



UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

DIVISION OF  
CORPORATION FINANCE

July 28, 2014

Via E-mail

David S. Graziosi  
Executive Vice President,  
Chief Financial Officer and Treasurer  
Allison Transmission Holdings, Inc.  
One Allison Way  
Indianapolis, IN 46222

**Re: Allison Transmission Holdings, Inc.  
Form 10-K for Fiscal Year Ended December 31, 2013  
Filed February 24, 2014  
File No. 1-35456**

Dear Mr. Graziosi:

We refer you to our comment letter dated June 25, 2014, regarding business contacts with Cuba, Sudan and Syria. We have completed our review of this subject matter. We remind you that our comments or changes to disclosure in response to our comments do not foreclose the Commission from taking any action with respect to the company or the filing and the company may not assert staff comments as a defense in any proceeding initiated by the Commission or any person under the federal securities laws of the United States. We urge all persons who are responsible for the accuracy and adequacy of the disclosure in the filing to be certain that the filing includes the information the Securities Exchange Act of 1934 and all applicable rules require.

Sincerely,

/s/ Cecilia Blye

Cecilia Blye, Chief  
Office of Global Security Risk

cc: Max Webb  
Assistant Director  
Division of Corporation Finance

Eric Scroggins  
Vice President, General Counsel and Secretary  
Allison Transmissions Holdings, Inc.