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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) January 23, 2016**

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

**Resignation of Directors**

On January 23, 2016, Marsha Mishler notified the Board of Directors (“Board”) of Allison Transmission Holdings, Inc. (the “Company”) that she was resigning as a director of the Company and as a member of the Audit Committee of the Board, effective immediately. Ms. Mishler’s decision to resign was not as a result of any disagreement with the Company.

On January 23, 2016, Gregory Ledford notified the Board that he would not stand for re-election at the Company’s 2016 annual meeting of stockholders. Mr. Ledford’s decision to not stand for re-election was not as a result of any disagreement with the Company.

**Appointment of New Director**

On January 25, 2016, the Company issued a press release to announce that on January 24, 2016, its Board, upon the recommendation of the Nominating and Corporate Governance Committee, appointed Alvaro Garcia-Tunon to serve as a Class II member of the Company’s Board, effective immediately, with a term to expire at the Company’s 2017 annual meeting of stockholders. The appointment of Mr. Garcia-Tunon fills the vacancy created by Ms. Mishler’s resignation. In addition, Mr. Garcia-Tunon has been appointed to serve on the Audit Committee of the Board.

As a non-management director, Mr. Garcia-Tunon 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. Garcia-Tunon 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 was no arrangement or understanding pursuant to which Mr. Garcia-Tunon was elected as a director, and there are no related party transactions between the Company and Mr. Garcia-Tunon.

A copy of the Company’s press release announcing the appointment of Mr. Garcia-Tunon to the Board is attached hereto as Exhibit 99.1 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 January 25, 2016.

**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:** January 25, 2016

Allison Transmission Holdings, Inc.

**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>
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## ALLISON TRANSMISSION ANNOUNCES BOARD CHANGES

*Appoints Alvaro Garcia-Tunon to Board of Directors*

*Gregory Ledford to Retire from Board; Marsha Mishler to Step Down*

**INDIANAPOLIS – Jan. 25, 2016** – Allison Transmission Holdings Inc. (NYSE: ALSN) announced today that Alvaro Garcia-Tunon has been appointed to its Board of Directors, effective immediately, following Marsha Mishler’s decision to step down as a director. The Company also announced today that Gregory Ledford will retire from the Allison Board when his current term expires at the 2016 Annual Meeting of Stockholders.

Mr. Garcia-Tunon served as Chief Financial Officer of Wabtec Corporation, a leading supplier of technology-based products and services for rail, transit and other global industries, from March 2003 until his retirement from the Company in 2013.

“We are pleased to welcome Alvaro as a new member of our Board of Directors,” said Lawrence E. Dewey, Chairman of the Board of Directors. “Consistent with our ongoing efforts to review and strengthen the composition of our Board, the Board’s Nominating and Corporate Governance Committee conducted a thorough process with recommendations from multiple sources, including stockholders and an independent executive search firm. Alvaro is an exceptional addition to our Board and his financial and capital allocation expertise, experience as a public company director and business perspectives will be of great value to Allison.”

Mr. Garcia-Tunon will serve as a Class II director with a term expiring at the 2017 Annual Meeting of Stockholders and will also serve as a member of the Board’s Audit Committee.

Commenting on Mr. Ledford and Ms. Mishler, Mr. Dewey added, “Greg has served as a distinguished member of our Board for the past nine years and has provided exceptional leadership and valuable insights that contributed to Allison’s growth and success. We also appreciate Marsha’s contributions to the Board and her insights, particularly those relating to the dynamics in the Off-Highway energy end markets. We are grateful to both Greg and Marsha for their service and commitment to Allison and wish them all the best as we facilitate an orderly transition and add a different set of skills and background to the Board.”

The Board’s Nominating and Corporate Governance Committee, with the assistance of a leading executive search firm, has initiated a search to identify a new independent director candidate with industrial operational expertise and executive experience to succeed Mr. Ledford.

## **Alvaro Garcia-Tunon**

Alvaro Garcia-Tunon has served as a Strategic Adviser of Wabtec Corporation (NYSE: WAB) since his retirement in 2013. Prior to his retirement, Mr. Garcia-Tunon served as the Chief Financial Officer of Wabtec Corporation since March 2003. Prior to that, he served in various positions of increasing responsibility at Westinghouse Air Brake Technologies Corporation, the predecessor to Wabtec Corporation, since 1995, including Treasurer, Secretary and Vice President of Finance.

Mr. Garcia-Tunon has also held various leadership positions at two major public accounting firms, PricewaterhouseCoopers and Arthur Andersen and Co., where he provided overall tax, audit and financial consulting services. He is a Certified Public Accountant and a member of the Bar Association of Virginia. Mr. Garcia-Tunon graduated from the College of William and Mary with a Juris Doctor degree and is a graduate of the University of Virginia with a Bachelor of Science degree in Commerce.

Mr. Garcia-Tunon has served as a Member of the Board of Directors of Matthews International Corporation since October 2009 and currently serves as Chairman of the Audit and the board's special committees. He is also serves as a Member of the Executive, the Nominating and Corporate Governance, and the Compensation Committees. Mr. Garcia-Tunon has also served as a Member of the Board of Directors of MSA Safety Incorporated since December 2012, where he serves as a Member of the Audit, the Finance, and the Legal Committees. Additionally, Mr. Garcia-Tunon is on the Board of the Senator John Heinz History Center and Pittsburgh CLO.

## **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

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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**

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