# UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

# **SCHEDULE 13G**

Under the Securities Exchange Act of 1934 (Amendment No. 1)

# ALLISON TRANSMISSION HOLDINGS, INC.

(Name of Issuer)

Common Stock (Title of Class of Securities)

01973R101 (CUSIP Number)

December 31, 2013 (Date of Event which Requires filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:							
□ Rule 13d-1(b)							
□ Rule 13d-1(c)							
⊠ Rule 13d-1(d)							

\* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

CUSIP	CUSIP No. 01973R101 Schedule 13G Page 1					
1	NAMES	OF	REPORTING PERSONS			
			poration			
2			E APPROPRIATE BOX IF A	MEMBER OF A GROUP		
	(a) □	(t	o) 🗆			
3	SEC USE	. O	NLY			
	old ool					
4	CITIZEN	[O]	R PLACE OF ORGANIZATION	ON		
	Ontario	•				
		5	SOLE VOTING POWER			
			0			
	IBER OF	6	SHARED VOTING POWER	R		
	IAKES FICIALLY	ŀ				
	NED BY		48,797,219			
	ACH	7	SOLE DISPOSITIVE POW	ER		
	ORTING RSON					
	VITH	8	0 SHARED DISPOSITIVE PO	ONTED		
		0	SHARED DISPOSITIVE PO	JWER		
			48,797,219			
9	AGGREO	GAT	TE AMOUNT BENEFICIALI	Y OWNED BY EACH REPORTING PERSON		
	40 -0-	~				
10	48,797,219					
10	CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES					
	Not Applicable					
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9					
12	26.7%	- P	EDODEING DEDCOM			
12	I YPE OI	: K.	EPORTING PERSON			
	СО					

CUSIP No. 01973R101 Schedule 13G Page 2 of					
NAMES	OF	REPORTING PERSONS			
			MEMBER OF A GROUP		
(a) 🗆	(1	,,			
SEC USE	IO 3	NLY			
CITIZEN		D. N. A CE OF OR CANUTATIO	27		
CITIZEN	OF	R PLACE OF ORGANIZATION	DN		
Not app	olic	able			
		0			
BER OF	6				
_		SIRIKED VOTINGTOWER	`		
NED BY		49,696,249			
ACH	7	SOLE DISPOSITIVE POWE	ER		
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A C C D E C			ALOUAND DATE OF DEPOSIT OF DEPOSIT		
AGGRE	JΑI	E AMOUNT BENEFICIALL	Y OWNED BY EACH REPORTING PERSON		
49,696,	249				
CHECK	IF T	THE AGGREGATE AMOUNT	T IN ROW (9) EXCLUDES CERTAIN SHARES		
Not Applicable					
			Y AMOUNT IN ROW 9		
27.1%					
TYPE OI	RI	EPORTING PERSON			
IN					
	NAMES  Gerald  CHECK  (a)   SEC USE  CITIZEN  Not app  BER OF  ARES  FICIALLY  NED BY  ACH  ORTING  RSON  VITH  AGGREG  49,696,6  CHECK  Not Ap  PERCEN  27.1%  TYPE OF	RECENT OF AGGREGATION AGGREGAT	NAMES OF REPORTING PERSONS  Gerald W. Schwartz  CHECK THE APPROPRIATE BOX IF A II  (a)	NAMES OF REPORTING PERSONS  Gerald W. Schwartz  CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)	

CUSIP	JSIP No. 01973R101 Schedule 13G Page 3 of 2					
1	NAMES	OF	REPORTING PERSONS			
			ners GP Inc.			
2	CHECK (a) □		E APPROPRIATE BOX IF A $\Box$	MEMBER OF A GROUP		
	(a) 🗆	(1	) L			
3	SEC USE	IO 3	NLY			
	CITIZEN		N. A CE OF OR CANUTATIO			
4	CITIZEN	OF	R PLACE OF ORGANIZATIO	DIN .		
	Delawa	re				
		5	SOLE VOTING POWER			
			0			
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	IARES FICIALLY	_	SHARED VOTING TOWER			
	NED BY		33,269,398			
	ACH	7	SOLE DISPOSITIVE POWE	ER		
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W	VITH	8	SHARED DISPOSITIVE PO	OWER		
	<del></del>		33,269,398			
9	AGGRE	ĴΑΊ	E AMOUNT BENEFICIALL	Y OWNED BY EACH REPORTING PERSON		
	33,269,	398	}			
10	CHECK	IF T	HE AGGREGATE AMOUN	T IN ROW (9) EXCLUDES CERTAIN SHARES		
	Not Applicable					
11			OF CLASS REPRESENTED E	Y AMOUNT IN ROW 9		
	18.2%					
12	TYPE OF	RI	EPORTING PERSON			
	CO					

