

TRIUMPH GROUP INC
Form SC 13D/A
November 16, 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. 2)*

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

1001 Pennsylvania Avenue NW

Suite 220 South

Washington, DC 20004

(202) 729-5626

Copy to:

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Latham & Watkins LLP

555 Eleventh Street NW

Suite 1000

Washington, DC 20004-1304

(202) 637-2200

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

November 14, 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. "

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.

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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*).

1 NAMES OF REPORTING PERSONS

DBD Investors V Holdings, L.L.C.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

OO

5 Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

7 SOLE VOTING POWER

NUMBER OF

0

SHARES

8 SHARED VOTING POWER

BENEFICIALLY

OWNED BY

3,211,324

EACH

9 SOLE DISPOSITIVE POWER

REPORTING

PERSON

0

10 SHARED DISPOSITIVE POWER

WITH

3,211,324

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

3,211,324

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

13 Not Applicable
PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

14 6.5%(1)
TYPE OF REPORTING PERSON

OO (Limited Liability Company)

(1) Based on 49,073,389 shares of common stock (Shares) of Triumph Group, Inc., a Delaware corporation (Triumph or the Issuer) outstanding on November 7, 2011.

1 NAMES OF REPORTING PERSONS

DBD Investors V, L.L.C.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

OO

5 Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

7 SOLE VOTING POWER

NUMBER OF

0

SHARES

8 SHARED VOTING POWER

BENEFICIALLY

OWNED BY

3,211,324

EACH

9 SOLE DISPOSITIVE POWER

REPORTING

PERSON

0

10 SHARED DISPOSITIVE POWER

WITH

3,211,324

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

3,211,324

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

13 Not Applicable
PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

14 6.5%
TYPE OF REPORTING PERSON

OO (Limited Liability Company)

1 NAMES OF REPORTING PERSONS

TCG Holdings II, L.P.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

OO

5 Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

7 SOLE VOTING POWER

NUMBER OF

0

SHARES

8 SHARED VOTING POWER

BENEFICIALLY

OWNED BY

3,211,324

EACH

9 SOLE DISPOSITIVE POWER

REPORTING

PERSON

0

10 SHARED DISPOSITIVE POWER

WITH

3,211,324

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

3,211,324

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

13 Not Applicable
PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

14 6.5%
TYPE OF REPORTING PERSON

PN

1 NAMES OF REPORTING PERSONS

TC Group Investment Holdings, L.P.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

OO

5 Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

7 SOLE VOTING POWER

NUMBER OF

0

SHARES

8 SHARED VOTING POWER

BENEFICIALLY

OWNED BY

3,211,324

EACH

9 SOLE DISPOSITIVE POWER

REPORTING

PERSON

0

10 SHARED DISPOSITIVE POWER

WITH

3,211,324

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

3,211,324

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

13 Not Applicable
PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

14 6.5%
TYPE OF REPORTING PERSON

PN

1 NAMES OF REPORTING PERSONS

TC Group III, L.L.C.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

OO

5 Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

7 SOLE VOTING POWER

NUMBER OF

0

SHARES 8 SHARED VOTING POWER

BENEFICIALLY

OWNED BY

3,211,324

EACH 9 SOLE DISPOSITIVE POWER

REPORTING

PERSON

0

10 SHARED DISPOSITIVE POWER

WITH

3,211,324

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

3,211,324

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

13 Not Applicable
PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

14 6.5%
TYPE OF REPORTING PERSON

OO (Limited Liability Company)

