOSITIVE POWER

**10**

5,273

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

**11**

5,273

CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

**12**

Not Applicable

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

**13**

0.0%

TYPE OF REPORTING PERSON

**14**

PN (Cayman Islands Exempt Limited Partnership)

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NAMES OF REPORTING PERSONS

1

Carlyle Investment Group, L.P.

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2

(a)

(b)

SEC USE ONLY

3

SOURCE OF FUNDS

4

OO

CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)

5

CITIZENSHIP OR PLACE OF ORGANIZATION

6

Delaware

SOLE VOTING POWER

7

NUMBER OF

0

SHARED VOTING POWER

SHARES BENEFICIALLY OWNED BY 8

OWNED BY

409

SOLE DISPOSITIVE POWER

EACH REPORTING PERSON 9

PERSON

0

WITH SHARED DISPOSITIVE POWER

10

409

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

11

409

CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

12

Not Applicable

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

13

0.0%

TYPE OF REPORTING PERSON

14

PN

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**Explanatory Note**

This Amendment No. 1 to Schedule 13D (this Amendment No. 1 ) amends and supplements the Schedule 13D originally filed with the United States Securities and Exchange Commission (the SEC ) on June 8, 2009 (the Statement ), as follows:

**ITEM 2. Identity and Background**

Item 2 of the Statement is amended and restated in its entirety by inserting the following information:

This statement is being filed by the following persons, (each is hereinafter individually referred to as a Reporting Person and collectively as the Reporting Persons ):

DBD Investors V Holdings, L.L.C, a Delaware limited liability company,  
DBD Investors V, L.L.C, a Delaware limited liability company,  
TCG Holdings II, L.P., a Delaware limited partnership,  
TC Group Investment Holdings, L.P., a Delaware limited partnership,  
TC Group III, L.L.C., a Delaware limited liability company,  
TC Group III, L.P., a Delaware limited partnership,  
Carlyle Partners III, L.P., a Delaware limited partnership,  
CP III Coinvestment, L.P., a Delaware limited partnership,  
TCG Holdings, L.L.C., a Delaware limited liability company,  
TC Group, L.L.C., a Delaware limited liability company,  
TC Group II, L.L.C., a Delaware limited liability company,  
Carlyle Partners II, L.P., a Delaware limited partnership,  
Carlyle International Partners II, L.P., a Cayman Islands exempt limited partnership,  
State Board of Administration of Florida, an agency of the Florida state government,  
Carlyle-Aerostructures Partners, L.P., a Delaware limited partnership,  
CHYP Holdings, L.L.C., a Delaware limited liability company,  
Carlyle-Aerostructures Partners II, L.P., a Delaware limited partnership,  
C/S International Partners, a Cayman Islands exempt limited partnership,  
Carlyle-Aerostructures International Partners, L.P., a Cayman Islands exempt limited partnership,  
Carlyle-Contour Partners, L.P., a Delaware limited partnership,  
Carlyle SBC Partners II, L.P., a Delaware limited partnership,  
Carlyle International Partners III, L.P., a Cayman Islands exempt limited partnership,  
Carlyle-Aerostructures Management, L.P., a Delaware limited partnership,  
Carlyle-Contour International Partners, L.P., a Cayman Islands exempt limited partnership, and  
Carlyle Investment Group, L.P., a Delaware limited partnership.

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The business address for each of DBD Investors V Holdings, L.L.C, DBD Investors V, L.L.C, TCG Holdings II, L.P., TC Group Investment Holdings, L.P., TC Group III, L.L.C., TC Group III, L.P., Carlyle Partners III, L.P., CP III Coinvestment, L.P., TCG Holdings, L.L.C., TC Group, L.L.C., TC Group II, L.L.C., Carlyle Partners II, L.P., Carlyle-Aerostructures Partners, L.P., CHYP Holdings, L.L.C., Carlyle-Aerostructures Partners II, L.P., Carlyle-Contour Partners, L.P., Carlyle SBC Partners II, L.P., Carlyle-Aerostructures Management, L.P., Carlyle Investment Group, L.P. and the State Board of Administration of Florida is c/o The Carlyle Group, 1001 Pennsylvania Ave. NW, Suite 220 South, Washington, DC 20004-2505. The telephone number is 202-729-5626.