CUSIP	CUSIP No. 01973R101 Schedule 13G Page 4 of				
1	NAMES	OF	REPORTING PERSONS		
			ners II GP LP		
2			E APPROPRIATE BOX IF A	MEMBER OF A GROUP	
	(a) □	(E	o) 🗆		
3	SEC USE	O	NLY		
4	CITIZEN	OI	R PLACE OF ORGANIZATION	DN	
	Delawa	re			
	Delawa	5	SOLE VOTING POWER		
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	FICIALLY		33,269,398		
	NED BY ACH	7	SOLE DISPOSITIVE POW	RB.	
	ORTING	,	SOLE DISTOSTITY LTOWN		
	RSON /ITH		0		
v	/11H	8	SHARED DISPOSITIVE PO	OWER	
			33,269,398		
9	AGGREO	GAT		Y OWNED BY EACH REPORTING PERSON	
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10	CHECK	IF T	THE AGGREGATE AMOUNT	Γ IN ROW (9) EXCLUDES CERTAIN SHARES	
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11			OF CLASS REPRESENTED E	BY AMOUNT IN ROW 9	
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12	I YPE OF	' KI	EPORTING PERSON		
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CUSIP	CUSIP No. 01973R101 Schedule 13G Page 5				Page 5 of 23	
1	NAMES OF REPORTING PERSONS					
-			ners II LP	MEMBER OF A CROWN		
2	(a) □		E APPROPRIATE BOX IF A $\Box$	MEMBER OF A GROUP		
	(a) L	(,	, _			
3	SEC USE	E OI	NLY			
4	CITIZEN			NAT.		
4	CITIZEN	U	R PLACE OF ORGANIZATIO	JIN		
	Delawa	re				
		5	SOLE VOTING POWER			
			0			
	BER OF	6	SHARED VOTING POWER	3		
	IARES FICIALLY		JIMMED VOIMOTOWEI			
	NED BY		22,467,227			
	ACH ORTING	7	SOLE DISPOSITIVE POWI	ER		
	RSON		0			
W	VITH	8	SHARED DISPOSITIVE PO	OWER		
0	ACCDE	7 47	22,467,227	V OWNED DV FACH DEPOPTING DEDCON		
9	AGGREC	JΑI	E AMOUNT BENEFICIALL	Y OWNED BY EACH REPORTING PERSON		
	22,467,	227	,			
10	CHECK	IF T	HE AGGREGATE AMOUNT	Γ IN ROW (9) EXCLUDES CERTAIN SHARES		
	Not Applicable					
11			OF CLASS REPRESENTED E	BY AMOUNT IN ROW 9		
	12.3%					
12	TYPE OI	· RI	EPORTING PERSON			
	PN					

CUSIP	CUSIP No. 01973R101 Schedule 13G Page 6					
1	NAMES	OF	REPORTING PERSONS			
			erican Holdings II LLC			
2	CHECK (a) □		E APPROPRIATE BOX IF A b) $\square$	MEMBER OF A GROUP		
3	SEC USE	E O	NLY			
4	CITIZEN	OI	R PLACE OF ORGANIZATION	ON		
	Delawa	re				
		5	SOLE VOTING POWER			
NITIM	IBER OF		0			
	IARES	6	SHARED VOTING POWER	R		
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	NED BY ACH	7	<b>15,527,821</b> SOLE DISPOSITIVE POW	ER		
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			15,527,821			
9	AGGRE	GA7	TE AMOUNT BENEFICIALI	LY OWNED BY EACH REPORTING PERSON		
	15,527,821					
10	CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES					
	Not Applicable					
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9					
12	8.5% TYPE OF REPORTING PERSON					
12	TYPE O	· K	EPUKIING PEKSUN			
	OO (Limited Liability Company)					

