Allison Transmission Holdings Inc Form 4

April 01, 2016

# FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

OMB Number:

3235-0287

Expires:

**OMB APPROVAL** 

January 31, 2005

0.5

Estimated average burden hours per

response...

if no longer subject to Section 16. Form 4 or Form 5

Check this box

obligations may continue. See Instruction

03/31/2016

Stock (1)

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person \* 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading ASKREN STANLEY A Issuer Symbol Allison Transmission Holdings Inc (Check all applicable) [ALSN] (Last) (First) (Middle) 3. Date of Earliest Transaction X Director 10% Owner Officer (give title Other (specify (Month/Day/Year) below) ONE ALLISON WAY 03/30/2016 (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) \_X\_ Form filed by One Reporting Person Form filed by More than One Reporting **INDIANAPOLIS, IN 46222** Person (City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1.Title of 2. Transaction Date 2A. Deemed 4. Securities 5. Amount of 6. Ownership 7. Nature of 3. Security (Month/Day/Year) Execution Date, if TransactionAcquired (A) or Securities Form: Direct Indirect (Instr. 3) Code Disposed of (D) Beneficially Beneficial (D) or (Month/Day/Year) (Instr. 3, 4 and 5) Owned Indirect (I) Ownership (Instr. 8) Following (Instr. 4) (Instr. 4) Reported (A) Transaction(s) or (Instr. 3 and 4) Code V Amount (D) Price Common \$0

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

Α

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D

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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)	4. Transactic Code (Instr. 8)	Derivative	Expiration D (Month/Day/	Date	7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8. Price Derivat Securit (Instr. 5
			Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Restricted Stock Units (3)	<u>(4)</u>	03/30/2016	A	620	(5)	(5)	Common Stock	620	\$ 0 9

### **Reporting Owners**

Reporting Owner Name / Address

Director 10% Owner Officer Other

ASKREN STANLEY A
ONE ALLISON WAY
INDIANAPOLIS, IN 46222

## **Signatures**

stock on the date of grant.

/s/ Eric C. Scroggins, Attorney-in-Fact (power of attorney filed herewith)

04/01/2016

\*\*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).
- The common stock award respresents the reporting person's prorated annual retainer under the Allison Transmission Holdings, Inc. (the (1) "Company") Second Amended and Restated Non-Employee Director Compensation Policy ("Policy"). The annual retainer is paid
- quarterly in arrears in cash or common stock at the reporting person's discretion.

  The number of shares of common stock received was calculated based on \$26.98, which was the closing price of the Company's common
- (3) The restricted stock units ("RSUs") represent the reporting person's prorated annual equity award under the Policy.
- (4) Each RSU represents a contingent right to receive one share of the Company's common stock.
- (5) The RSUs vest on the date of the next annual meeting of the stockholders of the Company. Unvested RSUs earn dividend equivalents when dividends are declared on the Company's common stock.
- (6) The number of RSUs received was calculated based on \$26.87, which was the closing price of the Company's common stock on the date of grant.

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. ed income taxes

Reporting Owners 2

42,896
39,353
Derivative assets
295,364
224,398
Other long-term assets
159,774
120,249
Total long-term assets
3,593,272
3,390,543
Total assets
5,748,332
5,038,516
Liabilities and Equity
Current liabilities:
Current portion of long-term debt
503,116
Accounts payable

Explanation of Responses:

69,415
59,205
Derivative liabilities
106,594
2,424
Accrued and other current liabilities
263,017
241,690
Income taxes payable
30,047
21,473
Total current liabilities
972,189
324,792
Long-term liabilities:
Long-term debt, net of current portion
1,671,090
1,758,258
Deferred income taxes
63,411

