

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549**

FORM 8-K

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

Date of report (Date of earliest event reported): May 5, 2021

ALLISON TRANSMISSION HOLDINGS, INC.
(Exact Name of Registrant as Specified in Charter)

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)

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 communication 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))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common stock, \$0.01 par value	ALSN	New York Stock Exchange

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (17 CFR §230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (17 CFR §240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 5.07 Submission of Matters to a Vote of Security Holders

On May 5, 2021, Allison Transmission Holdings, Inc. (the “Company”) held its annual meeting of stockholders. At the meeting, stockholders took the following actions:

- elected nine directors for one-year terms ending at the 2022 annual meeting of stockholders (Proposal 1);
- ratified the appointment of PricewaterhouseCoopers LLP (“PwC”) as the Company’s independent registered public accounting firm for 2021 (Proposal 2); and
- approved, in an advisory, non-binding vote, the compensation paid to the Company’s named executive officers (Proposal 3).

The vote tabulation for each proposal follows:

Proposal 1 – Election of Directors.

<u>NOMINEES</u>	<u>FOR</u>	<u>AGAINST</u>	<u>ABSTAIN</u>
Judy L. Altmaier	95,803,723	198,808	16,998
Stan A. Askren	95,793,288	206,343	19,898
David C. Everitt	92,735,446	3,266,984	17,099
Alvaro Garcia-Tunon	95,913,860	88,994	16,675
David S. Graziosi	92,086,516	3,028,301	904,712
Carolann I. Haznedar	94,494,180	1,508,052	17,297
Richard P. Lavin	94,356,240	1,645,691	17,598
Thomas W. Rabaut	89,392,647	6,608,534	18,348
Richard V. Reynolds	95,073,111	928,274	18,144

Proposal 2 – Ratification of Appointment of PwC.

<u>FOR</u>	<u>AGAINST</u>	<u>ABSTAIN</u>
97,249,858	1,197,315	7,366

Proposal 3 – Advisory Vote on Executive Compensation.

<u>FOR</u>	<u>AGAINST</u>	<u>ABSTAIN</u>
88,912,278	7,078,475	28,776

Item 9.01 Financial Statements and Exhibits**(d) Exhibits**

<u>Exhibit No.</u>	<u>Description</u>
104	Cover Page Interactive Data File (embedded within the Inline XBRL document).

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: May 7, 2021

Allison Transmission Holdings, Inc.

By: /s/ G. Frederick Bohley
Name: G. Frederick Bohley
Title: Senior Vice President, Chief Financial Officer and Treasurer