CUSIP	CUSIP No. 01973R101 Schedule 13G Page 7				Page 7 of 23	
1	NAMES	OF	REPORTING PERSONS			
_			ecutive Investco LLC			
2	CHECK ′ (a) □		E APPROPRIATE BOX IF A b) $\square$	MEMBER OF A GROUP		
	(a) ⊔	(ι	)) L			
3	SEC USE	O	NLY			
4	CITIZEN	OI	R PLACE OF ORGANIZATION	DN		
	Delawa	re				
		5	SOLE VOTING POWER			
NUM	BER OF		0			
	IARES	6	SHARED VOTING POWER	R		
	FICIALLY NED BY		15,104,562			
	ACH	7	SOLE DISPOSITIVE POW	FR		
	ORTING	,	SOLL DISTOSTITVE TOWN			
	RSON		0			
, v	VITH	8	SHARED DISPOSITIVE PO	OWER		
			15,104,562			
9	AGGREO	GAT		Y OWNED BY EACH REPORTING PERSON		
	15,104,562					
10	CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES					
	Not Applicable					
11			OF CLASS REPRESENTED I	BY AMOUNT IN ROW 9		
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40	8.3%					
12	I YPE OF	' KI	EPORTING PERSON			
	OO (Limited Liability Company)					

CUSIP	CUSIP No. 01973R101 Schedule 13G Page 8					
1	NAMES	OF	REPORTING PERSONS			
	Allican	п.	ecutive Investco II LLC			
2			E APPROPRIATE BOX IF A			
2	(a) □		e Appropriate box if A $\Box$	MEMBER OF A GROUP		
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3	SEC USI	E O	NLY			
4	CITIZEN	[ () ]	R PLACE OF ORGANIZATIO	ON .		
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	Delawa	re				
		5	SOLE VOTING POWER			
	IBER OF	_	0			
	IARES	6	SHARED VOTING POWER	K		
	FICIALLY NED BY		15,104,562			
	CACH	7	SOLE DISPOSITIVE POW	ER		
	ORTING					
	RSON VITH		0			
·	VIII	8	SHARED DISPOSITIVE PO	OWER		
			15,104,562			
9	AGGRE	GAT		Y OWNED BY EACH REPORTING PERSON		
	15,104,					
10	CHECK	IF T	THE AGGREGATE AMOUN	T IN ROW (9) EXCLUDES CERTAIN SHARES		
	Not Applicable					
11	Not Applicable 1 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9					
**	LICEN	1	71 GERIOU KEI KEUENTED I			
	8.3%					
12	TYPE O	7 R	EPORTING PERSON			
	OO (Limited Liability Company)					

CUSIP	CUSIP No. 01973R101 Schedule 13G Page 9					
1	NAMES	OF	REPORTING PERSONS			
	Onex A	m	erican Holdings Subco I	LLC		
2			E APPROPRIATE BOX IF A	MEMBER OF A GROUP		
	(a) 🗆	(t	)) <sup>[]</sup>			
3	SEC USE	E O	NLY			
4	CITIZEN	OI	R PLACE OF ORGANIZATION	DN		
	Delawa	-40				
	Delawa		SOLE VOTING POWER			
		5	SOLE VOTING POWER			
NIT IN	IDED OF		0			
	IBER OF	6	SHARED VOTING POWER	₹		
	FICIALLY					
	NED BY		15,104,562			
	ACH ORTING	7	SOLE DISPOSITIVE POW	ER		
	RSON		0			
V	VITH	8	SHARED DISPOSITIVE PO	OWER		
			4-404-00			
	A C C D E (	- A-	15,104,562	V OWNED BY EACH DEPORTING DEDOON		
9	AGGRE	JΑ	E AMOUNT BENEFICIALI	Y OWNED BY EACH REPORTING PERSON		
	15,104,562					
10	CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES					
	Not Applicable					
11						
	8.3%					
12	TYPE OI	• R	EPORTING PERSON			
	OO (Limited Liability Company)					

