

Allison Transmission Holdings Inc
Form SC 13G
June 19, 2014

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 13G

Under the Securities Exchange Act of 1934

Allison Transmission Holdings, Inc.

(Name of Issuer)

Common stock, par value \$0.01

(Title of Class of Securities)

01973R101

(CUSIP Number)

June 9, 2014

(Date of Event Which Requires Filing of this Statement)

Check the following box to designate the rule pursuant to which the Schedule is filed:

Rule 13d-1(b)

Rule 13d-1(c)

Rule 13d-1(d)

*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 the disclosures provided in a prior cover page.

The information required in 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).

CUSIP No. 01973R101

1. Names of Reporting Persons

**I.R.S. Identification Nos. of
above persons (entities only)**

D. E. Shaw & Co., L.P.

13-3695715

Check the Appropriate Box

**2. if a Member of a Group (See
Instructions)**

(a)

(b)

3. SEC Use Only

**4. Citizenship or Place of
Organization**

Delaware

**Number
of 5. Sole Voting Power
Shares
Beneficially
Owned
by
Each
Reporting
Person
With**

6. Shared Voting Power

8,813,581

7. Sole Dispositive Power

-0-

8. Shared Dispositive Power

8,900,781

Aggregate Amount

**9. Beneficially Owned by Each
Reporting Person**

8,900,781

**10. Check if the Aggregate
Amount in Row (9) Excludes
Certain Shares (See
Instructions) "**

Percent of Class

11. Represented by Amount in

Row (9)

5.0%

12. Type of Reporting Person

(See Instructions)

IA, PN

CUSIP No. 01973R101

1. Names of Reporting Persons

**I.R.S. Identification Nos. of
above persons (entities only)**

David E. Shaw

Check the Appropriate Box

**2. if a Member of a Group (See
Instructions)**

(a)

(b)

3. SEC Use Only

**4. Citizenship or Place of
Organization**

United States

**Number
of
Shares
Beneficially
Owned
by
Each
Reporting
Person
With**

5. Sole Voting Power

8,813,581

6. Shared Voting Power

-0-

7. Sole Dispositive Power

8,900,781

8. Shared Dispositive Power

**9. Beneficially Owned by Each
Reporting Person**

8,900,781

Check if the Aggregate

**10. Amount in Row (9) Excludes
Certain Shares (See
Instructions) "**

Percent of Class

**11. Represented by Amount in
Row (9)**

5.0%

**12. Type of Reporting Person
(See Instructions)**

IN

Item 1.

- (a) **Name of Issuer**
Allison Transmission Holdings, Inc.
- (b) **Address of Issuer's Principal Executive Offices**
One Allison Way
Indianapolis, Indiana 46222

Item 2.

- (a) **Name of Person Filing**
D. E. Shaw & Co., L.P.
David E. Shaw
- (b) **Address of Principal Business Office or, if none, Residence**
The business address for each reporting person is:
1166 Avenue of the Americas, 9th Floor
New York, NY 10036
- (c) **Citizenship**
D. E. Shaw & Co., L.P. is a limited partnership organized under the laws of the state of Delaware.
David E. Shaw is a citizen of the United States of America.
- (d) **Title of Class of Securities**
Common stock, par value \$0.01
- (e) **CUSIP Number**
01973R101

Item 3. If this statement is filed pursuant to Rule 13d-1(b) or 13d-2(b) or (c), check whether the person filing is
a:

Not Applicable

Item 4. Ownership

As of June 9, 2014:

(a) Amount beneficially owned:

D. E. Shaw & 8,900,781 shares
Co., L.P.:

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This is composed of (i) 6,070,000 shares in the name of D. E. Shaw Kalon Portfolios, L.L.C., (ii) 2,131,679 shares in the name of D. E. Shaw Valence Portfolios, L.L.C., (iii) 376,790 shares in the name of D. E. Shaw Oculus Portfolios, L.L.C., (iv) 25 shares in the name of D. E. Shaw Asymptote Portfolios, L.L.C., and (v) 322,287 shares under the management of D. E. Shaw Investment Management, L.L.C.

