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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) April 15, 2013**

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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 2.02 Results of Operations and Financial Condition.**

On April 15, 2013, Allison Transmission Holdings, Inc. (the "Company") reported preliminary results of operations for its fiscal quarter ended March 31, 2013. The preliminary results of operations, as well as information regarding the use of non-GAAP financial measures, are set forth in the earnings release dated April 15, 2013, which is furnished as Exhibit 99.1 to this report.

**Item 7.01 Regulation FD Disclosure.**

On April 15, 2013, the Board of Directors of the Company declared quarterly dividends of \$0.12 per share on our common stock and non-voting common stock, which is an increase from our quarterly cash dividend of \$0.06 per share that began in the second quarter of 2012.

On April 15, 2013, the Company announced a proposed secondary offering of 22,000,000 shares of its common stock by investment funds affiliated with The Carlyle Group and Onex Corporation (the "Sponsors"). A group led by BofA Merrill Lynch, Citigroup and J.P. Morgan will act as the underwriters in the proposed registered public offering of those shares. In addition, the underwriters will have an option to purchase up to 3,300,000 additional shares from the Sponsors. The Company's press release issued in connection with the proposed secondary offering is furnished as Exhibit 99.2 to this report.

The foregoing information in items 2.02 and 7.01 is being furnished and shall not be deemed "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, or otherwise subject to the liabilities of that section, nor shall it be deemed incorporated by reference in any filing under the Securities Act of 1933, as amended, except as expressly set forth by specific reference in such filing.

**Item 9.01 Financial Statements and Exhibits.**

*(d) Exhibits.*

<u>Exhibit Number:</u>	<u>Description</u>
99.1	Earnings release dated April 15, 2013
99.2	Press release dated April 15, 2013

**Safe Harbor Statement**

The statements in this release state the Company's and management's intentions, beliefs, expectations or projections of the future and are forward-looking statements. It is important to note that the Company's actual results could differ materially from those projected in such forward-looking statements.

**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: April 15, 2013**

**By:** /s/ Eric C. Scroggins

**Name:** Eric C. Scroggins

**Title:** Vice President, General Counsel and Secretary

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**EXHIBIT INDEX**

<u>Exhibit Number:</u>	<u>Description</u>
99.1	Earnings release dated April 15, 2013
99.2	Press release dated April 15, 2013



## News Release

Indianapolis, IN

For Immediate Release

### **Allison Transmission Announces Increased Quarterly Dividend and Preliminary First Quarter 2013 Results and Affirms Full Year 2013 Guidance**

**Indianapolis, IN, April 15, 2013 – Allison Transmission Holdings, Inc. (NYSE: ALSN)**, the world's largest manufacturer of fully-automatic transmissions for medium- and heavy-duty commercial vehicles, medium- and heavy-tactical U.S. defense vehicles and hybrid-propulsion systems for transit buses, announced today that its Board of Directors approved an increase in its quarterly cash dividend from \$0.06 to \$0.12 per share on the Company's common stock and non-voting common stock and is providing preliminary estimates of certain of its financial and operations results for the three months ended March 31, 2013.

The Company's Board of Directors declared quarterly dividends of \$0.12 per share on the Company's common stock and non-voting common stock, which is an increase from the quarterly cash dividend of \$0.06 per share that began in the second quarter of 2012. Payment will be made on May 31, 2013, to stockholders of record at the close of business on May 17, 2013.

The payment of any future quarterly dividends will be at the discretion of the Board of Directors and will be dependent upon Allison Transmission's financial position, results of operations, available cash, cash flow, capital requirements and other factors deemed relevant by the Board of Directors.

Based on currently available information, for the first quarter of 2013, we expect net sales to be in the range of \$455 to \$460 million and Adjusted EBITDA excluding technology-related license expenses, a non-GAAP financial measure, to be in the range of \$144 to \$149 million, implying an Adjusted EBITDA margin excluding technology-related license expenses, a non-GAAP financial measure, of approximately 32%. These expected results for the first quarter of 2013 are consistent with management's expectations, and reflect considerably lower demand in the North America energy sector's hydraulic fracturing market and the previously considered reductions in defense net sales.