CUSIP	CUSIP No. 01973R101         Schedule 13G         Page 10					
1	NAMES	OF	REPORTING PERSONS			
	OAH V					
2			E APPROPRIATE BOX IF A	MEMBER OF A GROUP		
	(a) 🗆	(I	o) 🗆			
3	SEC USI	: O	NLY			
4	CITIZEN	[O	R PLACE OF ORGANIZATION	ON		
	D.1					
	Delawa	re 5	SOLE VOTING POWER			
		J	SOLE VOTING FOWER			
NITIM	IBER OF		0			
	IARES	6	SHARED VOTING POWER	R		
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	NED BY ACH	7	15,104,562 SOLE DISPOSITIVE POW	ED		
	ORTING	′	SOLE DISPOSITIVE POW.	ER		
	RSON		0			
V	VITH	8	SHARED DISPOSITIVE PO	OWER		
			45 404 500			
9	ACCRE		15,104,562	Y OWNED BY EACH REPORTING PERSON		
	AGGRE	JA	TE AMOUNT BENEFICIALI	I OWNED DI EAGII REFORTING LERSON		
	15,104,	562	2			
10	CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES					
	NT-4 AP					
11	Not Applicable 1 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9					
11	LICEN	. 1 (	71 GEAGO REI RESENTED I			
	8.3%					
12	TYPE O	FR	EPORTING PERSON			
<u></u>	OO (Limited Liability Company)					

CUSIP	No. 01973F	R10	L	Schedule 13G	Page 11 of 23	
1	NAMES (	OF	REPORTING PERSONS			
	O A1	112.	II-14:			
2	CHECK T	TH	on Holding Ltd S.à R.L. APPROPRIATE BOX IF A MEMBER OF A GF	OLID		
2	(a) $\Box$		ATTROTRIATE BOX IF A MEMBER OF A GIVEN $\Box$	001		
		•				
3	SEC USE	O	LY			
4	CITIZEN		PLACE OF ORGANIZATION			
4	CITIZEN	Ui	PLACE OF ORGANIZATION			
	Luxemb	oot	rg			
		5	SOLE VOTING POWER			
			0			
	BER OF	6	<b>0</b> SHARED VOTING POWER			
_	IARES FICIALLY	-	SHARED VOTING FOWER			
	NED BY		15,104,562			
	_	7	SOLE DISPOSITIVE POWER			
	ORTING RSON		0			
	/ITH	8	SHARED DISPOSITIVE POWER			
		٠	SIMIKED DISTOSITIVE TOWER			
			15,104,562			
9	AGGREG	GA7	E AMOUNT BENEFICIALLY OWNED BY EAC	CH REPORTING PERSON		
	15,104,5	562				
10			HE AGGREGATE AMOUNT IN ROW (9) EXCI	LUDES CERTAIN SHARES		
	Not Applicable					
11	PERCENT	ТС	F CLASS REPRESENTED BY AMOUNT IN RO	OW 9		
	8.3%					
12		R	PORTING PERSON			
	CO (Luxembourg Corporation)					

CUSIP	CUSIP No. 01973R101         Schedule 13G         Page 12 c						
1	NAMES OF REPORTING PERSONS						
	Onex Allison Co-Invest LP						
2	CHECK THE APPROPRIATE BOX IF A (a) $\Box$ (b) $\Box$	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP					
	(a) 🗆 (b) 🗆						
3	SEC USE ONLY						
4	CITIZEN OR PLACE OF ORGANIZATION	DN					
	Delaware						
	5 SOLE VOTING POWER						
NUM	BER OF 0						
	ARES 6 SHARED VOTING POWER	₹					
	FICIALLY NED BY 10,591,003						
EACH 7 SOLE DISPOSITIVE POWER							
	ORTING RSON						
	VITH 0 8 SHARED DISPOSITIVE PO	NATE D					
	8 SHARED DISPOSITIVE PO	JWER					
	10,591,003						
9	AGGREGATE AMOUNT BENEFICIALI	Y OWNED BY EACH REPORTING PERSON					
	10,591,003						
10	CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES						
	Not Applicable						
11	PERCENT OF CLASS REPRESENTED I	3Y AMOUNT IN ROW 9					
	5.8%						
12	TYPE OF REPORTING PERSON						
	PN						

