

Report of Organizational Actions Affecting Basis of Securities

OMB No. 1545-2224

► See separate instructions.

Part I Reporting Issuer

1 Issuer's name Allison Transmission Holdings, Inc.		2 Issuer's employer identification number (EIN) 26-0414014	
3 Name of contact for additional information Fred Bohley	4 Telephone No. of contact 317-242-3078	5 Email address of contact ir@allisontransmission.com	
6 Number and street (or P.O. box if mail is not delivered to street address) of contact One Allison Way		7 City, town, or post office, state, and Zip code of contact Indianapolis, IN 46222	
8 Date of action Various		9 Classification and description Distribution to public shareholders	
10 CUSIP number 01973R101	11 Serial number(s) 	12 Ticker symbol ALSN	13 Account number(s)

Part II Organizational Action Attach additional statements if needed. See back of form for additional questions.

14 Describe the organizational action and, if applicable, the date of the action or the date against which shareholders' ownership is measured for the action ► Allison Transmission Holdings, Inc. paid the following dividends during 2015:

15 cents per common share on March 13, 2015 to its shareholders of record on March 2, 2015

15 cents per common share on May 29, 2015 to its shareholders of record on May 18, 2015

15 cents per common share on August 28, 2015 to its shareholders of record on August 17, 2015

15 cents per common share on November 25, 2015 to its shareholders of record on November 16, 2015

15 Describe the quantitative effect of the organizational action on the basis of the security in the hands of a U.S. taxpayer as an adjustment per share or as a percentage of old basis ► The Company currently estimates that 63.35% of the dividends will be treated as a nontaxable return of capital to the extent of the shareholder's tax basis. Any amount in excess of the shareholder's tax basis will be treated as a capital gain for U.S. tax purposes.

16 Describe the calculation of the change in basis and the data that supports the calculation, such as the market values of securities and the valuation dates ► Pursuant to Internal Revenue Code sections 301(c) and 316(a), the taxability of Allison Transmission Holdings, Inc. distributions is calculated based on the earnings and profits of Allison Transmission, Inc. only, and does not include the earnings and profits of Allison's foreign subsidiary companies. Allison Transmission, Inc. estimated 2015 current and accumulated earnings and profits support Allison Transmission Holdings, Inc. disclosure that 63.35% of this distribution is to be a nontaxable return of capital to the extent of the shareholder's tax basis.

Part II Organizational Action (continued)

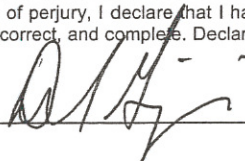
17 List the applicable Internal Revenue Code section(s) and subsection(s) upon which the tax treatment is based ►

Internal Revenue Code sections 301(c) and 316(a)

18 Can any resulting loss be recognized? ► N/A19 Provide any other information necessary to implement the adjustment, such as the reportable tax year ► NONE**Sign Here**

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than officer) is based on all information of which preparer has any knowledge.

Signature ►



Date ►

19 FEB 2016Print your name ► David Graziosi

Title ►

President, Chief Financial Officer and Treasurer**Paid Preparer Use Only**

Print/Type preparer's name

Preparer's signature

Date

Check ☐ if self-employed

PTIN

Firm's name ►

Firm's EIN ►

Firm's address ►

Phone no.