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) June 12, 2012

ALLISON TRANSMISSION HOLDINGS, INC.
(Exact name of registrant as specified in its charter)

Delaware	**001-35456**	**26-0414014**
(State or other jurisdiction of incorporation)	**(Commission File Number)**	**(IRS Employer Identification No.)**

One Allison Way, Indianapolis, Indiana	**46222**
(Address of principal executive offices)	**(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 7.01 Regulation FD Disclosure.

Lawrence E. Dewey, President and Chief Executive Officer of Allison Transmission Holdings, Inc. (the "Company") and David S. Graziosi, Executive Vice President, Chief Financial Officer and Treasurer of the Company will present at the Deutsche Bank Global Industrials & Basic Materials Conference on Wednesday, June 13 at approximately 8:40 AM EST.

The presentation materials will be available on the Company's website at http://ir.allisontransmission.com and are furnished as Exhibit 99.1 to this Form 8-K. In addition, the presentation will be webcast in real-time and available to the public through the following website at http://www.media-server.com/m/p/d9gjc77a. The webcast will be available for 90 days after the conference.

The foregoing information (including the exhibit hereto) 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*.

Exhibit Number	Description
99.1	Deutsche Bank Global Industrials & Basic Materials Conference presentation materials dated June 13, 2012.

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: June 12, 2012

Allison Transmission Holdings, Inc.

By:	/s/ David S. Graziosi
Name:	David S. Graziosi
Title:	Executive Vice President, Chief Financial Officer and Treasurer

EXHIBIT INDEX

Exhibit Number	Description
99.1	Deutsche Bank Global Industrials & Basic Materials Conference presentation materials dated June 13, 2012.


Exhibit 99.1
Allison Transmission
SCHOOL BUS
Deutsche Bank Global Industrial & Basic Materials Conference
June 13, 2012
Lawrence Dewey, Chairman, President & Chief Executive Officer
David Graziosi, Executive Vice President & Chief Financial Officer

Safe Harbor Statement

The following information contains, or may be deemed to contain, “forward-looking statements” (as defined in the U.S. Private Securities Litigation Reform Act of 1995). Most forward-looking statements contain words that identify them as forward-looking, such as “may”, “plan”, “seek”, “will”, “expect”, “intend”, “estimate”, “anticipate”, “believe”, “project”, “opportunity”, “target”, “goal”, “growing” and “continue” or other words that relate to future events, as opposed to past or current events. By their nature, forward-looking statements are not statements of historical facts and involve risks and uncertainties because they relate to events and depend on circumstances that may or may not occur in the future. These statements give Allison Transmission’s current expectation of future events or its future performance and do not relate directly to historical or current events or Allison Transmission’s historical or future performance. As such, Allison Transmission’s future results may vary from any expectations or goals expressed in, or implied by, the forward-looking statements included in this presentation, possibly to a material degree.

Allison Transmission cannot assure you that the assumptions made in preparing any of the forward-looking statements will prove accurate or that any long-term financial goals will be realized. All forward-looking statements included in this presentation speak only as of the date made, and Allison Transmission undertakes no obligation to update or revise publicly any such forward-looking statements, whether as a result of new information, future events, or otherwise. In particular, Allison Transmission cautions you not to place undue weight on certain forward-looking statements pertaining to potential growth opportunities, long-term financial goals or the value we currently ascribe to certain tax attributes set forth herein. Actual results may vary significantly from these statements.

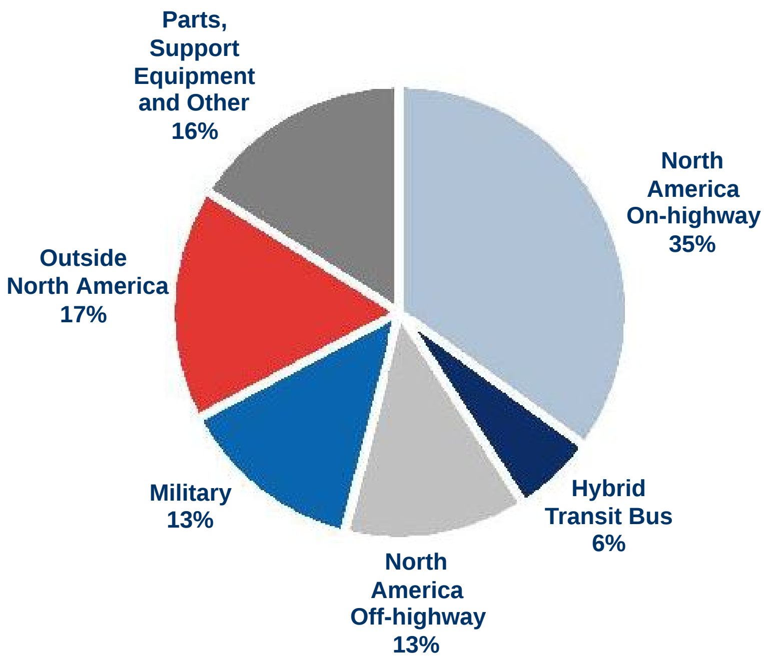
Allison Transmission’s business is subject to numerous risks and uncertainties, which may cause future results of operations to vary significantly from those presented herein.

