

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See instruction 1(b).

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>RABAUT THOMAS W</u> (Last) (First) (Middle) <u>C/O ALLISON TRANSMISSION HOLDINGS, INC.</u> <u>ONE ALLISON WAY</u> (Street) <u>INDIANAPOLIS IN 46222</u> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Allison Transmission Holdings Inc [ALSN]</u> 3. Date of Earliest Transaction (Month/Day/Year) <u>05/03/2023</u> 4. If Amendment, Date of Original Filed (Month/Day/Year)	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below) 6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person
Rule 10b5-1(c) Transaction Indication <input type="checkbox"/> Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.		

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock ⁽¹⁾	05/03/2023		A		447	A	\$0 ⁽²⁾	6,639	D	
Common Stock ⁽³⁾	05/03/2023		M		1,122 ⁽⁴⁾	A	\$0	7,761	D	
Common Stock ⁽⁵⁾	05/03/2023		M		3,823 ⁽⁶⁾	A	\$0	11,584	D	
Common Stock								63,163	I	Thomas Willi Rabaut Living Trust DTD 7/23/1999

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Title
Deferred Stock Units	⁽⁷⁾	05/03/2023		M			309	⁽⁸⁾	⁽⁸⁾	Common Stock	309	\$0	0	D	
Dividend Equivalent Rights	⁽⁹⁾	05/03/2023		M			148	⁽¹⁰⁾	⁽¹⁰⁾	Common Stock	148	\$0	0	D	
Deferred Stock Units	⁽⁷⁾	05/03/2023		M			281	⁽¹¹⁾	⁽¹¹⁾	Common Stock	281	\$0	0	D	
Deferred Stock Units	⁽⁷⁾	05/03/2023		M			232	⁽¹²⁾	⁽¹²⁾	Common stock	232	\$0	0	D	
Deferred Stock Units	⁽⁷⁾	05/03/2023		M			229	⁽¹³⁾	⁽¹³⁾	Common Stock	229	\$0	0	D	
Restricted Stock Units	⁽¹⁴⁾	05/03/2023		M			3,746	⁽¹⁵⁾	⁽¹⁵⁾	Common Stock	3,746	\$0	0	D	

Explanation of Responses:

- These shares represent a quarterly payment of the reporting person's annual retainer under the Allison Transmission Holdings, Inc. (the "Company") Sixth Amended and Restated Non-Employee Director Compensation Policy. The annual retainer is paid quarterly in arrears in cash or common stock at the reporting person's discretion.
- The number of shares of common stock received was calculated based on \$47.47, which was the closing price of the Company's common stock on the date of grant.
- Represents the deferred stock units ("DSUs") and related dividend equivalents payable upon the reporting person's separation from service. The reporting person did not stand for re-election at the Company's 2023 annual meeting of stockholders and his term ended on May 3, 2023.
- Includes 1,051 DSUs and 71 related dividend equivalents.
- Settlement of restricted stock units ("RSUs") and related dividend equivalents.

6. Includes 77 dividend equivalents.
7. Each DSU is the economic equivalent of one share of the Company's common stock. The DSUs become payable, in common stock, or at the Company's election cash, at the earlier of the reporting person's separation from service or a change in control. DSUs earn dividend equivalents when dividends are declared on the Company's common stock.
8. On August 12, 2016, the reporting person was granted 309 DSUs that vested on August 12, 2016.
9. Each dividend equivalent right is the economic equivalent of one share of the Company's common stock.
10. The dividend equivalent rights accrued on previously awarded DSUs and were payable on May 3, 2023, the date of the reporting person's separation from service.
11. On November 11, 2016, the reporting person was granted 281 DSUs that vested on November 11, 2016.
12. On February 10, 2017, the reporting person was granted 232 DSUs that vested on February 10, 2017.
13. On May 11, 2017, the reporting person was granted 229 DSUs that vested on May 11, 2017.
14. Each RSU represents a contingent right to receive one share of the Company's common stock.
15. On May 5, 2022, the reporting person was granted 3,746 RSUs that vested on May 3, 2023.

/s/ Eric C. Scroggins, attorney-
in-fact 05/05/2023

** 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 4 (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.