1 NAMES OF REPORTING PERSONS

TC Group III, L.P.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

OO

5 Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

7 SOLE VOTING POWER

NUMBER OF

0

SHARES

8 SHARED VOTING POWER

BENEFICIALLY

OWNED BY

3,211,324

EACH

9 SOLE DISPOSITIVE POWER

REPORTING

PERSON

0

10 SHARED DISPOSITIVE POWER

WITH

3,211,324

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

3,211,324

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

13 Not Applicable
PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

14 6.5%
TYPE OF REPORTING PERSON

PN

1 NAMES OF REPORTING PERSONS

Carlyle Partners III, L.P.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

OO

5 Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

7 SOLE VOTING POWER

NUMBER OF

0

SHARES

8 SHARED VOTING POWER

BENEFICIALLY

OWNED BY

3,115,925

EACH

9 SOLE DISPOSITIVE POWER

REPORTING

PERSON

0

10 SHARED DISPOSITIVE POWER

WITH

3,115,925

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

3,115,925

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

13 Not Applicable
PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

14 6.3%
TYPE OF REPORTING PERSON

PN

1 NAMES OF REPORTING PERSONS

CP III Coinvestment, L.P.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

OO

5 Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

7 SOLE VOTING POWER

NUMBER OF

0

SHARES

8 SHARED VOTING POWER

BENEFICIALLY

OWNED BY

95,399

EACH

9 SOLE DISPOSITIVE POWER

REPORTING

PERSON

0

10 SHARED DISPOSITIVE POWER

WITH

95,399

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

95,399

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

13 Not Applicable
PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

14 0.2%
TYPE OF REPORTING PERSON

PN

1 NAMES OF REPORTING PERSONS

TCG Holdings, L.L.C.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

OO

5 Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

7 SOLE VOTING POWER

NUMBER OF

0

SHARES

8 SHARED VOTING POWER

BENEFICIALLY

OWNED BY

1,454,792

EACH

9 SOLE DISPOSITIVE POWER

REPORTING

PERSON

0

10 SHARED DISPOSITIVE POWER

WITH

1,454,792

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,454,792

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

13 Not Applicable
PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

14 3.0%
TYPE OF REPORTING PERSON

OO (Limited Liability Company)

1 NAMES OF REPORTING PERSONS

TC Group, L.L.C.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

OO

5 Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

7 SOLE VOTING POWER

NUMBER OF

0

SHARES

8 SHARED VOTING POWER

BENEFICIALLY

OWNED BY

1,454,792

EACH

9 SOLE DISPOSITIVE POWER

REPORTING

PERSON

0

10 SHARED DISPOSITIVE POWER

WITH

1,454,792

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,454,792

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

13 Not Applicable
PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

14 3.0%
TYPE OF REPORTING PERSON

OO (Limited Liability Company)

1 NAMES OF REPORTING PERSONS

TC Group II, L.L.C.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

OO

5 Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

7 SOLE VOTING POWER

NUMBER OF

0

SHARES

8 SHARED VOTING POWER

BENEFICIALLY

OWNED BY

865,248

EACH

9 SOLE DISPOSITIVE POWER

REPORTING

PERSON

0

10 SHARED DISPOSITIVE POWER

WITH

865,248

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

865,248

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

13 Not Applicable
PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

14 1.8%
TYPE OF REPORTING PERSON

OO (Limited Liability Company)

1 NAMES OF REPORTING PERSONS

Carlyle Partners II, L.P.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

OO

5 Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

7 SOLE VOTING POWER

NUMBER OF

0

SHARES

8 SHARED VOTING POWER

BENEFICIALLY

OWNED BY

407,555

EACH

9 SOLE DISPOSITIVE POWER

REPORTING

PERSON

0

10 SHARED DISPOSITIVE POWER

WITH

407,555

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

407,555

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

13 Not Applicable
PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

14 0.8%
TYPE OF REPORTING PERSON

PN

1 NAMES OF REPORTING PERSONS

Carlyle International Partners II, L.P.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

OO

5 Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Cayman Islands

7 SOLE VOTING POWER

NUMBER OF

0

SHARES 8 SHARED VOTING POWER

BENEFICIALLY

OWNED BY

343,260

EACH 9 SOLE DISPOSITIVE POWER

REPORTING

PERSON

0

10 SHARED DISPOSITIVE POWER

WITH

343,260

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

343,260

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

13 Not Applicable
PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

14 07%
TYPE OF REPORTING PERSON

PN (Cayman Islands Exempt Limited Partnership)