Business Overview

Allison Transmission at a Glance

- **World's largest manufacturer of fully-automatic transmissions for medium- and heavy-duty commercial vehicles**
  - 62% global market share of fully-automatic transmissions
  - Virtually no exposure to Class 8 line-haul tractors
- **Allison is the premier fully-automatic transmission brand**
  - Premium price component frequently specified by end users
  - Differentiated technology
- **Well positioned for revenue and earnings growth**
  - Continued recovery in North America
  - Further adoption outside North America
  - Global off-highway growth opportunities
  - Expanding addressable market

LTM(1) Net Sales by End Market



LTM Net Sales: $2.2 billion

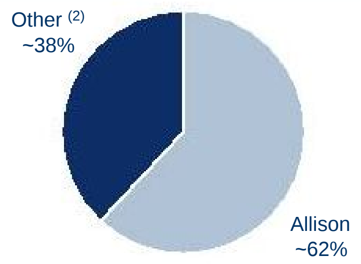
(1) LTM 3/31/2012.

Allison Is a Premier Industrial Asset

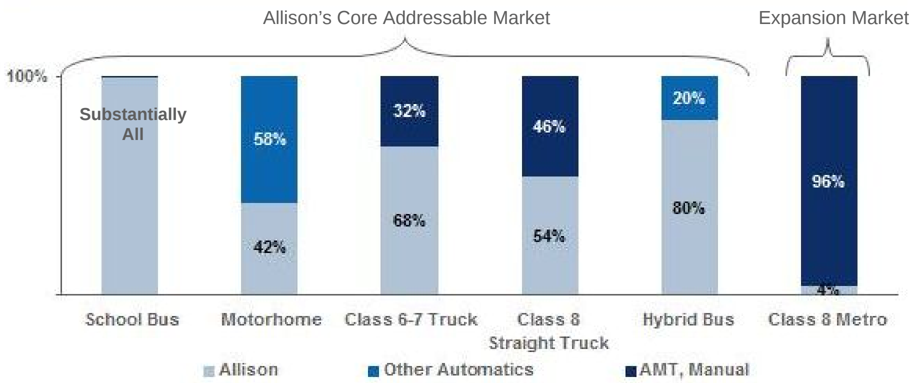
- Global Market Leader
- Premier Brand and End User Value Proposition
- Technology Leadership - The Allison Advantage
- Diverse End Markets with Long-Standing OEM Customer Relationships
- Improved Margins and Low Capex Drive Strong Cash Flow Generation
- Experienced Management Team
- Multiple Organic Growth Opportunities

Global Market Leader

Global On-Highway Fully-Automatic Share [(1)]