CUSIP	CUSIP No. 01973R101 Schedule 13G Page 13 o							
1	NAMES	NAMES OF REPORTING PERSONS						
			ntario Inc.					
2			E APPROPRIATE BOX IF A	MEMBER OF A GROUP				
	(a) ⊔	(a)						
3	SEC USE	IO 3	NLY					
4	CITIZEN	OF	R PLACE OF ORGANIZATION	)N				
	Ontario	. (	`anada					
	Ontario	5	SOLE VOTING POWER					
			SOLE VOING FOWER					
NIIM	IBER OF _		0					
	ARES	6	SHARED VOTING POWER	ł .				
	FICIALLY		000 000					
	NED BY ACH	7	899,030 SOLE DISPOSITIVE POWE	ED.				
	ORTING	,	SOLE DISPOSITIVE POWI	EK.				
	RSON		0					
V	VITH	8	SHARED DISPOSITIVE PO	WER				
			899,030					
9	AGGREO	GAT		Y OWNED BY EACH REPORTING PERSON				
	899,030							
10	CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES							
	Not Applicable							
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9							
	0.5%							
12	TYPE OF	RI	EPORTING PERSON					
	CO							
	U							

CUSIP	No. 01973R101	Schedule 13G	Page 14 of 23			
1	NAMES OF REPORTING PERSONS					
	New PCo II Investments Ltd.					
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) $\Box$ (b) $\Box$					
3	SEC USE ONLY					
4	CITIZEN OR PLACE OF ORGANIZATION	ON				
	Ontario, Canada					
	5 SOLE VOTING POWER					
NUM	BER OF 0					
	ARES 6 SHARED VOTING POWE	R				
	FICIALLY NED BY 899,030					
E	ACH 7 SOLE DISPOSITIVE POW	ER				
	ORTING RSON					
	VITH 0 8 SHARED DISPOSITIVE PO	OWED				
	8 SHARED DISPOSITIVE PO	JWER				
	899,030					
9	AGGREGATE AMOUNT BENEFICIALI	Y OWNED BY EACH REPORTING PERSON				
	899,030					
10	CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES					
44	Not Applicable PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9					
11	PERCENT OF CLASS REPRESENTED I	3Y AMUUNI IN KUW 9				
	0.5%					
12	TYPE OF REPORTING PERSON					
	60					
	CO					

CUSIP	CUSIP No. 01973R101 Schedule 13G Page 15 of							
1	NAMES OF REPORTING PERSONS							
	Onex A	me	erican Holdings GP LLC					
2			E APPROPRIATE BOX IF A	MEMBER OF A GROUP				
	(a) ⊔	(a)						
3	SEC USE	SEC USE ONLY						
4	CITIZEN	OI	R PLACE OF ORGANIZATION	)N				
	Delawa	re						
	Delawa	5	SOLE VOTING POWER					
NUM	BER OF		0					
SH	ARES	6	SHARED VOTING POWER	R				
	FICIALLY NED BY		423,259					
	ACH	7	SOLE DISPOSITIVE POWI	ER				
	ORTING							
	RSON /ITH		0					
<b>,</b>	,,,,,,,	8	SHARED DISPOSITIVE PO	OWER				
			423,259					
9	AGGREO	ЗAТ		Y OWNED BY EACH REPORTING PERSON				
	422.250							
10	423,259  CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES							
10	CHECK IF THE AGGREGATE AMOUNT IN KOW (9) EXCLUDES CERTAIN SHARES							
	Not Applicable							
11	PERCEN	T C	OF CLASS REPRESENTED E	SY AMOUNT IN ROW 9				
	0.2%							
12		RI	EPORTING PERSON					
	OO (Limited Liability Company)							

CUSIP	No. 01973R1	101	Schedule 13G	Page 16 of 23			
1	NAMES OF REPORTING PERSONS						
	Onex US	Onex US Principals LP					
2		HE APPROPRIATE BOX IF A	MEMBER OF A GROUP				
	(a) □	(a)					
3	SEC USE C	SEC USE ONLY					
4	CITIZEN C	OR PLACE OF ORGANIZATION	DN				
	Delaware	2					
	5	SOLE VOTING POWER					
		0					
	BER OF ARES	SHARED VOTING POWER	R				
	FICIALLY						
	NED BY	423,259					
	ACH 7	SOLE DISPOSITIVE POW	ER				
REPORTING PERSON 0							
V	HTIV	B SHARED DISPOSITIVE PO	OWER				
		423,259					
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON						
	423,259						
10	CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES						
	Not Applicable						
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9						
	0.2%						
12	TYPE OF I	REPORTING PERSON					
	PN						

