

Allison Transmission Holdings Inc  
Form 8-K  
February 26, 2014

**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) February 24, 2014**

**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.)

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**One Allison Way, Indianapolis, Indiana**

(Address of principal executive offices)

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

**46222**

(Zip Code)

**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 February 24, 2014, 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 (i) 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, 25,000,000 shares of the *Company*'s common stock and (ii) the *Underwriter* agreed to sell to the *Company*, and the *Company* agreed to repurchase from the *Underwriter*, subject to and upon the terms and conditions set forth therein, 3,428,179 shares of the *Company*'s common stock. In addition, pursuant to the *Underwriting Agreement*, the *Selling Stockholders* have granted the *Underwriter* an option, exercisable within 30 days, to purchase up to an additional 3,750,000 shares of common stock on the same terms and conditions.

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 February 24, 2014, by and among Allison Transmission Holdings, Inc., investment funds affiliated with The Carlyle Group and Onex Corporation and Credit Suisse Securities (USA) LLC.

**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.

**Date: February 26, 2014**

Allison Transmission Holdings, Inc.

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

Name: Eric C. Scroggins

Title: Vice President, General Counsel and Secretary

**EXHIBIT INDEX**

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