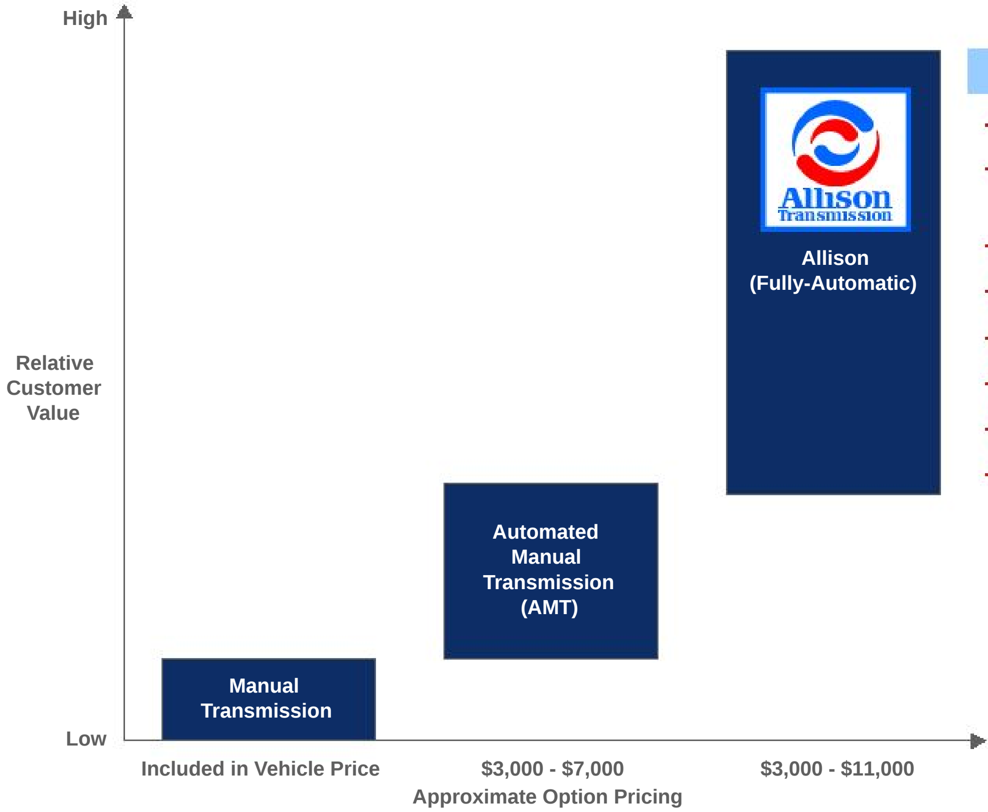
North American Market Share [(1)]



- **The "de facto" standard in medium- and heavy-duty applications**
  - Well established as standard in North America
- **Increasing presence in rapidly growing emerging markets (China and India) which today are predominantly manual**
- **Virtually no exposure to more cyclical Class 8 line-haul tractors**

(1) 2011 Units. Source: Allison management estimates and ACT research.
(2) Majority of "Other"volume is in North American Class 4-5 truck and European bus.

End User Value Proposition



Allison Advantage

+ Productivity (acceleration)
+ Maintenance Savings (life cycle costs)
+ Fuel Efficiency
+ Driver Skillset / Wages
+ Training (time, cost)
+ Shift Quality
+ Safety
+ Residual Value

End Users are Willing to Pay a Premium Price for Allison

End Market & Vocation Overview

Global On-Highway

	Sample Vocations	Select End Users
Distribution		Coca-Cola, PENSKE Truck Leasing, FritoLay, pepsi, ups, FedEx, Ryder
Emergency Vehicle		Fire Department City of New York, BAA British Airport Authority
Motorhome		Winnebago Industries, THOR Industries, Inc., PREVOST
Rugged Duty		WM Waste Management, Veolia Environmental Services, The City of New York Department of Sanitation
School Bus / Shuttle Bus		First Student
Transit Bus		BMCT Beijing City Transit, New Delhi Transit

Global Off-Highway

Select End Users

HALLIBURTON, BJ, JEREH, NL, TEREX

North America Hybrid Transit Bus

Allison Hybrid

Select End Users

SEPTA, M metro, King County METRO

Military

Select End Users

Parts, Support Equipment and Other

Allison Transmission

Multiple Organic Growth Opportunities

- Benefit from Developed Markets Recovery
- Increase Penetration of Fully Automatic Transmissions
- Accelerate Adoption in Emerging Markets
- Capitalize on Rising Demand for Energy and Commodities
- Continue New Technology and Product Development
- Increase Share in Underserved Markets

New Product Development

Class 8 Metro

- Developing a ten-speed fully-automatic transmission targeted at Class 8 tractors serving urban markets
  - Large, addressable market size of ~60k units
  - Historically a “manual” market under addressed by Allison’s fully-automatic product portfolio
- Currently being tested by customers