1 NAMES OF REPORTING PERSONS

State Board of Administration of Florida

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

OO

5 Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Florida

7 SOLE VOTING POWER

NUMBER OF

0

SHARES

8 SHARED VOTING POWER

BENEFICIALLY

OWNED BY

158,344

EACH

9 SOLE DISPOSITIVE POWER

REPORTING

PERSON

0

10 SHARED DISPOSITIVE POWER

WITH

158,344

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

158,344

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

13 Not Applicable
PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

14 0.3%
TYPE OF REPORTING PERSON

OO

1 NAMES OF REPORTING PERSONS

Carlyle-Aerostructures Partners, L.P.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

OO

5 Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

7 SOLE VOTING POWER

NUMBER OF

0

SHARES 8 SHARED VOTING POWER

BENEFICIALLY

OWNED BY

127,259

EACH 9 SOLE DISPOSITIVE POWER

REPORTING

PERSON

0

10 SHARED DISPOSITIVE POWER

WITH

127,259

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

127,259

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

13 Not Applicable
PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

14 0.3%
TYPE OF REPORTING PERSON

PN

1 NAMES OF REPORTING PERSONS

CHYP Holdings, L.L.C.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

OO

5 Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

7 SOLE VOTING POWER

NUMBER OF

0

SHARES

8 SHARED VOTING POWER

BENEFICIALLY

OWNED BY

115,699

EACH

9 SOLE DISPOSITIVE POWER

REPORTING

PERSON

0

10 SHARED DISPOSITIVE POWER

WITH

115,699

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

115,699

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

13 Not Applicable
PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

14 0.2%
TYPE OF REPORTING PERSON

OO (Limited Liability Company)

1 NAMES OF REPORTING PERSONS

Carlyle-Aerostructures Partners II, L.P.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

OO

5 Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

7 SOLE VOTING POWER

NUMBER OF

0

SHARES

8 SHARED VOTING POWER

BENEFICIALLY

OWNED BY

97,478

EACH

9 SOLE DISPOSITIVE POWER

REPORTING

PERSON

0

10 SHARED DISPOSITIVE POWER

WITH

97,478

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

97,478

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

13 Not Applicable
PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

14 0.2%
TYPE OF REPORTING PERSON

PN

1 NAMES OF REPORTING PERSONS

C/S International Partners

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

OO

5 Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Cayman Islands

7 SOLE VOTING POWER

NUMBER OF

0

SHARES 8 SHARED VOTING POWER

BENEFICIALLY

OWNED BY

77,397

EACH 9 SOLE DISPOSITIVE POWER

REPORTING

PERSON

0

10 SHARED DISPOSITIVE POWER

WITH

77,397

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

77,397

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

13 Not Applicable
PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

14 0.2%
TYPE OF REPORTING PERSON

PN (Cayman Islands Exempt Limited Partnership)

1 NAMES OF REPORTING PERSONS

Carlyle-Aerostructures International Partners, L.P.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

OO

5 Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Cayman Islands

7 SOLE VOTING POWER

NUMBER OF

0

SHARES

8 SHARED VOTING POWER

BENEFICIALLY

OWNED BY

50,521

EACH

9 SOLE DISPOSITIVE POWER

REPORTING

PERSON

0

10 SHARED DISPOSITIVE POWER

WITH

50,521

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

50,521

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

13 Not Applicable
PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

14 0.1%
TYPE OF REPORTING PERSON

PN (Cayman Islands Exempt Limited Partnership)

1 NAMES OF REPORTING PERSONS

Carlyle-Contour Partners, L.P.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

