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

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**FORM 8-K**

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**CURRENT REPORT**  
Pursuant to Section 13 OR 15(d)  
of The Securities Exchange Act of 1934

**Date of Report (Date of earliest event reported) August 6, 2014**

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**ALLISON TRANSMISSION HOLDINGS, INC.**  
(Exact name of registrant as specified in its charter)

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**Delaware**  
(State or other jurisdiction  
of incorporation)

**001-35456**  
(Commission  
File Number)

**26-0414014**  
(IRS Employer  
Identification No.)

**One Allison Way, Indianapolis, Indiana**  
(Address of principal executive offices)

**46222**  
(Zip Code)

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

**Not Applicable**  
(Former name or former address, if changed since last report)

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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))
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**Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

**Resignation of Seth Mersky**

On August 6, 2014, Seth Mersky, one of the Onex Corporation's designees to the Board of Directors ("Board") of Allison Transmission Holdings, Inc. (the "Company"), notified the Board that he was resigning as a director of the Company effective as of August 7, 2014. Mr. Mersky's decision to resign was not as a result of any disagreement with the Company.

**Appointment of New Director**

On August 7, 2014, the Board, upon the recommendation of the Nominating and Corporate Governance Committee, appointed David Everitt to serve as a Class I member of the Company's Board, with a term to expire at the Company's 2016 annual meeting of stockholders. The appointment of Mr. Everitt fills the vacancy created by Mr. Mersky's resignation. Mr. Everitt has not been appointed to serve on any committees of the Board at this time.

As a non-management director, Mr. Everitt will receive compensation in accordance with the Company's Amended and Restated Non-Employee Director Compensation Policy. (See the Amended and Restated Non-Employee Director Compensation Policy filed as Exhibit 10.39 to the Company's Quarterly Report on Form 10-Q for the quarter ended June 30, 2014 with the Securities and Exchange Commission ("SEC") on July 25, 2014.) In addition, it is expected that Mr. Everitt will execute the Company's standard form of director indemnification agreement. (See Form of Director Indemnification Agreement filed as Exhibit 10.9 to Amendment No. 2 to the Company's Registration Statement on Form S-1 filed with the SEC on May 16, 2011.)

There was no arrangement or understanding pursuant to which Mr. Everitt was elected as a director, and there are no related party transactions between the Company and Mr. Everitt.

A copy of the Company's press release announcing the appointment of Mr. Everitt to the Board is attached hereto as Exhibit 99.1 and the information set forth therein is incorporated herein by reference.

**Item 9.01 Financial Statements and Exhibits.**

*(d) Exhibits.*

<u>Exhibit Number</u>	<u>Description</u>
99.1	Press Release issued by Allison Transmission Holdings, Inc., dated August 7, 2014.

**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: August 7, 2014**

Allison Transmission Holdings, Inc.

By: /s/ Eric C. Scroggins

Name: Eric C. Scroggins

Title: Vice President, General Counsel and Secretary

**EXHIBIT INDEX**

<b><u>Exhibit Number</u></b>	<b><u>Description</u></b>
99.1	Press Release issued by Allison Transmission Holdings, Inc., dated August 7, 2014.



### **Allison Transmission Holdings, Inc. Adds David Everitt to Board of Directors**

**INDIANAPOLIS, August 7, 2014** – Allison Transmission Holdings Inc. (NYSE: ALSN) announced today that David Everitt has been appointed to its Board of Directors.

David Everitt most recently served as Interim Chief Executive Officer of Harsco Corporation from February 2014 to August 2014. Prior to that, Mr. Everitt had been with Deere & Company since 1975, when he joined Deere as an engineer following his graduation from Kansas State University. Over the next nearly four decades, Mr. Everitt held positions of increasing responsibility, most recently responsible for the sales and marketing of all North America and Asia as well as global design and production of John Deere tractors and turf and utility and global Ag Solutions Systems. Mr. Everitt also serves on the board of directors for Agrium Inc., Brunswick Corporation and Harsco Corporation.

“We are delighted that David has agreed to join our Board of Directors,” said Lawrence E. Dewey, Chairman of the Board of Directors. “His vast expertise in the industrials sector and his management experience will be of great value to Allison and we look forward to his contributions.”

Mr. Everitt’s initial term will expire at the 2016 annual meeting of stockholders, at which time it is expected that Mr. Everitt will be included as a nominee for re-election at the meeting. The Board has not appointed Mr. Everitt to serve on any committees at this time.

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#### **About Allison Transmission**

Allison Transmission (NYSE: ALSN) is the world’s largest manufacturer of fully automatic transmissions for medium- and heavy-duty commercial vehicles, and is a leader in hybrid-propulsion systems for city buses. Allison transmissions are used in a variety of applications including refuse, construction, fire, distribution, bus, motorhomes, defense and energy. Founded in 1915, the company is headquartered in Indianapolis, Indiana, USA and employs approximately 2,700 people worldwide. With a market presence in more than 80 countries, Allison has regional headquarters in the Netherlands, China and Brazil with manufacturing facilities in the U.S., Hungary and India. Allison also has approximately 1,400 independent distributor and dealer locations worldwide. For more information, visit [allisontransmission.com](http://allisontransmission.com).

#### **Forward-Looking Statements**

This press release may contain forward-looking statements. All statements other than statements of historical fact contained in this press release are forward-looking statements, including all statements regarding future financial results. In some cases, you can identify forward-looking statements by terminology such as “may,” “will,” “should,” “expect,” “plans,” “project,” “anticipate,” “believe,”

“estimate,” “predict,” “intend,” “forecast,” “could,” “potential,” “continue” or the negative of these terms or other similar terms or phrases. Forward-looking statements are not guarantees of future performance and involve known and unknown risks. Factors which may cause the actual results to differ materially from those anticipated at the time the forward-looking statements are made include, but are not limited to: risks related to our substantial indebtedness; our participation in markets that are competitive; general economic and industry conditions; our ability to prepare for, respond to and successfully achieve our objectives relating to technological and market developments and changing customer needs; the failure of markets outside North America to increase adoption of fully-automatic transmissions; the discovery of defects in our products, resulting in delays in new model launches, recall campaigns and/or increased warranty costs and reduction in future sales or damage to our brand and reputation; the concentration of our net sales in our top five customers and the loss of any one of these; risks associated with our international operations; brand and reputational risks; our intention to pay dividends; and labor strikes, work stoppages or similar labor disputes, which could significantly disrupt our operations or those of our principal customers. Although we believe the expectations reflected in such forward-looking statements are based upon reasonable assumptions, we can give no assurance that the expectations will be attained or that any deviation will not be material. All information is as of the date of this press release, and we undertake no obligation to update any forward-looking statement to conform the statement to actual results or changes in expectations.

**Press Contact**

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