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# ITEM 1. (a) Name of Issuer:

Allison Transmission Holdings, Inc. (the "Issuer")

# (b) Address of Issuer's Principal Executive Offices:

One Allison Way Indianapolis, IN 46222

# ITEM 2. (a) Name of Person Filing:

Each of the following is hereinafter individually referred to as a "Reporting Person" and collectively as the "Reporting Persons." This statement is filed on behalf of:

**Onex Corporation** 

Gerald W. Schwartz

Onex Partners GP Inc.

Onex Partners II GP LP

Onex Partners II LP

Onex American Holdings II LLC

Allison Executive Investco LLC

Allison Executive Investco II LLC

Onex American Holdings Subco LLC

OAH Wind LLC

Onex Allison Holding Ltd S.à r.l.

Onex Allison Co-Invest LP

1597257 Ontario Inc.

New PCo II Investments Ltd.

Onex American Holdings GP LLC

Onex US Principals LP

# (b) Address or Principal Business Office:

The business address of each of the Reporting Persons is c/o Onex Corporation, 161 Bay Street, Toronto, A6, M5J2S1.

#### (c) Citizenship of each Reporting Person is:

Onex Corporation, 1597257 Ontario Inc. and New PCo II Investments Ltd. are organized in the province of Ontario, Canada. Onex Allison Holding Ltd S.à r.l. is organized in the Grand Duchy of Luxembourg. Each of the other Reporting Persons is organized in the state of Delaware.

#### (d) Title of Class of Securities:

Common stock, \$0.01 par value per share ("Common Stock")

# (e) CUSIP Number:

01973R101

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### ITEM 3.

Not applicable.

# ITEM 4. Ownership

# Ownership (a-c)

The ownership information presented below represents beneficial ownership of Common Stock of the Issuer as of December 31, 2013, based upon 183,050,410 shares of the Issuer's Common Stock and 1,185 shares of non-voting common stock outstanding as of December 5, 2013.

Reporting Person	Amount beneficially owned	Percent of class:	Sole power to vote or to direct the vote:	Shared power to vote or to direct the vote:	Sole power to dispose or to direct the disposition of:	Shared power to dispose or to direct the disposition of:
Onex Corporation	48,797,219	26.7%	0	48,797,219	0	48,797,219
Gerald W. Schwartz	49,696,249	27.1%	0	49,696,249	0	49,696,249
Onex Partners GP Inc.	33,269,398	18.2%	0	33,269,398	0	33,269,398
Onex Partners II GP LP	33,269,398	18.2%	0	33,269,398	0	33,269,398
Onex Partners II LP	22,467,227	12.3%	0	22,467,227	0	22,467,227
Onex American Holdings II LLC	15,527,821	8.5%	0	15,527,821	0	15,527,821
Allison Executive Investco LLC	15,104,562	8.3%	0	15,104,562	0	15,104,562
Allison Executive Investco II LLC	15,104,562	8.3%	0	15,104,562	0	15,104,562
Onex American Holdings Subco LLC	15,104,562	8.3%	0	15,104,562	0	15,104,562
OAH Wind LLC	15,104,562	8.3%	0	15,104,562	0	15,104,562
Onex Allison Holding Limited S.à R.L.	15,104,562	8.3%	0	15,104,562	0	15,104,562
Onex Allison Co-Invest LP	10,591,003	5.8%	0	10,591,003	0	10,591,003
1597257 Ontario Inc.	899,030	0.5%	0	899,030	0	899,030
New PCo II Investments Ltd.	899,030	0.5%	0	899,030	0	899,030
Onex American Holdings GP LLC	423,259	0.2%	0	423,259	0	423,259
Onex US Principals LP	423,259	0.2%	0	423,259	0	423,259

Onex Partners II LP is the record holder of 22,467,227 shares of common stock; Onex Allison Holding Limited S.à r.l. is the record holder of 15,104,562 shares of common stock; Onex Allison Co-Invest LP is the record holder of 10,591,003 shares of common stock; Onex US Principals LP is the record holder of 423,259 shares of common stock; and Onex Partners II GP LP is the record holder of 211,168 shares of common stock.