OO

5 Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

7 SOLE VOTING POWER

NUMBER OF

0

SHARES

8 SHARED VOTING POWER

BENEFICIALLY

OWNED BY

22,120

EACH

9 SOLE DISPOSITIVE POWER

REPORTING

PERSON

0

10 SHARED DISPOSITIVE POWER

WITH

22,120

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

22,120

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

13 Not Applicable
PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

14 0.0%
TYPE OF REPORTING PERSON

PN

1 NAMES OF REPORTING PERSONS

Carlyle SBC Partners II, L.P.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

OO

5 Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

7 SOLE VOTING POWER

NUMBER OF

0

SHARES

8 SHARED VOTING POWER

BENEFICIALLY

OWNED BY

18,575

EACH

9 SOLE DISPOSITIVE POWER

REPORTING

PERSON

0

10 SHARED DISPOSITIVE POWER

WITH

18,575

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

18,575

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

13 Not Applicable
PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

14 0.0%
TYPE OF REPORTING PERSON

PN

1 NAMES OF REPORTING PERSONS

Carlyle International Partners III, L.P.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

OO

5 Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Cayman Islands

7 SOLE VOTING POWER

NUMBER OF

0

SHARES 8 SHARED VOTING POWER

BENEFICIALLY

OWNED BY

18,461

EACH 9 SOLE DISPOSITIVE POWER

REPORTING

PERSON

0

10 SHARED DISPOSITIVE POWER

WITH

18,461

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

18,461

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

13 Not Applicable
PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

14 0.0%
TYPE OF REPORTING PERSON

PN (Cayman Islands Exempt Limited Partnership)

1 NAMES OF REPORTING PERSONS

Carlyle-Aerostructures Management, L.P.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

OO

5 Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

7 SOLE VOTING POWER

NUMBER OF

0

SHARES

8 SHARED VOTING POWER

BENEFICIALLY

OWNED BY

12,637

EACH

9 SOLE DISPOSITIVE POWER

REPORTING

PERSON

0

10 SHARED DISPOSITIVE POWER

WITH

12,637

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

12,637

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

13 Not Applicable
PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

14 0.0%
TYPE OF REPORTING PERSON

PN

1 NAMES OF REPORTING PERSONS

Carlyle-Contour International Partners, L.P.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

OO

5 Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Cayman Islands

7 SOLE VOTING POWER

NUMBER OF

0

SHARES

8 SHARED VOTING POWER

BENEFICIALLY

OWNED BY

5,091

EACH

9 SOLE DISPOSITIVE POWER

REPORTING

PERSON

0

10 SHARED DISPOSITIVE POWER

WITH

5,091

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

5,091

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

13 Not Applicable
PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

14 0.0%
TYPE OF REPORTING PERSON

PN (Cayman Islands Exempt Limited Partnership)

1 NAMES OF REPORTING PERSONS

Carlyle Investment Group, L.P.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

OO

5 Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

7 SOLE VOTING POWER

NUMBER OF

0

SHARES

8 SHARED VOTING POWER

BENEFICIALLY

OWNED BY

395

EACH

9 SOLE DISPOSITIVE POWER

REPORTING

PERSON

0

10 SHARED DISPOSITIVE POWER

WITH

395

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

395

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

13 Not Applicable
PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

14 0.0%
TYPE OF REPORTING PERSON

PN

Explanatory Note

This Amendment No. 2 to Schedule 13D (this Amendment No. 2) amends and supplements the Schedule 13D originally filed with the United States Securities and Exchange Commission (the SEC) on June 8, 2009 (as amended, the Statement), as follows. All share amounts presented reflect a 2-for-1 stock split conducted by Triumph on July 14, 2011.

ITEM 4. Purpose of Transaction

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

On November 14, 2011, the Reporting Persons sold 5,000,000 Shares to Morgan Stanley & Co. LLC (the Underwriter) at a price of \$54.77 per Share, in a registered offering (the Secondary Offering) pursuant to an Underwriting Agreement, dated as of November 7, 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 November 7, 2011, continuing through and including the date 60 days after November 7, 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.

