

Allison Transmission Holdings Inc
 Form 3
 March 14, 2012

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
 Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

<p>1. Name and Address of Reporting Person *</p> <p>Â Onex Partners LLC</p> <p>(Last) (First) (Middle)</p> <p>C/O ONEX CORPORATION,Â 161 BAY STREET</p> <p>(Street)</p> <p>TORONTO,Â A6Â M5J 2S1</p> <p>(City) (State) (Zip)</p>	<p>2. Date of Event Requiring Statement</p> <p>(Month/Day/Year)</p> <p>03/14/2012</p>	<p>3. Issuer Name and Ticker or Trading Symbol</p> <p>Allison Transmission Holdings Inc [ALSN]</p>	<p>4. Relationship of Reporting Person(s) to Issuer</p> <p>(Check all applicable)</p> <p><input type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below)</p>	<p>5. If Amendment, Date Original Filed(Month/Day/Year)</p>	<p>6. Individual or Joint/Group Filing(Check Applicable Line)</p> <p><input type="checkbox"/> Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person</p>
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Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	90,356,249	I	See Footnotes <u>(1)</u> <u>(2)</u> <u>(3)</u> <u>(4)</u> <u>(5)</u>

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

SEC 1473 (7-02)

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative	5. Ownership Form of Derivative Security:	6. Nature of Indirect Beneficial Ownership (Instr. 5)
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Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Security	Direct (D) or Indirect (I) (Instr. 5)
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Onex Partners LLC C/O ONEX CORPORATION 161 BAY STREET TORONTO, ON M5J 2S1	^	^ X	^	^
Onex US Principals LP C/O ONEX CORPORATION 161 BAY STREET TORONTO, ON M5J 2S1	^	^ X	^	^
Onex Partners GP Inc. C/O ONEX CORPORATION 161 BAY STREET TORONTO, ON M5J 2S1	^	^ X	^	^
Onex Partners II GP LP C/O ONEX CORPORATION 161 BAY STREET TORONTO, ON M5J 2S1	^	^ X	^	^
Onex Allison Co-Invest LP C/O ONEX CORPORATION 161 BAY STREET TORONTO, ON M5J 2S1	^	^ X	^	^
ONEX PARTNERS II L P C/O ONEX CORPORATION 161 BAY STREET TORONTO, ON M5J 2S1	^	^ X	^	^
1597257 Ontario Inc. C/O ONEX CORPORATION 161 BAY STREET TORONTO, ON M5J 2S1	^	^ X	^	^
Onex Advisor III LLC C/O ONEX CORPORATION 161 BAY STREET TORONTO, ON M5J 2S1	^	^ X	^	^
Onex Advisor Subco LLC C/O ONEX CORPORATION 161 BAY STREET TORONTO, ON M5J 2S1	^	^ X	^	^

Signatures

/s/ Christopher Govan, Authorized
Person

03/14/2012

__Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) Includes: (i) 40,849,245 shares of common stock held by Onex Partners II LP; (ii) 25,949,370 shares of common stock held by Onex American Holdings II LLC; (iii) 383,940 shares of common stock held by Onex Partners II GP LP; (iv) 769,558 shares of common stock held by Onex US Principals LP; (v) 19,256,250 shares of common stock held by Onex Allison Co-Invest LP; and (vi) 1,513,297 shares of common stock held by Allison Executive Investco LLC.
- (2) Onex Corporation may be deemed to beneficially own the common stock held by (a) Onex Partners II LP, through Onex Corporation's ownership of all of the common stock of Onex Partners GP Inc., the general partner of Onex Partners II GP LP, the general partner of Onex Partners II LP, (b) Onex American Holdings II LLC, through Onex Corporation's ownership of all of the equity of Onex American Holdings II LLC, (c) Onex Partners II GP LP, through Onex Corporation's ownership of all of the common stock of Onex Partners GP Inc., the general partner of Onex Partners II GP LP, (continued)
- (3) (d) Onex US Principals LP, through Onex Corporation's ownership of all of the equity of Onex American Holdings II LLC, which owns all of the equity of Onex American Holdings GP LLC, the general partner of Onex US Principals LP, (e) Onex Allison Co-Invest LP, through Onex Corporation's ownership of all of the common stock of Onex Partners GP Inc., the general partner of Onex Partners II GP LP, the general partner of Onex Allison Co-Invest LP, and (f) Allison Executive Investco LLC, through Onex Corporation's ownership of all of the equity of Onex American Holdings II LLC, which owns all of the equity of Allison Executive Investco LLC.
- (4) Also includes 1,633,404 shares of common stock and 1,185 shares of non-voting common stock held by Onex Advisor III LLC, an independent entity that is controlled by Mr. Gerald W. Schwartz. Mr. Schwartz, the Chairman, President and Chief Executive Officer of Onex Corporation, owns shares representing a majority of the voting rights of the shares of Onex Corporation and as such may be deemed to own beneficially all of the common stock and non-voting common stock owned beneficially by Onex Corporation. Mr. Schwartz disclaims such beneficial ownership, except to the extent of his pecuniary interest therein. Mr. Schwartz has indirect voting and investment control of Onex Corporation.
- (5) Due to the limitations of the electronic filing system, Onex Corporation, Gerald W. Schwartz, Onex American Holdings II LLC, Onex American Holdings GP LLC, Allison Executive Investco LLC, Allison Executive Investco II LLC, Onex American Holdings Subco LLC, OAH Wind LLC and Onex Allison Holding Limited S.? r.l. are filing a separate Form 3.

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Remarks:

ExhibitÂ List:

ExhibitÂ 99Â -Â JointÂ FilerÂ Information

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.