

Allison Transmission Holdings Inc  
Form 8-K  
December 12, 2013

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

**FORM 8-K**

**CURRENT REPORT**

**Pursuant to Section 13 OR 15(d) of The**  
**Securities Exchange Act of 1934**

**Date of Report (Date of earliest event reported) December 10, 2013**

**ALLISON TRANSMISSION HOLDINGS, INC.**

**(Exact name of registrant as specified in its charter)**

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

**001-35456**  
**(Commission**  
**File Number)**

**26-0414014**  
**(IRS Employer**  
**Identification No.)**

**One Allison Way, Indianapolis, Indiana**  
**(Address of principal executive offices)**

**46222**  
**(Zip Code)**

**Registrant's telephone number, including area code (317) 242-5000**

**Not Applicable**

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

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

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

**Item 1.01 Entry Into a Material Definitive Agreement.**

On December 10, 2013, Allison Transmission Holdings, Inc. (the Company), investment funds affiliated with The Carlyle Group and Onex Corporation (the Selling Stockholders) and Credit Suisse Securities (USA) LLC, as the sole underwriter named in the underwriting agreement (the Underwriter), entered into an underwriting agreement (the Underwriting Agreement), pursuant to which the Selling Stockholders agreed to sell to the Underwriter, and the Underwriter agreed to purchase from the Selling Stockholders, subject to and upon the terms and conditions set forth therein, 12,500,000 shares of the Company's common stock.

A copy of the Underwriting Agreement has been attached as Exhibit 1.1 to this Current Report on Form 8-K and is incorporated by reference herein. The foregoing description of the Underwriting Agreement does not purport to be complete and is qualified in its entirety by reference to such Exhibit.

**Item 9.01 Financial Statements and Exhibits.**

*(d) Exhibits.*

Exhibit

Number:	Description
1.1	Underwriting Agreement, dated December 10, 2013, by and among Allison Transmission Holdings, Inc., investment funds affiliated with The Carlyle Group and Onex Corporation and Credit Suisse Securities (USA) LLC.

**Safe Harbor Statement**

The statements in this release state the Company's and management's intentions, beliefs, expectations or projections of the future and are forward-looking statements. It is important to note that the Company's actual results could differ materially from those projected in such forward-looking statements.

**SIGNATURES**

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

Allison Transmission Holdings, Inc.

**Date: December 12, 2013**

**By:** /s/ Eric C. Scroggins

**Name:** Eric C. Scroggins

**Title:** Vice President, General Counsel and Secretary

**EXHIBIT INDEX**

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