TRACTOR SERIES TC10

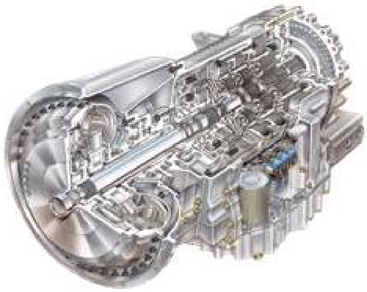
Hybrid Commercial Vehicle

- Leading development of first fully-automatic hybrid truck transmission for the Class 6-7 market
- Awarded $62.8 million U.S. Department of Energy cost-share grant for hybrid development
  - Fuel economy improvements of ~25%-35%
  - Target Vocations: Refuse, Pick-Up & Delivery/Distribution, Utility and Shuttle Bus

Average Annual Spend over $110 Million in Product-Related Research and Development Since Acquisition

Allison Transmission

Strategic Priorities

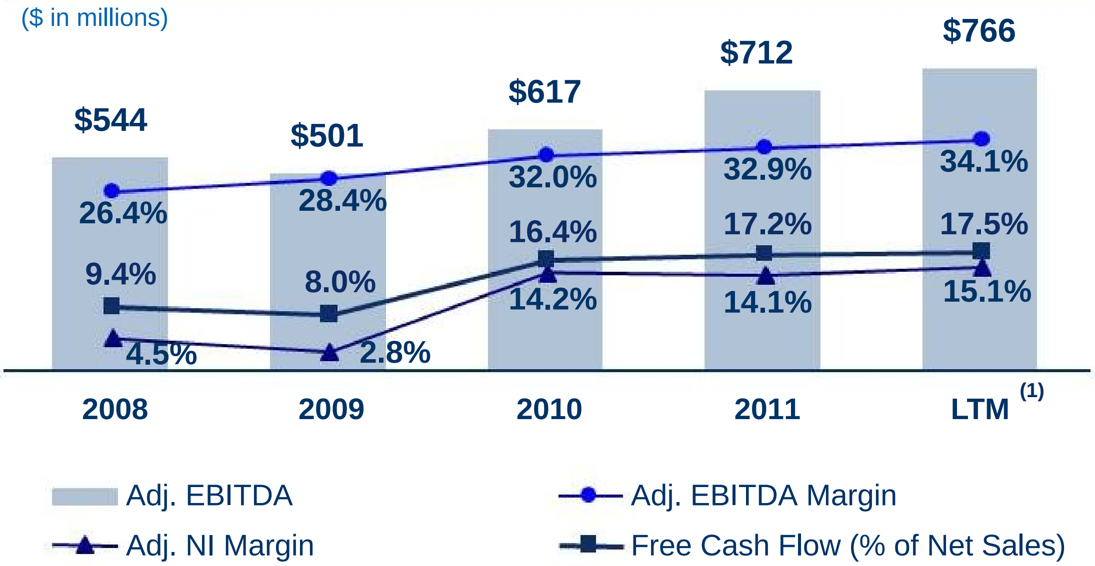


- **Expand global market leadership**
  - Capitalize on continued market recovery
  - New vocational offerings
- **Emerging markets penetration**
  - Vocational ladder strategy
  - Increase number of vehicle releases
- **Continued focus on new technologies and product development**
  - Address markets adjacent to core
  - Advanced fuel efficient technologies
- **Deliver strong financial results**
  - Earnings growth and cash flow generation
  - Focus on continued margin enhancement

Financial Overview

Allison Key Financial Highlights

Strong Financial Profile(2)

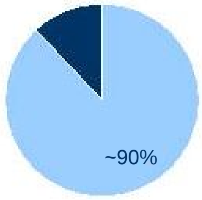


- **Strong, sustainable operating margins**
- **Low capital expenditure requirements**
- **Minimal cash income taxes / valuable U.S. tax shield ($0.9-1.1bn present value)**
- **Positioned for long-term cash earnings growth**

(1) LTM 3/31/2012.
(2) Note: See appendix for comments regarding the presentation of non-GAAP financial information.