The business address for each of Carlyle International Partners II, L.P., C/S International Partners, Carlyle-Aerostructures International Partners, L.P., Carlyle International Partners III, L.P., and Carlyle-Contour International Partners, L.P. is c/o Walkers Corporate Services Limited, Walker House, 87 Mary Street, George Town, Grand Cayman KY1-9001, Cayman Islands. The telephone number is +1-345-949-0100.

Carlyle Partners III, L.P. and CP III Coinvestment, L.P. are each private investment funds. Investment discretion and control over the Shares held by each of these funds is exercised by DBD Investors V Holdings, L.L.C. through its indirect subsidiary, TC Group III, L.P., which is the sole general partner of each of these funds. DBD Investors V Holdings, L.L.C. is the managing member of DBD Investors V, L.L.C. DBD Investors V, L.L.C. is the general partner of TCG Holdings II, L.P. TCG Holdings II, L.P. is the sole general partner of TC Group Investment Holdings, L.P. TC Group Investment Holdings, L.P. is the managing member of TC Group III, L.L.C. TC Group III, L.L.C. is the sole general partner of TC Group III, L.P. DBD Investors V Holdings, L.L.C. is managed by a three-person managing board, and all board action relating to the voting or disposition of these Shares requires approval of a majority of the board. William E. Conway, Jr., Daniel A. D Aniello and David M. Rubenstein, as the managing members of DBD Investors V Holdings, L.L.C., may be deemed to share beneficial ownership of the Shares beneficially owned by DBD Investors V Holdings, L.L.C. Such persons disclaim such beneficial ownership.

Carlyle Partners II, L.P., Carlyle International Partners II, L.P., C/S International Partners, Carlyle SBC Partners II, L.P. and Carlyle International Partners III, L.P. are each private investment funds. Investment discretion and control over the Shares held by each of these funds is exercised by TCG Holdings, L.L.C. through its indirect subsidiary, TC Group II, L.L.C., which is the sole general partner of each of these funds. TCG Holdings, L.L.C. is the managing member of TC Group, L.L.C., which is the sole member of TC Group II, L.L.C.

CHYP Holdings, L.L.C. is a private investment fund. Investment discretion and control over the Shares held by the fund is exercised by TCG Holdings, L.L.C. through its indirect subsidiary, Carlyle High Yield Partners, L.P. Carlyle High Yield Partners, L.P. is the sole member of CHYP Holdings, L.L.C. TCG Holdings, L.L.C. is the managing member of TC Group, L.L.C., which is the sole member of TCG High Yield Holdings, L.L.C., which is the sole member of TCG High Yield, L.L.C., which is the sole general partner of Carlyle High Yield Partners, L.P.

Carlyle-Aerostructures Partners, L.P., Carlyle-Aerostructures Partners II, L.P., Carlyle-Aerostructures International Partners, L.P., Carlyle-Contour Partners, L.P., Carlyle-Aerostructures Management, L.P., Carlyle-Contour International Partners, L.P. and Carlyle Investment Group, L.P. are each private investment funds. Investment discretion and control over the Shares held by each of these funds is exercised by TCG Holdings, L.L.C., which is the managing member of TC Group, L.L.C., which is the sole general partner of each of these funds.

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The State Board of Administration of Florida is an agency of the Florida state government that provides a variety of investment services to various Florida governmental entities. TC Group, L.L.C. serves as the managing member of the investment manager for the State Board of Administration of Florida. TCG Holdings, L.L.C. is the managing member of TC Group, L.L.C.

TCG Holdings, L.L.C. is managed by a three-person managing board, and all board action relating to the voting or disposition of the Shares requires approval of a majority of the board. William E. Conway, Jr., Daniel A. D Aniello and David M. Rubenstein, as the managing members of TCG Holdings, L.L.C., may be deemed to share beneficial ownership of the Shares beneficially owned by TCG Holdings, L.L.C. Such persons disclaim such beneficial ownership.

