

Allison Transmission Holdings Inc
Form 4
April 28, 2014

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

Check this box
if no longer
subject to
Section 16.
Form 4 or
Form 5
obligations
may continue.
See Instruction
1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF
SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
Carlyle Group Management L.L.C.

2. Issuer Name **and** Ticker or Trading
Symbol
Allison Transmission Holdings Inc
[ALSN]

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction
(Month/Day/Year)

____ Director ____X____ 10% Owner
____ Officer (give title below) ____ Other (specify below)

C/O THE CARLYLE GROUP, 1001
PENNSYLVANIA AVE. NW,
SUITE 220S

04/25/2014

(Street)

4. If Amendment, Date Original
Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check
Applicable Line)
____ Form filed by One Reporting Person
__X__ Form filed by More than One Reporting
Person

WASHINGTON, DC 20004

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	04/25/2014		S		12,500,000	D	\$ 29.78
					22,821,250	I	

See
Footnote
(1)

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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information contained in this form are not
required to respond unless the form
displays a currently valid OMB control
number.**

SEC 1474
(9-02)

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Benef Own Follo Repor Trans (Instr
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Carlyle Group Management L.L.C. C/O THE CARLYLE GROUP 1001 PENNSYLVANIA AVE. NW, SUITE 220S WASHINGTON, DC 20004			X	
Carlyle Group L.P. C/O THE CARLYLE GROUP 1001 PENNSYLVANIA AVE. NW, SUITE 220S WASHINGTON, DC 20004			X	
Carlyle Holdings I GP Inc. C/O THE CARLYLE GROUP 1001 PENNSYLVANIA AVE. NW, SUITE 220S WASHINGTON, DC 20004			X	
Carlyle Holdings I GP Sub L.L.C. C/O THE CARLYLE GROUP 1001 PENNSYLVANIA AVE. NW, SUITE 220S WASHINGTON, DC 20004			X	
Carlyle Holdings I L.P. C/O THE CARLYLE GROUP 1001 PENNSYLVANIA AVE. NW, SUITE 220S WASHINGTON, DC 20004			X	
TC Group, LLC C/O THE CARLYLE GROUP 1001 PENNSYLVANIA AVE. NW, SUITE 220S WASHINGTON, DC 20004			X	

TC Group IV Managing GP, L.L.C.
C/O THE CARLYLE GROUP
1001 PENNSYLVANIA AVE. NW, SUITE 220S
WASHINGTON, DC 20004 X

Carlyle Partners IV AT Holdings, L.P.
C/O THE CARLYLE GROUP
1001 PENNSYLVANIA AVE. NW, SUITE 220S
WASHINGTON, DC 20004 X

Signatures

CARLYLE GROUP MANAGEMENT L.L.C., By: /s/ Jeremy W. Anderson, attorney-in-fact 04/28/2014

__Signature of Reporting Person Date

THE CARLYLE GROUP L.P., By: Carlyle Group Management L.L.C., its general partner,
By: /s/ Jeremy W. Anderson, attorney-in-fact 04/28/2014

__Signature of Reporting Person Date

CARLYLE HOLDINGS I GP INC., By: /s/ Jeremy W. Anderson, attorney-in-fact 04/28/2014

__Signature of Reporting Person Date

CARLYLE HOLDINGS I GP SUB L.L.C., By: Carlyle Holdings I GP Inc., its managing
member, By: /s/ Jeremy W. Anderson, attorney-in-fact 04/28/2014

__Signature of Reporting Person Date

CARLYLE HOLDINGS I L.P., By: Carlyle Holdings I GP Sub L.L.C., its general partner,
By: Carlyle Holdings I GP Inc., its managing member, By: /s/ Jeremy W. Anderson,
attorney-in-fact 04/28/2014

__Signature of Reporting Person Date

TC GROUP, L.L.C., By: Carlyle Holdings I L.P., its managing member By: /s/ Jeremy W.
Anderson, attorney-in-fact 04/28/2014

__Signature of Reporting Person Date

TC GROUP IV MANAGING GP, L.L.C., By: TC Group, L.L.C., its managing member, By:
Carlyle Holdings I L.P., its managing member, By: /s/ Jeremy W. Anderson, attorney-in-fact 04/28/2014

__Signature of Reporting Person Date

CARLYLE PARTNERS IV AT HOLDINGS, L.P., By: TC Group IV Managing GP, L.L.C.,
its general partner, By: TC Group, L.L.C., its managing member, By: Carlyle Holdings I L.P.,
its managing member, By: /s/ Jeremy W. Anderson, attorney-in-fact 04/28/2014

__Signature of Reporting Person Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Carlyle Partners IV AT Holdings, L.P. is the record holder of these shares. Carlyle Group Management L.L.C. is the general partner of The Carlyle Group L.P., which is a publicly traded entity listed on NASDAQ. The Carlyle Group L.P. is the sole shareholder of Carlyle (1) Holdings I GP Inc., which is the managing member of Carlyle Holdings I GP Sub L.L.C., which is the general partner of Carlyle Holdings I L.P., which is the managing member of TC Group, L.L.C., which is the managing member of TC Group IV Managing GP, L.L.C., which is the general partner of Carlyle Partners IV AT Holdings, L.P.

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Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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