Onex Corporation may be deemed to beneficially own the common stock held by (a) Onex Partners II LP, through Onex Corporation's ownership of all of the common stock of Onex Partners GP Inc., the general partner of Onex Partners II LP, the general partner of Onex Partners II LP; (b) Onex Allison Holding Limited S.à r.l., through Onex Corporation's ownership of all of the equity of Onex American Holdings II LLC, which owns all of the equity of each of Allison Executive Investco II LLC, and Onex American Holdings Subco LLC, which owns all of the equity of OAH Wind LLC, which OAH Wind LLC and Allison Executive Investco II LLC own all of the equity of Onex Allison Holding Limited S.à r.l.; (c) Onex Allison Co-Invest LP, through Onex Corporation's ownership of all of the common stock of Onex Partners GP Inc., the general partner of Onex Partners II GP LP, the general partner of Onex American Holdings GP LLC, the general partner of Onex US Principals LP; and (e) Onex Partners II GP LP, through Onex Corporation's ownership of all of the common stock of Onex Partners GP Inc., the general partner of Onex Partners II GP LP, through Onex Corporation's ownership of all of the common stock of Onex Partners GP Inc., the general partner of Onex Partners II GP LP.

New PCo II Investments Ltd. is the record holder of 897,845 shares of common stock and 1,185 shares of non-voting common stock. 1597257 Ontario Inc., the sole shareholder of New PCo II Investments Ltd., is an independent entity that is controlled by Mr. Gerald W. Schwartz. Mr. Schwartz, the Chairman, President and Chief Executive Officer of Onex Corporation, owns shares representing a majority of the voting rights of the shares of Onex Corporation and as such may be deemed to beneficially own all of the common stock owned beneficially by Onex Corporation. Mr. Schwartz disclaims any such beneficial ownership. Mr. Schwartz has indirect voting and investment control of Onex Corporation.

#### ITEM 5. Ownership of Five Percent or Less of a Class

Not applicable.

#### ITEM 6. Ownership of More than Five Percent on Behalf of Another Person

Not applicable.

# ITEM 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company

Not applicable.

#### ITEM 8. Identification and Classification of Members of the Group

Not applicable.

#### ITEM 9. Notice of Dissolution of Group

Not applicable.

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# ITEM 10. Certification

Not applicable.

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 Schedule 13G
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#### **SIGNATURE**

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

**Date:** February 14, 2014

# ONEX CORPORATION

By: /s/ Andrea E. Daly
Name: Andrea E. Daly
Title: Authorized Person

#### **GERALD W. SCHWARTZ**

By: /s/ Donald W. Lewtas

Name: Gerald W. Schwartz by Donald W. Lewtas

Attorney-in-fact

# ONEX PARTNERS GP INC.

By: /s/ Andrea E. Daly
Name: Andrea E. Daly
Title: Authorized Person

#### ONEX PARTNERS II GP LP

By: Onex Partners GP Inc., General Partner

By: /s/ Andrea E. Daly
Name: Andrea E. Daly
Title: Authorized Person

#### ONEX PARTNERS II LP

By Onex Partners II GP LP, General Partner By Onex Partners Manager LP, its Agent

By Onex Partners Manager GP ULC, its General Partner

By: /s/ Andrea E. Daly
Name: Andrea E. Daly
Title: Authorized Person

#### ONEX AMERICAN HOLDINGS II LLC

CUSIP No. 01973R101 Schedule 13G Page 22 of 23

# ALLISON EXECUTIVE INVESTCO LLC

By: /s/ Andrea E. Daly
Name: Andrea E. Daly
Title: Authorized Person

# ALLISON EXECUTIVE INVESTCO II LLC

By: /s/ Andrea E. Daly
Name: Andrea E. Daly
Title: Authorized Person

#### ONEX AMERICAN HOLDINGS SUBCO LLC

By: /s/ Andrea E. Daly
Name: Andrea E. Daly
Title: Authorized Person

#### OAH WIND LLC

By: /s/ Andrea E. Daly
Name: Andrea E. Daly
Title: Authorized Person

# ONEX ALLISON HOLDING LIMITED S.À R.L.

By: /s/ Andrea E. Daly
Name: Andrea E. Daly
Title: Authorized Person

#### ONEX ALLISON CO-INVEST LP

By: Onex Partners II GP LP, its General Partner By: Onex Partners Manager LP, its Agent