David E.
Shaw:

8,900,781 shares

This is composed of (i) 6,070,000 shares in the name of D. E. Shaw Kalon Portfolios, L.L.C., (ii) 2,131,679 shares in the name of D. E. Shaw Valence Portfolios, L.L.C., (iii) 376,790 shares in the name of D. E. Shaw Oculus Portfolios, L.L.C., (iv) 25 shares in the name of D. E. Shaw Asymptote Portfolios, L.L.C., and (v) 322,287 shares under the management of D. E. Shaw Investment Management, L.L.C.

	(b)	Percent of class:
D. E. Shaw & Co., L.P.:	5.0%	
David E. Shaw:	5.0%	

(c)	Number of shares to which the person has:
(i) Sole power to vote or to direct the vote:	
D. E. Shaw & Co., L.P.:	-0- shares
David E. Shaw:	-0- shares
(ii) Shared power to vote or to direct the vote:	
D. E. Shaw & Co., L.P.:	8,813,581 shares
David E. Shaw:	8,813,581 shares
(iii) Sole power to dispose or to direct the disposition of:	
D. E. Shaw & Co., L.P.:	-0- shares
David E. Shaw:	-0- shares
(iv) Shared power to dispose or to direct the disposition of:	
D. E. Shaw & Co., L.P.:	8,900,781 shares
David E. Shaw:	8,900,781 shares

David E. Shaw does not own any shares directly. By virtue of David E. Shaw's position as President and sole shareholder of D. E. Shaw & Co., Inc., which is the general partner of D. E. Shaw & Co., L.P., which in turn is the manager and investment adviser of D. E. Shaw Valence Portfolios, L.L.C., the investment adviser of D. E. Shaw Oculus Portfolios, L.L.C., and the managing member of (i) D. E. Shaw Investment Management, L.L.C., (ii) D. E. Shaw Heliant Adviser, L.L.C., which in turn is the investment adviser of D. E. Shaw Kalon Portfolios, L.L.C., and (iii) D. E. Shaw Adviser, L.L.C., which in turn is the investment adviser of D. E. Shaw Asymptote Portfolios, L.L.C., and by virtue of David E. Shaw's position as President and sole shareholder of D. E. Shaw & Co. II, Inc., which is the managing member of D. E. Shaw & Co., L.L.C., which in turn is the manager of D. E. Shaw Oculus Portfolios, L.L.C. and the managing member of (i) D. E. Shaw Heliant Manager, L.L.C., which in turn is the manager of D. E. Shaw Kalon Portfolios, L.L.C., and (ii) D. E. Shaw Manager, L.L.C., which in turn is the manager of D. E. Shaw Asymptote Portfolios, L.L.C., David E. Shaw may be deemed to have the shared power to vote or direct the vote of 8,813,581 shares, and the shared power to dispose or direct the disposition of 8,900,781 shares, the 8,900,781 shares as described above constituting 5.0% of the outstanding shares and, therefore, David E. Shaw may be deemed to be the beneficial owner of such shares. David E. Shaw disclaims beneficial ownership of such 8,900,781 shares.

Item 5. Ownership of Five Percent or Less of a Class

Not Applicable

Item 6. Ownership of More than Five Percent on Behalf of Another Person.

Not Applicable

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company or Control Person.

Not Applicable

Item 8. Identification and Classification of Members of the Group

Not Applicable

Item 9. Notice of Dissolution of Group

Not Applicable

Item 10. Certification

By signing below, each of D. E. Shaw & Co., L.P. and David E. Shaw certify that, to the best of such reporting person's knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having such purposes or effect.

SIGNATURE

After reasonable inquiry and to the best of their knowledge and belief, the undersigned certify that the information set forth in this statement is true, complete and correct. A Power of Attorney, dated June 22, 2012, granted by David E. Shaw in favor of Nathan Thomas, is attached hereto.

Dated: June 19, 2014

D. E. Shaw & Co., L.P.

By: /s/ Nathan Thomas
Nathan Thomas
Chief Compliance Officer

David E. Shaw

By: /s/ Nathan Thomas
Nathan Thomas
Attorney-in-Fact for David E. Shaw