In addition, we are affirming our full year 2013 guidance released to the market on February 19, 2013: net sales to decline in the range of 6 to 8 percent, Adjusted EBITDA margin excluding technology-related license expenses in the range of 32 to 34 percent, Adjusted Free Cash Flow, a non-GAAP financial measure, in the range of \$325 to \$375 million, capital expenditures in the range of \$80 to \$90 million and cash income taxes in the range of \$15 to \$20 million. Consistent with our previous guidance we expect low levels of demand in the North America energy sector's hydraulic fracturing market, reductions in U.S. defense spending to longer term averages experienced during periods without active conflicts and lower demand in the North America Hybrid-Propulsion Systems for Transit Bus end market due to municipal spending constraints to lead to net sales reductions in these end markets. We also expect that the majority of the full year 2013 net sales reduction implied by the midpoint of our guidance will have occurred in the first quarter, followed by growth in the Global On-Highway end markets for the balance of the year. Our full year 2013 Adjusted EBITDA margin excluding technology-related license expenses guidance incorporates several initiatives to proactively align costs and programs across our business with Allison's net sales guidance.

The results described above and the reconciliation below are estimated, preliminary and may change. Because we have not completed our normal quarterly closing and review procedures for the quarter ended March 31, 2013, subsequent events may occur that require adjustments to these results and there can be no assurance that the final results for the quarter ended March 31, 2013 will not differ materially from these estimates. These estimates should not be viewed as a substitute for full interim financial statements prepared in accordance with GAAP.

Adjusted EBITDA excluding technology-related license expenses, Adjusted EBITDA margin excluding technology-related license expenses and Adjusted Free Cash Flow are non-GAAP measures. Management uses Adjusted EBITDA excluding technology-related license expenses, Adjusted EBITDA margin excluding technology-related license expenses and Adjusted Free Cash Flow to evaluate and control Allison's cash operating costs and to measure its operating profitability. We believe the presentation of Adjusted EBITDA excluding technology-related license expenses, Adjusted EBITDA margin excluding technology-related license expenses and Adjusted Free Cash Flow enhances our investors' overall understanding of the financial performance and cash flow of our business. You should not consider Adjusted EBITDA excluding technology-related license expenses, Adjusted EBITDA margin excluding technology-related license expenses as an alternative to net income, determined in accordance with GAAP, as an indicator of operating performance. You should not consider Adjusted Free Cash Flow as an alternative to net cash provided by operating activities, determined in accordance with GAAP, as an indicator of our cash flow.

The following table reconciles the Company's estimated net income to its estimate of Adjusted EBITDA excluding technology-related license expenses for the three months ended March 31, 2013 based on the midpoint of the range set forth above.

(unaudited, in millions)	For the three months ended March 31,	
	2013	2012
<b>Net income</b>	\$ 27.5	\$ 58.0
plus:		
Interest expense, net	33.9	40.7
Income tax expense	16.9	25.2
Amortization of intangible assets	29.9	37.5
Depreciation of property, plant and equipment	24.7	24.6
Fee to terminate services agreement with the Sponsors (a)	—	16.0
Initial public offering expenses (b)	—	5.7
Technology-related investment expense (c)	2.5	—
Loss on repurchases of long-term debt (d)	—	13.5
Unrealized loss (gain) on hedge contracts (e)	1.9	(0.7)
Other, net (f)	3.4	2.5
<b>Adjusted EBITDA</b>	<b>\$140.7</b>	<b>\$223.0</b>
Technology-related license expenses (g)	6.0	—
<b>Adjusted EBITDA excluding technology-related license expenses</b>	<b>\$146.7</b>	<b>\$223.0</b>
<b>Revenue</b>	<b>\$457.4</b>	<b>\$601.9</b>
<b>Adjusted EBITDA margin excluding technology-related license expenses</b>	<b>32.1%</b>	<b>37.0%</b>

- (a) Represents a one-time payment (recorded in other expense, net) to terminate the services agreement with affiliates of The Carlyle Group and Onex Partners.
- (b) Represents fees and expenses (recorded in other expense, net) related to our initial public offering in March 2012.
- (c) Represents an impairment charge (recorded in other expense, net) for an investment in co-development agreements to expand our position in transmission technologies.
- (d) Represents a loss (recorded in other expense, net) realized on the redemptions and repayments of long-term debt for the three months ended March 31, 2012.