To the knowledge of the Reporting Persons, the name, business address, citizenship, and principal occupation or employment of each director and officer of each of the Reporting Persons, and any other information concerning the Reporting Persons and other persons and entities as to which such information is required to be disclosed in response to General Instruction C to Schedule 13D are set forth in Schedule A and incorporated herein by this reference.

The agreement among the Reporting Persons relating to the joint filing of this Schedule 13D is attached as Exhibit 1 hereto.

During the past five years, none of the Reporting Persons (or, to the knowledge of the Reporting Persons, any of the persons listed on Schedule A hereto) (i) has been convicted in any criminal proceeding (excluding traffic violations or similar misdemeanors) or (ii) was a party to a civil proceeding of a judicial or administrative body of competent jurisdiction and as a result of such proceeding was or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violation with respect to such laws.

#### **ITEM 4. Purpose of Transaction**

Item 4 of the Statement is amended by inserting the following information:

On May 25, 2011, the Reporting Persons sold 2,500,000 Shares to Deutsche Bank Securities Inc. (the Underwriter ) at a price of \$92.75 per Share, in a registered offering (the Secondary Offering ) pursuant to an Underwriting Agreement, dated as of May 19, 2011 (the Underwriting Agreement ), by and among the Issuer, the Selling Stockholders (as defined in the Underwriting Agreement) and the Underwriter.

Under the Underwriting Agreement, the Selling Stockholders have agreed with the Underwriter, subject to certain exceptions, not to dispose of or hedge any Shares or securities convertible into or exchangeable for Shares during the period from March 28, 2011 continuing through and including the date 60 days after May 17, 2011, except with the prior written consent of the Underwriter (such period, the restricted period ). The restricted period will be automatically extended if: (1) during the last 17 days of the 60-day restricted period the Issuer issues an earnings release or material news or a material event relating to the Issuer occurs or (2) prior to the expiration of the 60-day restricted period, the Issuer announces that it will issue an earnings release or becomes aware that material news or a material event will occur during the 16-day period beginning on the last day of the 60-day restricted period.

The foregoing description of the Underwriting Agreement does not purport to be complete and is qualified in its entirety by reference to the Underwriting Agreement, which is filed as Exhibit 7 hereto and is incorporated herein by reference.

Except as described in this Item 4 and Item 6 of this Schedule 13D which are incorporated herein by reference, the Reporting Persons have no present plans or proposals that relate to or would result in any of the actions required to be reported herein.

**ITEM 5. Interest in Securities of the Issuer**

Item 5 of the Statement is amended and restated in its entirety by inserting the following information:

(a) (b)

The following table sets forth the aggregate number and percentage of Shares beneficially owned by each of the Reporting Persons, as well as the number of Shares as to which each Reporting Person has the sole power to vote or to direct the vote, sole power to dispose or to direct the disposition, or shared power to dispose or to direct the disposition of as of the date hereof.