Reporting Person	Amount	Percent of class(a)	Sole power to vote or direct the vote	Shared power to vote or to direct the vote	Sole power to dispose or to direct the disposition of	Shared power to dispose or to direct the disposition of
	beneficially owned					
DBD Investors V Holdings, L.L.C	3,211,324	6.5%	0	3,211,324	0	3,211,324
DBD Investors V, L.L.C	3,211,324	6.5%	0	3,211,324	0	3,211,324
TCG Holdings II, L.P.	3,211,324	6.5%	0	3,211,324	0	3,211,324
TC Group Investment Holdings, L.P.	3,211,324	6.5%	0	3,211,324	0	3,211,324
TC Group III, L.L.C.	3,211,324	6.5%	0	3,211,324	0	3,211,324
TC Group III, L.P.	3,211,324	6.5%	0	3,211,324	0	3,211,324
Carlyle Partners III, L.P.	3,115,925	6.3%	0	3,115,925	0	3,115,925
CP III Coinvestment, L.P.	95,399	0.2%	0	95,399	0	95,399
TCG Holdings, L.L.C.	1,454,792	3.0%	0	1,454,792	0	1,454,792
TC Group, L.L.C.	1,454,792	3.0%	0	1,454,792	0	1,454,792
TC Group II, L.L.C.	865,248	1.8%	0	865,248	0	865,248
Carlyle Partners II, L.P.	407,555	0.8%	0	407,555	0	407,555
Carlyle International Partners II, L.P.	343,260	0.7%	0	343,260	0	343,260
State Board of Administration of Florida	158,344	0.3%	0	158,344	0	158,344
Carlyle-Aerostructures Partners, L.P.	127,259	0.3%	0	127,259	0	127,259
CHYP Holdings, L.L.C.	115,699	0.2%	0	115,699	0	115,699
Carlyle-Aerostructures Partners II, L.P.	97,478	0.2%	0	97,478	0	97,478
C/S International Partners	77,397	0.2%	0	77,397	0	77,397
Carlyle-Aerostructures International Partners, L.P.	50,521	0.1%	0	50,521	0	50,521
Carlyle-Contour Partners, L.P.	22,120	0.0%	0	22,120	0	22,120
Carlyle SBC Partners II, L.P.	18,575	0.0%	0	18,575	0	18,575
Carlyle International Partners III, L.P.	18,461	0.0%	0	18,461	0	18,461
Carlyle-Aerostructures Management, L.P.	12,637	0.0%	0	12,637	0	12,637
Carlyle-Contour International Partners, L.P.	5,091	0.0%	0	5,091	0	5,091
Carlyle Investment Group, L.P.	395	0.0%	0	395	0	395

(a) Based on 49,073,389 Shares outstanding on November 7, 2011.

Carlyle Partners III, L.P. and CP III Coinvestment, L.P. are the record owners of 3,115,925 Shares and 95,399 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.

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 407,555 Shares, 343,260 Shares, 77,397 Shares, 18,575 Shares, and 18,461 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 115,699 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 127,259 Shares, 97,478 Shares, 50,521 Shares, 22,120 Shares, 12,637 Shares, 5,091 Shares and 395 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 158,344 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.

ITEM 7. Materials to be Filed as Exhibits

Exhibit Number	Description
1	Joint Filing Agreement, dated November 16, 2011, by and among the Reporting Persons
3	Underwriting Agreement, dated as of November 7, 2011, by and among Triumph Group, Inc., the Selling Stockholders (as defined in the Underwriting Agreement) and Morgan Stanley & Co. LLC with respect to the sale by the Selling Stockholders, and the purchase by the Underwriter of 5,000,000 Shares (incorporated by reference to Exhibit 1.1 to the Current Report filed by Triumph Group, Inc. on Form 8-K on November 9, 2011.)

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: November 16, 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

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

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

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

Schedule A

Name	Title/Principal Occupation or Employment	Citizenship
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
David M. Rubenstein	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