

**INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES**

OMB APPROVAL	
OMB Number:	3235-0104
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Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <u>ValueAct Holdings, L.P.</u> <hr/> (Last) (First) (Middle) ONE LETTERMAN DRIVE BUILDING D, 4TH FLOOR <hr/> (Street) SAN FRANCISCO CA 94129 <hr/> (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 07/25/2014	3. Issuer Name and Ticker or Trading Symbol <u>Allison Transmission Holdings Inc [ ALSN ]</u>	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)	5. If Amendment, Date of Original Filed (Month/Day/Year)  6. Individual or Joint/Group Filing (Check Applicable Line) Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person

**Table I - Non-Derivative Securities Beneficially Owned**

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	18,025,204	I	See footnotes <sup>(1)(2)</sup>

**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			

1. Name and Address of Reporting Person* <u>ValueAct Holdings, L.P.</u> <hr/> (Last) (First) (Middle) ONE LETTERMAN DRIVE BUILDING D, 4TH FLOOR <hr/> (Street) SAN FRANCISCO CA 94129 <hr/> (City) (State) (Zip)
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1. Name and Address of Reporting Person* <u>ValueAct Capital Master Fund, L.P.</u> <hr/> (Last) (First) (Middle) ONE LETTERMAN DRIVE BUILDING D, 4TH FLOOR <hr/> (Street) SAN FRANCISCO CA 94129 <hr/> (City) (State) (Zip)
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1. Name and Address of Reporting Person* <u>VA Partners I, LLC</u> <hr/> (Last) (First) (Middle) ONE LETTERMAN DRIVE BUILDING D, 4TH FLOOR <hr/> (Street)
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SAN FRANCISCO CA 94129

(City) (State) (Zip)

1. Name and Address of Reporting Person\*

[ValueAct Capital Management, L.P.](#)

(Last) (First) (Middle)

ONE LETTERMAN DRIVE  
BUILDING D, 4TH FLOOR

(Street)

SAN FRANCISCO CA 94129

(City) (State) (Zip)

1. Name and Address of Reporting Person\*

[ValueAct Capital Management, LLC](#)

(Last) (First) (Middle)

ONE LETTERMAN DRIVE  
BUILDING D, 4TH FLOOR

(Street)

SAN FRANCISCO CA 94129

(City) (State) (Zip)

1. Name and Address of Reporting Person\*

[ValueAct Holdings GP, LLC](#)

(Last) (First) (Middle)

ONE LETTERMAN DRIVE  
BUILDING D, 4TH FLOOR

(Street)

SAN FRANCISCO CA 94129

(City) (State) (Zip)

**Explanation of Responses:**

1. Each reporting person listed herein disclaims beneficial ownership of the reported securities except to the extent of its pecuniary interest therein, and this report shall not be deemed an admission that such person is the beneficial owner of the securities for purposes of Section 16 of the Securities Exchange Act of 1934, as amended, or for any other purpose.

2. The securities reported herein are directly beneficially owned by ValueAct Capital Master Fund, L.P. and may be deemed to be indirectly beneficially owned by (i) VA Partners I, LLC as General Partner of ValueAct Capital Master Fund, L.P., (ii) ValueAct Capital Management, L.P. as the manager of ValueAct Capital Master Fund, L.P., (iii) ValueAct Capital Management, LLC as General Partner of ValueAct Capital Management, L.P., (iv) ValueAct Holdings, L.P. as the sole owner of the limited partnership interests of ValueAct Capital Management, L.P. and the membership interests of ValueAct Capital Management, LLC and as the majority owner of the membership interests of VA Partners I, LLC and (v) ValueAct Holdings GP, LLC as General Partner of ValueAct Holdings, L.P.

**Remarks:**

Explanation of Responses: -The reporting persons herein may be deemed to be members of a "group" for purposes of the Securities Exchange Act of 1934, as amended. Each reporting person disclaims beneficial ownership of any securities deemed to be owned by the group that are not directly owned by such reporting person. This report shall not be deemed an admission that such reporting person is a member of a group or the beneficial owner of any securities not directly owned by such reporting person.

[VALUEACT HOLDINGS,  
L.P., By: VALUEACT  
HOLDINGS GP, LLC, its  
General Partner, By:/s/ George  
F. Hamel, Jr., Chief Operating  
Officer](#) 08/04/2014

[VALUEACT CAPITAL  
MASTER FUND, L.P., By: VA  
PARTNERS I, LLC, its  
General Partner, By:/s/ George  
F. Hamel, Jr., Chief Operating  
Officer](#) 08/04/2014

[VA PARTNERS I, LLC, By:/s/  
George F. Hamel, Jr., Chief  
Operating Officer](#) 08/04/2014

[VALUEACT CAPITAL  
MANAGEMENT, L.P., By:  
VALUEACT CAPITAL  
MANAGEMENT, LLC, its  
General Partner, By:/s/ George  
F. Hamel, Jr., Chief Operating  
Officer](#) 08/04/2014

[VALUEACT CAPITAL](#) 08/04/2014

MANAGEMENT, LLC, By:/s/

George F. Hamel, Jr., Chief

Operating Officer

VALUEACT HOLDINGS GP,

LLC, By:/s/ George F. Hamel, 08/04/2014

Jr., Chief Operating Officer

\*\* Signature of Reporting Person      Date

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

\* If the form is filed by more than one reporting person, see Instruction 5 (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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.**