<b>Reporting Person</b>	<b>Amount</b>	<b>Percent</b>	<b>Sole power to vote or direct the</b>	<b>Shared power to vote or to direct the</b>	<b>Sole power to dispose or to direct the</b>	<b>Shared power to dispose or to direct the</b>
	<b>beneficially</b>	<b>of class (a)</b>	<b>the</b>	<b>direct</b>	<b>disposition</b>	<b>disposition</b>
	<b>owned</b>	<b>of</b>	<b>vote</b>	<b>vote</b>	<b>of</b>	<b>of</b>
DBD Investors V Holdings, L.L.C.	3,326,218	13.6%	0	3,326,218	0	3,326,218
DBD Investors V, L.L.C.	3,326,218	13.6%	0	3,326,218	0	3,326,218
TCG Holdings II, L.P.	3,326,218	13.6%	0	3,326,218	0	3,326,218
TC Group Investment Holdings, L.P.	3,326,218	13.6%	0	3,326,218	0	3,326,218
TC Group III, L.L.C.	3,326,218	13.6%	0	3,326,218	0	3,326,218
TC Group III, L.P.	3,326,218	13.6%	0	3,326,218	0	3,326,218
Carlyle Partners III, L.P.	3,227,406	13.2%	0	3,227,406	0	3,227,406
CP III Coinvestment, L.P.	98,812	0.4%	0	98,812	0	98,812
TCG Holdings, L.L.C.	1,506,840	6.1%	0	1,506,840	0	1,506,840
TC Group, L.L.C.	1,506,840	6.1%	0	1,506,840	0	1,506,840
TC Group II, L.L.C.	896,205	3.7%	0	896,205	0	896,205
Carlyle Partners II, L.P.	422,136	1.7%	0	422,136	0	422,136
Carlyle International Partners II, L.P.	355,541	1.5%	0	355,541	0	355,541
State Board of Administration of Florida	164,009	0.7%	0	164,009	0	164,009
Carlyle-Aerostructures Partners, L.P.	131,812	0.5%	0	131,812	0	131,812
CHYP Holdings, L.L.C.	119,838	0.5%	0	119,838	0	119,838
Carlyle-Aerostructures Partners II, L.P.	100,966	0.4%	0	100,966	0	100,966
C/S International Partners	80,166	0.3%	0	80,166	0	80,166
Carlyle-Aerostructures International Partners, L.P.	52,328	0.2%	0	52,328	0	52,328
Carlyle-Contour Partners, L.P.	22,911	0.1%	0	22,911	0	22,911
Carlyle SBC Partners II, L.P.	19,240	0.1%	0	19,240	0	19,240
Carlyle International Partners III, L.P.	19,122	0.1%	0	19,122	0	19,122
Carlyle-Aerostructures Management, L.P.	13,089	0.1%	0	13,089	0	13,089
Carlyle-Contour International Partners, L.P.	5,273	0.0%	0	5,273	0	5,273
Carlyle Investment Group, L.P.	409	0.0%	0	409	0	409

(a) Based on 24,517,850 Shares outstanding on May 9, 2011.

Carlyle Partners III, L.P. and CP III Coinvestment, L.P. are the record owners of 3,227,406 Shares and 98,812 Shares, respectively. Investment discretion and control over the Shares held by each of these funds is exercised by DBD Investors V Holdings, L.L.C. through its indirect subsidiary, TC Group III, L.P., which is the sole general partner of each of these funds. DBD Investors V Holdings, L.L.C. is the managing member of DBD Investors V, L.L.C. DBD Investors V, L.L.C. is the general partner of TCG Holdings II, L.P. TCG Holdings II, L.P. is the sole general partner of TC Group Investment Holdings, L.P. TC Group Investment Holdings, L.P. is the managing member of TC Group III, L.L.C. TC Group III, L.L.C. is the sole general partner of TC Group III, L.P. DBD Investors V Holdings, L.L.C. is managed by a three-person managing board, and all board action relating to the voting or disposition of these Shares requires approval of a majority of the board. William E. Conway, Jr., Daniel A. D Aniello and David M. Rubenstein, as the managing members of DBD Investors V Holdings, L.L.C., may be deemed to share beneficial ownership of the Shares beneficially owned by DBD Investors V Holdings, L.L.C. Such persons disclaim such beneficial ownership.

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Carlyle Partners II, L.P., Carlyle International Partners II, L.P., C/S International Partners, Carlyle SBC Partners II, L.P. and Carlyle International Partners III, L.P. are the record owners of 422,136 Shares, 355,541 Shares, 80,166 Shares, 19,240 Shares, and 19,122 Shares, respectively. Investment discretion and control over the Shares held by each of these funds is exercised by TCG Holdings, L.L.C. through its indirect subsidiary, TC Group II, L.L.C., which is the sole general partner of each of these funds. TCG Holdings, L.L.C. is the managing member of TC Group, L.L.C., which is the sole member of TC Group II, L.L.C.

