

---

---

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**  
Washington, D.C. 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 14, 2015**

---

**ALLISON TRANSMISSION HOLDINGS, INC.**

(Exact name of registrant as specified in its 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 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))
- 
-

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

**Resignation of Kosty Gilis**

On May 14, 2015, Kosty Gilis notified the Board of Directors (“Board”) of Allison Transmission Holdings, Inc. (the “Company”) that he was resigning as a director of the Company effective immediately. Mr. Gilis’ decision to resign was not as a result of any disagreement with the Company.

**Resignation of Brian Bernasek**

On May 14, 2015, Brian Bernasek notified the Board that he was resigning as a director of the Company and member of the Nominating and Corporate Governance Committee effective immediately. Mr. Bernasek’s decision to resign was not as a result of any disagreement with the Company.

**Appointment of New Directors**

On May 14, 2015, the Company issued press releases to announce that its Board, upon the recommendation of the Nominating and Corporate Governance Committee, appointed Gregory P. Spivy and Marsha A. Mishler to serve as Class II members of the Company’s Board, each with terms to expire at the Company’s 2017 annual meeting of stockholders. The appointment of Mr. Spivy and Ms. Mishler fills the vacancies created by the resignations of Messrs. Bernasek and Gilis. Mr. Spivy and Ms. Mishler have not been appointed to serve on any committees of the Board at this time.

As non-employee directors, Mr. Spivy and Ms. Mishler will receive compensation in accordance with the Company’s Second Amended and Restated Non-Employee Director Compensation Policy (“Policy”). (See the Policy filed as Exhibit 10.37 to the Company’s Quarterly Report on Form 10-Q for the quarter ended March 31, 2015 with the Securities and Exchange Commission (“SEC”) on April 28, 2015.) In addition, it is expected that Mr. Spivy and Ms. Mishler will execute the Company’s standard form of director indemnification agreement. (See the 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 are no related party transactions between the Company and Mr. Spivy or between the Company and Ms. Mishler. There was no arrangement or understanding pursuant to which Ms. Mishler was elected as a director.

As described in the Company’s Current Report on Form 8-K filed with the SEC on December 15, 2014, the Company entered into a Cooperation Agreement (the “Agreement”) with VA Partners I, LLC, ValueAct Capital Master Fund, L.P., ValueAct Capital Management, L.P., ValueAct Capital Management, LLC, ValueAct Holdings, L.P., ValueAct Holdings GP, LLC and Gregory P. Spivy (collectively, the “ValueAct Group”). Under this Agreement, the Company agreed, at the ValueAct Group’s election, to appoint Mr. Spivy to the Company’s Board at any time before the 60<sup>th</sup> day prior to the Company’s 2016 annual meeting of stockholders. The ValueAct Group exercised its rights under the Agreement to have Mr. Spivy appointed to the Board.

A copy of the Company’s press releases announcing the appointment of Mr. Spivy and Ms. Mishler to the Board are attached hereto as Exhibit 99.1 and Exhibit 99.2, respectively, 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 May 14, 2015.
99.2	Press Release issued by Allison Transmission Holdings, Inc., dated May 14, 2015.

**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.

Allison Transmission Holdings, Inc.

**Date:** May 14, 2015

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 May 14, 2015.
99.2	Press Release issued by Allison Transmission Holdings, Inc., dated May 14, 2015.



## Allison Transmission adds Gregory Spivy to board of directors

INDIANAPOLIS – May 14, 2015 – Allison Transmission Holdings Inc. (NYSE: ALSN) announced today that Gregory P. Spivy has been appointed to its board of directors.

Spivy is a partner of ValueAct Capital, a San Francisco-based investment firm and Allison’s largest shareholder. Mr. Spivy has been with ValueAct Capital for more than 10 years.

“We’ve had the opportunity to get to know Greg over the past five months, and we look forward to working with him as a member of our board,” said Lawrence E. Dewey, chairman, president and CEO of Allison Transmission. “Greg brings valuable insights given his financial expertise, experience as a public company director and perspective as a shareholder.”

“Allison Transmission is a premier industrial franchise with a track record of success,” said Spivy. “I look forward to working directly with the management team and other members of the board of directors to further enhance value for all shareholders.”

On December 15, 2014, Allison and ValueAct Capital announced a cooperation agreement which gave ValueAct Capital the option of having Spivy join the Allison board any time before the 60th day prior to Allison’s 2016 annual meeting of stockholders. Spivy’s initial term will expire at the 2017 annual meeting of stockholders.

### 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.

**Contact**

Craig M. Koven  
Manager, Corporate Communications  
[craig.koven@allisontransmission.com](mailto:craig.koven@allisontransmission.com)  
317-242-3432 office  
317-509-7670 mobile



## Allison Transmission adds Marsha Mishler to board of directors

INDIANAPOLIS – May 14, 2015 – Allison Transmission Holdings Inc. (NYSE: ALSN) announced today that Marsha A. Mishler has been appointed to its board of directors.

Mishler currently serves as senior client executive at Fellon McCord & Associates, an energy consulting services firm to industrial, commercial, higher education, and municipal and cooperative utility clients globally, a position she has held since 2012. Previously, from 2003 until 2012, Mishler was a corporate account manager at Fellon McCord, and from 1997 through 2003, she formed and ran a project consulting practice. Following her graduation from Purdue University's Krannert School of Management in 1991 with an Executive Master of Business Administration, Mishler worked for Louisville Gas and Electric Co. until 1995.

"We are delighted that Marsha has agreed to join our board of directors," said Lawrence E. Dewey, chairman, president and CEO of Allison Transmission. "Her vast expertise in the energy sector and her previous industrial experience will be of great value to Allison and we look forward to her contributions."

Mishler's initial term will expire at the 2017 annual meeting of stockholders, at which time it is expected that Mishler will be included as a nominee for re-election.

### 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.

**Contact**

Craig M. Koven  
Manager, Corporate Communications  
craig.koven@allisontransmission.com  
317-242-3432 office  
317-509-7670 mobile