76,727
Derivative liabilities
317,393
253,389
Other long-term liabilities
89,279
84,354
Total long-term liabilities
2,141,173
2,172,728
Equity:
Common shares, EUR .01 par value: Authorized - 410,000 shares, issued - 230,829 shares
Common shares, EUR .01 par value: Authorized - 410,000 shares, issued - 230,829 shares
Common shares, EUR .01 par value: Authorized - 410,000 shares, issued - 230,829 shares 2,702
2,702
2,702  2,702  Additional paid-in capital
2,702 2,702
2,702  2,702  Additional paid-in capital
2,702  2,702  Additional paid-in capital  1,742,191
2,702  2,702  Additional paid-in capital  1,742,191  1,630,095
2,702  Additional paid-in capital  1,742,191  1,630,095  Retained earnings
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2,702  Additional paid-in capital 1,742,191  1,630,095  Retained earnings 1,379,624

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(310,644
)
(220,759
)
Less treasury stock, at cost — 5,320 and 4,272 shares in 2018 and 2017, respectively
(178,903
)
(118,987
)
Total equity
2,634,970

2,540,996

Total liabilities and equity
5,748,332

5,038,516
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# QIAGEN N.V. CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS (unaudited)

	Twelve months ended December 31,		
(In \$ thousands)	2018	2017	
Cash flows from operating activities:			
Net income	190,380	40,394	
Adjustments to reconcile net income to net cash provided by operating activities, net of effects			
of businesses acquired:			
Depreciation and amortization	206,436	216,448	
Non-cash impairments	17,020	5,137	
Amortization of debt discount and issuance costs	35,537	24,773	
Share-based compensation expense	40,113	34,442	
Deferred income taxes	(23,272)	60,176	
(Gain) loss on marketable securities	(2,725)	1,055	
Reversals of contingent consideration	—	(3,269)	
Other items, net including fair value changes in derivatives	(8,834)	(4,521)	
Net changes in operating assets and liabilities:			
Accounts receivable		(34,165)	
Inventories	(36,918)	(21,633)	
Prepaid expenses and other current assets	(9,942)		
Other long-term assets	(30,312)	(16,786)	
Accounts payable	6,993		
Accrued and other current liabilities	(13,317)	2,828	
Income taxes		(41,266)	
Other long-term liabilities	15,911	24,090	
Net cash provided by operating activities	359,496	286,779	
Cash flows from investing activities:			
Purchases of property, plant and equipment	(109,773)	(90,081)	
Proceeds from sale of equipment	_	42	
Purchases of intangible assets	(40,990)	(34,324)	
Purchases of investments, net	(9,398)		
Cash paid for acquisitions, net of cash acquired		(50,549)	
Purchases of short-term investments		(450,564)	
Proceeds from redemptions of short-term investments	691,765		
Cash paid for collateral asset	(3,461)	(20,707)	
Other investing activities	1,335	(2,310 )	
Net cash used in investing activities	(211,356)	(464,264)	
Cash flows from financing activities:			
Proceeds from long-term debt, net of issuance costs	_	329,875	
Proceeds from issuance of cash convertible notes, net of issuance costs	494,879	394,391	
Purchase of call option related to cash convertible notes		(73,646)	
Proceeds from issuance of warrants, net of issuance costs	72,406	45,396	
Capital repayment	—	(243,945)	
Principal payments on capital leases		(1,402)	
Proceeds from issuance of common shares	4,412	6,075	
Purchase of treasury shares		(60,970)	
Other financing activities		(8,587)	
Net cash provided by financing activities	360,408	387,187	

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Effect of exchange rate changes on cash and cash equivalents	(7,183)	8,832
Net increase in cash and cash equivalents	501,365	218,534
Cash and cash equivalents, beginning of period	657,714	439,180
Cash and cash equivalents, end of period	1,159,079	657,714
Reconciliation of Free Cash Flow <sup>(1)</sup>		
Net cash provided by operating activities	359,496	286,779
Purchases of property, plant and equipment	(109,773)	(90,081)
Free Cash Flow	249,723	196,698

<sup>(1)</sup> Free cash flow is a non-GAAP financial measure and is calculated from cash provided by operations reduced by purchases of property, plant and equipment. QIAGEN believes this is a common financial measure useful to further evaluate the results of operations.

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