CHYP Holdings, L.L.C. is the record holder of 119,838 Shares. Investment discretion and control over the Shares held by the fund is exercised by TCG Holdings, L.L.C. through its indirect subsidiary, Carlyle High Yield Partners, L.P. Carlyle High Yield Partners, L.P. is the sole member of CHYP Holdings, L.L.C. TCG Holdings, L.L.C. is the managing member of TC Group, L.L.C., which is the sole member of TCG High Yield Holdings, L.L.C., which is the sole member of TCG High Yield, L.L.C., which is the general partner of Carlyle High Yield Partners, L.P.

Carlyle-Aerostructures Partners, L.P., Carlyle-Aerostructures Partners II, L.P., Carlyle-Aerostructures International Partners, L.P., Carlyle-Contour Partners, L.P., Carlyle-Aerostructures Management, L.P., Carlyle-Contour International Partners, L.P., and Carlyle Investment Group, L.P. are the record owners of 131,812 Shares, 100,966 Shares, 52,328 Shares, 22,911 Shares, 13,089 Shares, 5,273 Shares and 409 Shares, respectively. Investment discretion and control over the Shares held by each of these funds is exercised by TCG Holdings, L.L.C., which is the managing member of TC Group, L.L.C., which is the sole general partner of each of these funds.

The State Board of Administration of Florida is the record holder of 164,009 Shares. TC Group, L.L.C. serves as the managing member of the investment manager for the State Board of Administration of Florida. TCG Holdings, L.L.C., is the managing member of TC Group, L.L.C.

TCG Holdings, L.L.C. is managed by a three-person managing board, and all board action relating to the voting or disposition of the Shares requires approval of a majority of the board. William E. Conway, Jr., Daniel A. D Aniello and David M. Rubenstein, as the managing members of TCG Holdings, L.L.C., may be deemed to share beneficial ownership of the Shares beneficially owned by TCG Holdings, L.L.C. Such persons disclaim such beneficial ownership.

**ITEM 6. Contracts, Arrangements, Understandings or Relationships With Respect to Securities of the Issuer**  
Item 6 of the Statement is amended by inserting the following information:

The information set forth in Item 4 above is hereby incorporated by reference in response to Item 6.

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**ITEM 7. Materials to be Filed as Exhibits**

**Exhibit  
Number**

**Description**

- |    |   |
|----|---|
| 1  | Joint Filing Agreement, dated May 27, 2011, by and among the Reporting Persons.   |
| 3  | Underwriting Agreement, dated as of May 29, 2011, by and among Triumph Group, Inc., the Selling Stockholders (as defined in the Underwriting Agreement) and Deutsche Bank Securities Inc., with respect to the sale by the Selling Stockholders, and the purchase by the Underwriter of 2,500,000 Shares (incorporated by reference to Exhibit 1.1 to the Current Report filed by Triumph Group, Inc. on Form 8-K on May 24, 2011). |
| 24 | Power of Attorney.  |
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**SIGNATURES**

