Form **8937**

(December 2011)
Department of the Treasury
Internal Revenue Service

Report of Organizational Actions Affecting Basis of Securities

► See separate instructions.

OMB No. 1545-2224

O1973R101 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 a quarterly distribution of 12 cents per common share on March 25, 2014, to its shareholders of records on March 3, 2014 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 22.01% of this distribution will be treated as a montaxable 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.	Part I Reporting Issuer		-		
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Allison Transmission Holdings, Inc. disclosure that 22.01% of this distribution is to be a nontaxable return of capital to the extent	of Allison's foreign subsidiary comp	anies. Alliso	n Transm	ission, Inc. estimated 2014	current and accumulated earnings and profits support
of the shareholder's tax basis.	Allison Transmission Holdings, Inc.	disclosure th	nat 22.01%	of this distribution is to be	a nontaxable return of capital to the extent
	of the shareholder's tax basis.				
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Form 8937 (F				Page 2
Part II	Organizational Action (con	tinued)		
A				-
17 List th	ne applicable Internal Revenue Code	section(s) and subsection(s) upon wh	ich the tax treatment is based ▶	-
mternar Ke	venue Code sections 301(c) and 3	16(a)		
				· · · · · · · · · · · · · · · · · · ·
18 Can a	any resulting loss be recognized? ▶	21/0	•	
io Garra	arry resulting loss be recognized?	N/A	A. J. M	

				113 mil 14
19 Provid	de any other information necessary to	implement the adjustment, such as	kho vonovitelije invivinev B. Blaus	
15 110410	de any other information necessary to	implement the adjustment, such as		
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Unc	der nenalties of perium. Lideolare that Liha	are examined this voture, including access	panying schedules and statements, and to the best of i	
beli	ief, it is true, correct, and complete/Declar	ration of preparer (other than officer) is bas	ed on all information of which preparer has any knowled	ny knowledge and ige.
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Prin	nt your name ► David Graziosi		Title ► EVP & CFO	
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Use Only			Firm's EIN ▶	
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