

Allison Transmission Holdings Inc
 Form 4
 March 04, 2014

FORM 4

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN 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)

1. Name and Address of Reporting Person *
 Onex Partners GP Inc.

2. Issuer Name and Ticker or Trading Symbol
 Allison Transmission Holdings Inc [ALSN]

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)

(Last) (First) (Middle)
 712 FIFTH AVENUE, 40TH FLOOR
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 02/28/2014

___ Director ___X___ 10% Owner
 ___ Officer (give title below) ___ Other (specify below)

NEW YORK, NY 10019

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 ___ Form filed by One Reporting Person
 X Form filed by More than One Reporting Person

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Ownership (Instr. 4)
			Code	V Amount (A) or (D) Price			
Common Stock	02/28/2014		S	14,375,000 D \$ 29.17	35,321,249	I	See Footnotes (1) (2) (3) (4)

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

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SEC 1474 (9-02)

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

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1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Beneficially (Instr. 5)
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Onex Partners GP Inc. 712 FIFTH AVENUE 40TH FLOOR NEW YORK, NY 10019		X		
1597257 Ontario Inc. C/O ONEX CORPORATION 161 BAY STREET TORONTO, A6 M5J 2S1		X		
New PCo II Investments, Ltd. C/O ONEX CORPORATION 161 BAY STREET TORONTO, A6 M5J 2S1		X		
Onex Partners II GP LP 712 FIFTH AVENUE 40TH FLOOR NEW YORK, NY 10019		X		
Onex Allison Co-Invest LP 712 FIFTH AVENUE 40TH FLOOR NEW YORK, NY 10019		X		
ONEX PARTNERS II L P 712 FIFTH AVENUE 40TH FLOOR NEW YORK, NY 10019		X		
Onex US Principals LP 421 LEADER STREET MARION, OH 43302		X		

Signatures

ONEX PARTNERS GP INC., By: /s/ Andrea E. Daly, Authorized Person	03/04/2014
__Signature of Reporting Person	Date
ONEX US PRINCIPALS LP, By: /s/ Donald F. West, Authorized Person	03/04/2014
__Signature of Reporting Person	Date
ONEX PARTNERS II GP LP, By: Onex Partners GP Inc., its general partner, By: /s/ Andrea E. Daly, Authorized Person	03/04/2014
__Signature of Reporting Person	Date
ONEX ALLISON CO-INVEST LP, By: Onex Partners II GP LP, its general partner, By: Onex Partners Manager LP, its Agent, By: Onex Partners Manager GP ULC, its general partner, By: /s/ Andrea E. Daly, Authorized Person	03/04/2014
__Signature of Reporting Person	Date
ONEX PARTNERS II LP, By Onex Partners II GP LP, its general partner, By Onex Partners Manager LP, its Agent, By Onex Partners Manager GP ULC, its general partner, By: /s/ Andrea E. Daly, Authorized Person	03/04/2014
__Signature of Reporting Person	Date
1597257 ONTARIO INC., By: /s/ Andrea E. Daly, Authorized Person	03/04/2014
__Signature of Reporting Person	Date
NEW PCO II INVESTMENTS LTD., By: /s/ Andrea E. Daly, Authorized Person	03/04/2014
__Signature of Reporting Person	Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 4(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) Following the reported transaction, includes: (i) 15,968,418 shares of common stock held by Onex Partners II LP; (ii) 10,735,459 shares of common stock held by Onex Allison Holding Limited S.a R.L.; (iii) 7,527,479 shares of common stock held by Onex Allison Co-Invest LP; (iv) 300,828 shares of common stock held by Onex US Principals LP; and (v) 150,086 shares of common stock held by Onex Partners II GP LP.
- 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 Allison Holding Limited S.a R.L., through Onex Corporation's ownership of all of the equity of Onex
- (2) American Holdings II LLC, which owns all of the equity of each of Allison Executive Investco LLC, which owns all of the equity of Allison Executive Investco II LLC, and Onex American Holdings Subco LLC, which owns all of the equity interests of OAH Wind LLC, which OAH Wind LLC and Allison Executive Investco II LLC own all of the equity interests of Onex Allison Holding Limited S.a R.L.; (continued)
- (c) 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; (d) Onex US Principals LP, through Onex
- (3) 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; and (e) 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.
- (4) New PCo II Investments Ltd. is the record holder of 637,794 shares of common stock and 1,185 shares of non-voting common stock. 1597257 Ontario Inc., the sole shareholder of New PCo II Investments Ltd., is 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

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of the voting rights of the shares of Onex Corporation and as such may be deemed to beneficially own all of the common stock owned beneficially by Onex Corporation. Mr. Schwartz disclaims any such beneficial ownership. Mr. Schwartz has indirect voting and investment control of Onex Corporation.

Remarks:

Due to the limitations of the electronic filing system, Onex Corporation, Gerald W. Schwartz, Onex American Holdings II LLC, Holdings GP LLC, Allison Executive Investco LLC, Allison Executive Investco II LLC, Onex American Holdings Subco LLC and Onex Allison Holding Limited S.a R.L. are filing a separate Form 4.

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.