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

**Date:** May 27, 2011

**DBD Investors V Holdings, L.L.C.**

**By:** /s/ R. Rainey Hoffman, attorney-in-fact

**Name:** David M. Rubenstein

**Title:** Managing Director

**DBD Investors V, L.L.C.**

**By:** DBD Investors V Holdings, L.L.C., as its managing member

**By:** /s/ R. Rainey Hoffman, attorney-in-fact

**Name:** David M. Rubenstein

**Title:** Managing Director

**TCG Holdings II, L.P.**

**By:** DBD Investors V, L.L.C., as its general partner

**By:** DBD Investors V Holdings, L.L.C., as its managing member

**By:** /s/ R. Rainey Hoffman, attorney-in-fact

**Name:** David M. Rubenstein

**Title:** Managing Director

**TC Group Investment Holdings, L.P.**

**By:** TCG Holdings II, L.P., as its general partner

**By:** DBD Investors V, L.L.C., as its general partner

**By:** DBD Investors V Holdings, L.L.C., as its managing member

**By:** /s/ R. Rainey Hoffman, attorney-in-fact

**Name:** David M. Rubenstein

**Title:** Managing Director

**TC Group III, L.L.C.**

By: TC Group Investment Holdings, L.P., as its managing member

By: TCG Holdings II, L.P., as its general partner

By: DBD Investors V, L.L.C., as its general partner

By: DBD Investors V Holdings, L.L.C., as its managing member

By: /s/ R. Rainey Hoffman, attorney-in-fact

Name: David M. Rubenstein

Title: Managing Director

**TC Group III, L.P.**

By: TC Group III, L.L.C., as its general partner

By: TC Group Investment Holdings, L.P., as its managing member

By: TCG Holdings II, L.P., as its general partner

By: DBD Investors V, L.L.C., as its general partner

By: DBD Investors V Holdings, L.L.C., as its managing member

By: /s/ R. Rainey Hoffman, attorney-in-fact

Name: David M. Rubenstein

Title: Managing Director

**Carlyle Partners III, L.P.**

By: TC Group III, L.P., as its general partner

By: TC Group III, L.L.C., as its general partner

By: TC Group Investment Holdings, L.P., as its managing member

By: TCG Holdings II, L.P., as its general partner

By: DBD Investors V, L.L.C., as its general partner

By: DBD Investors V Holdings, L.L.C., as its managing member

By: /s/ R. Rainey Hoffman, attorney-in-fact

Name: David M. Rubenstein

Title: Managing Director

**CP III Coinvestment, L.P.**

By: TC Group III, L.P., as its general partner  
By: TC Group III, L.L.C., as its general partner  
By: TC Group Investment Holdings, L.P., as its managing member  
By: TCG Holdings II, L.P., as its general partner  
By: DBD Investors V, L.L.C., as its general partner  
By: DBD Investors V Holdings, L.L.C., as its managing member

By: /s/ R. Rainey Hoffman, attorney-in-fact

Name: David M. Rubenstein  
Title: Managing Director

**TCG Holdings, L.L.C.**

By: /s/ R. Rainey Hoffman, attorney-in-fact

Name: David M. Rubenstein  
Title: Managing Director

**TC Group, L.L.C.**

By: TCG Holdings, L.L.C., as its managing member

By: /s/ R. Rainey Hoffman, attorney-in-fact

Name: David M. Rubenstein  
Title: Managing Director

**TC Group II, L.L.C.**

By: TC Group, L.L.C., its sole member  
By: TCG Holdings, L.L.C., its managing member

By: /s/ R. Rainey Hoffman, attorney-in-fact

Name: David M. Rubenstein  
Title: Managing Director

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**Carlyle Partners II, L.P.**

By: TC Group II, L.L.C., its general partner  
By: TC Group, L.L.C., its sole member  
By: TCG Holdings, L.L.C., its managing member

By: /s/ R. Rainey Hoffman, attorney-in-fact

Name: David M. Rubenstein  
Title: Managing Director

**Carlyle International Partners II, L.P.**

By: TC Group II, L.L.C., its general partner  
By: TC Group, L.L.C., its sole member  
By: TCG Holdings, L.L.C., its managing member

By: /s/ R. Rainey Hoffman, attorney-in-fact

Name: David M. Rubenstein  
Title: Managing Director

**State Board of Administration of Florida**

Separate account maintained pursuant to an Investment Management Agreements dated as of September 6, 1996 between the State Board of Administration of Florida, Carlyle Investment Group, L.P. and Carlyle Investment Management L.L.C.