- (e) Represents \$1.9 million and (\$0.7) million of unrealized losses/(gains) (recorded in other expense, net) on the mark-to-market of our foreign currency and commodities derivative contracts for the three months ended March 31, 2013 and 2012, respectively.
- (f) Represents employee stock compensation expense and service fees (recorded in selling, general and administrative expenses) paid to the Sponsors.
- (g) Represents \$6.0 million (recorded in engineering – research and development) of payments for licenses to expand our position in transmission technologies.

#### **About Allison Transmission**

Allison Transmission is the world's largest manufacturer of fully-automatic transmissions for medium- and heavy-duty commercial vehicles, medium- and heavy-tactical U.S. defense vehicles and hybrid-propulsion systems for transit buses. Allison transmissions are used in a variety of applications including on-highway trucks (distribution, refuse, construction, fire and emergency), buses (primarily school and transit), motor homes, off-highway vehicles and equipment (primarily energy and mining) and defense vehicles (wheeled and tracked). Founded in 1915, the Allison business is headquartered in Indianapolis, Indiana, U.S.A. and employs approximately 2,800 people. Allison has manufacturing facilities and customization centers located in China, The Netherlands, Brazil, India and Hungary. With a global presence, serving customers in North America, Europe, Asia, Australia, South America, and Africa, Allison also has over 1,400 independent distributor and dealer locations worldwide. More information about Allison is available at [www.allisontransmission.com](http://www.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.

#### **Use of Non-GAAP Financial Measures**

This press release contains information about Allison's financial results which are not presented in accordance with accounting principles generally accepted in the United States ("GAAP"). Such non-GAAP financial measures are reconciled above to their closest GAAP financial measures. Non-GAAP financial measures should not be considered in isolation or as a substitute for our reported results prepared in accordance with GAAP and, as calculated, may not be comparable to other similarly titled measures of other companies.



## News Release

Indianapolis, IN

For Immediate Release

### **Allison Transmission Announces Proposed Sale of 22,000,000 Shares of Common Stock by Selling Stockholders**

**Indianapolis, IN, April 15, 2013** – Allison Transmission Holdings, Inc. (NYSE: ALSN), the world's largest manufacturer of fully-automatic transmissions for medium- and heavy-duty commercial vehicles, medium- and heavy-tactical U.S. defense vehicles and hybrid-propulsion systems for transit buses, announced today a proposed secondary offering of 22,000,000 shares of its common stock by investment funds affiliated with The Carlyle Group and Onex Corporation (the "Sponsors"). A group led by BofA Merrill Lynch, Citigroup and J.P. Morgan will act as the underwriters in the proposed registered public offering of those shares. In addition, the underwriters will have an option to purchase up to 3,300,000 additional shares from the Sponsors. All of the shares are being sold on a pro rata basis by the Sponsors, which are existing stockholders of Allison Transmission Holdings, Inc. ("Allison"), in accordance with their current interests. Following the offering, the Sponsors will continue to beneficially own an aggregate of approximately 128,697,499 shares, or approximately 70% in the aggregate, of Allison's outstanding common stock after giving effect to the offering (or approximately 125,397,499 shares, or approximately 68% in the aggregate if the underwriters fully exercise their option to purchase additional shares). The total number of outstanding shares of Allison's common stock will not change as a result of the offering.

A copy of the preliminary prospectus related to the offering may be obtained, when available, from BofA Merrill Lynch, 222 Broadway, New York, NY 10038, Attn: Prospectus Department, or e-mail [dg.prospectus\\_requests@baml.com](mailto:dg.prospectus_requests@baml.com); Citigroup, c/o Broadridge Financial Solutions, 1155 Long Island Avenue, Edgewood, NY 11717 (tel: 800-831-9146); and J.P. Morgan Securities LLC, Attention: Broadridge Financial Solutions, 1155 Long Island Avenue, Edgewood, NY 11717, telephone: 866-803-9204.

This press release shall not constitute an offer to sell or the solicitation of an offer to buy, nor shall there be any sale of these securities in any state or jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such state or jurisdiction.

#### **About Allison Transmission**

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