By: Onex Partners Manager GP ULC, its General Partner

By: /s/ Andrea E. Daly
Name: Andrea E. Daly
Title: Authorized Person

# **1597257 ONTARIO INC.**

CUSIP No. 01973R101	Schedule 13G	Page 23 of 23

# ONEX AMERICAN HOLDINGS GP LLC

By: /s/ Andrea E. Daly
Name: Andrea E. Daly
Title: Authorized Person

# ONEX US PRINCIPALS LP

By: /s/ Andrea E. Daly
Name: Andrea E. Daly
Title: Authorized Person

# NEW PCO II INVESTMENTS LTD.

# LIST OF EXHIBITS

Exhibit No.

No. Description

99 Joint Filing Agreement

#### JOINT FILING AGREEMENT

In accordance with Rule 13d-1(k)(1) promulgated under the Securities Exchange Act of 1934, as amended, the undersigned hereby agree to the joint filing with each other on behalf of each of them of such a statement on Schedule 13G with respect to the common stock beneficially owned by each of them of Allison Transmission Holdings, Inc. This Joint Filing Agreement shall be included as an Exhibit to such Schedule 13G.

IN WITNESS WHEREOF, the undersigned hereby execute this Joint Filing Agreement as of the 14th day of February, 2014.

#### **ONEX CORPORATION**

By: /s/ Andrea E. Daly
Name: Andrea E. Daly
Title: Authorized Person

#### GERALD W. SCHWARTZ

By: /s/ Donald W. Lewtas

Name: Gerald W. Schwartz by Donald W. Lewtas

Attorney-in-fact

#### ONEX PARTNERS GP INC.

By: /s/ Andrea E. Daly
Name: Andrea E. Daly
Title: Authorized Person

#### ONEX PARTNERS II GP LP

By: Onex Partners GP Inc., General Partner

By: /s/ Andrea E. Daly
Name: Andrea E. Daly
Title: Authorized Person

#### ONEX PARTNERS II LP

By Onex Partners II GP LP, General Partner By Onex Partners Manager LP, its Agent

By Onex Partners Manager GP ULC, its General Partner

#### ONEX AMERICAN HOLDINGS II LLC

By: /s/ Andrea E. Daly
Name: Andrea E. Daly
Title: Authorized Person

# ALLISON EXECUTIVE INVESTCO LLC

By: /s/ Andrea E. Daly
Name: Andrea E. Daly
Title: Authorized Person

#### ALLISON EXECUTIVE INVESTCO II LLC

By: /s/ Andrea E. Daly
Name: Andrea E. Daly
Title: Authorized Person

# ONEX AMERICAN HOLDINGS SUBCO LLC

By: /s/ Andrea E. Daly
Name: Andrea E. Daly
Title: Authorized Person

#### OAH WIND LLC

By: /s/ Andrea E. Daly
Name: Andrea E. Daly
Title: Authorized Person

#### ONEX ALLISON HOLDING LIMITED S.À R.L.

By: /s/ Andrea E. Daly
Name: Andrea E. Daly
Title: Authorized Person

# ONEX ALLISON CO-INVEST LP

By: Onex Partners II GP LP, its General Partner By: Onex Partners Manager LP, its Agent

By: Onex Partners Manager GP ULC, its General Partner

# **1597257 ONTARIO INC.**

By: /s/ Andrea E. Daly
Name: Andrea E. Daly
Title: Authorized Person

# ONEX AMERICAN HOLDINGS GP LLC

By: /s/ Andrea E. Daly
Name: Andrea E. Daly
Title: Authorized Person

# ONEX US PRINCIPALS LP

By: /s/ Andrea E. Daly
Name: Andrea E. Daly
Title: Authorized Person

# NEW PCO II INVESTMENTS LTD.