By: Carlyle Investment Management L.L.C., as investment manager  
By: TC Group, L.L.C., its managing member  
By: TCG Holdings, L.L.C., its managing member

By: /s/ R. Rainey Hoffman, attorney-in-fact

Name: David M. Rubenstein  
Title: Managing Director

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**Carlyle-Aerostructures Partners, L.P.**

By: TC Group, L.L.C., its general partner  
By: TCG Holdings, L.L.C., its managing member

By: /s/ R. Rainey Hoffman, attorney-in-fact

Name: David M. Rubenstein  
Title: Managing Director

**CHYP Holdings, L.L.C.**

By: Carlyle High Yield Partners, L.P., its sole member  
By: TCG High Yield, L.L.C., its general partner  
By: TCG High Yield Holdings, L.L.C., its sole member  
By: TC Group, L.L.C., its sole member  
By: TCG Holdings, L.L.C., its managing member

By: /s/ R. Rainey Hoffman, attorney-in-fact

Name: David M. Rubenstein  
Title: Managing Director

**Carlyle-Aerostructures Partners II, L.P.**

By: TC Group, L.L.C., its general partner  
By: TCG Holdings, L.L.C., its managing member

By: /s/ R. Rainey Hoffman, attorney-in-fact

Name: David M. Rubenstein  
Title: Managing Director

**C/S International Partners**

By: TC Group II, L.L.C., its general partner  
By: TC Group, L.L.C., its sole member  
By: TCG Holdings, L.L.C., its managing member

By: /s/ R. Rainey Hoffman, attorney-in-fact

Name: David M. Rubenstein

Title: Managing Director

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**Carlyle-Aerostructures International  
Partners, L.P.**

By: TC Group, L.L.C., its general partner  
By: TCG Holdings, L.L.C., its managing  
member

By: /s/ R. Rainey Hoffman, attorney-in-fact

Name: David M. Rubenstein  
Title: Managing Director

**Carlyle-Contour Partners, L.P.**

By: TC Group, L.L.C., its general partner  
By: TCG Holdings, L.L.C., its managing  
member

By: /s/ R. Rainey Hoffman, attorney-in-fact

Name: David M. Rubenstein  
Title: Managing Director

**Carlyle SBC Partners II, L.P.**

By: TC Group II, L.L.C., its general partner  
By: TC Group, L.L.C., its sole member  
By: TCG Holdings, L.L.C., its managing  
member

By: /s/ R. Rainey Hoffman, attorney-in-fact

Name: David M. Rubenstein  
Title: Managing Director

**Carlyle International Partners III, L.P.**

By: TC Group II, L.L.C., its general partner  
By: TC Group, L.L.C., its sole member  
By: TCG Holdings, L.L.C., its managing  
member

By: /s/ R. Rainey Hoffman, attorney-in-fact

Name: David M. Rubenstein  
Title: Managing Director

**Carlyle-Aerostructures Management, L.P.**

By: TC Group, L.L.C., its general partner

By: TCG Holdings, L.L.C., its managing member

By: /s/ R. Rainey Hoffman, attorney-in-fact

Name: David M. Rubenstein

Title: Managing Director

**Carlyle-Contour International Partners, L.P.**

By: TC Group, L.L.C., its general partner

By: TCG Holdings, L.L.C., its managing member

By: /s/ R. Rainey Hoffman, attorney-in-fact

Name: David M. Rubenstein

Title: Managing Director

**Carlyle Investment Group, L.P.**

By: TC Group, L.L.C., its general partner

By: TCG Holdings, L.L.C., its managing member

By: /s/ R. Rainey Hoffman, attorney-in-fact

Name: David M. Rubenstein

Title: Managing Director

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**Schedule A**

<b>Name</b>	<b>Title/Principal Occupation or Employment</b>	<b>Citizenship</b>
William E. Conway, Jr.	Mr. Conway is a managing member of TCG Holdings, L.L.C. and DBD Investors V Holdings, L.L.C. Mr. Conway is a Founder of The Carlyle Group.	United States of America
Daniel A. D Aniello	Mr. D Aniello is a managing member of TCG Holdings, L.L.C. and DBD Investors V Holdings, L.L.C. Mr. D Aniello is a Founder of The Carlyle Group.	United States of America
David M. Rubenstein	Mr. Rubenstein is a managing member of TCG Holdings, L.L.C. and DBD Investors V Holdings, L.L.C. Mr. Rubenstein is a Founder of The Carlyle Group.	United States of America