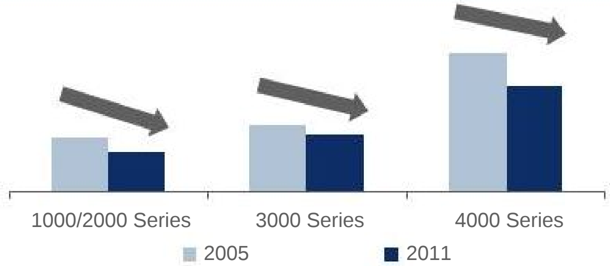
Sustainable Margins with Further Enhancement Opportunities

Long-Term Customer Supply Agreements



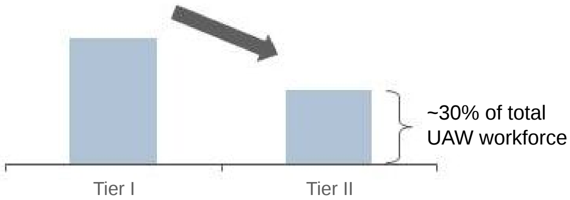
~90% of 2011 N.A. On-Highway Unit Volume was covered by long-term customer supply agreements

Manufacturing Efficiencies (hours/unit)



Hours Per Unit continue to decline

Workforce Optimization (cost/employee)



Significant savings driven by retirement of Tier I workers; 800 hourly employees are retirement eligible (~53% of workforce)

International Manufacturing

India (~$107mm total investment; ~$7mm remaining(1))

– New facility constructed to better serve Asia-Pacific
– Phase I: In-source component manufacturing (Q3 2010)
– Phase II: Assembly of 1000/2000 Series (Q3 2012)

Hungary (~$17mm total investment (1))

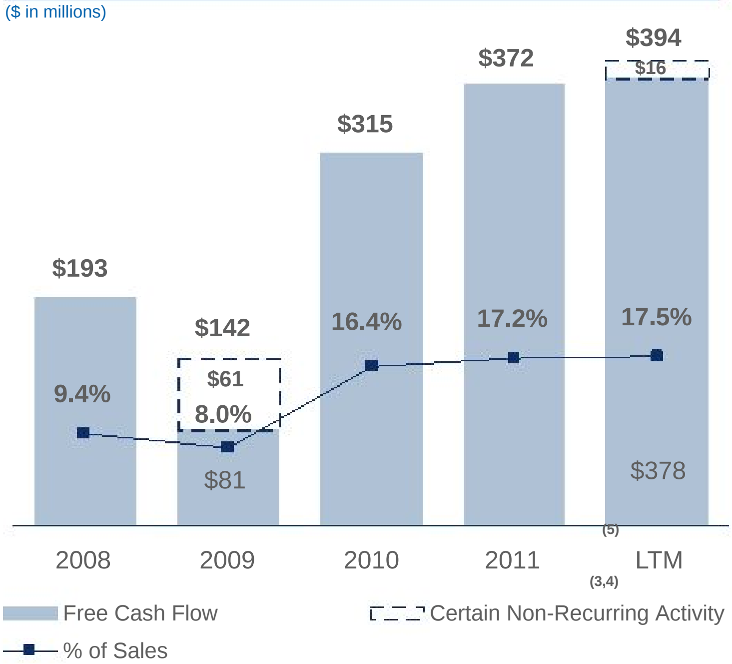
– Relocate assembly of 3000/4000 Series (Q2 2011)

Source: Allison.
(1) As of 3/31/2012.

Significant Cash Flow Generation

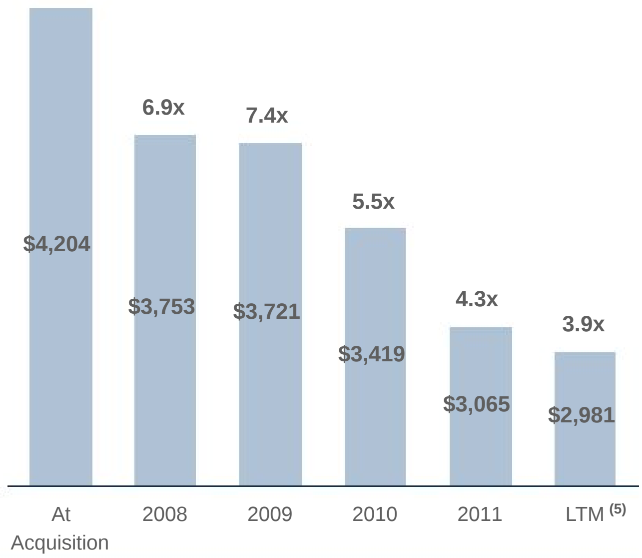
Free Cash Flow Generation[1]

($ in millions)



Net Debt[2]

($ in millions)



Net debt reduction of more than $1.2 bn since acquisition [6]

Note: See appendix for comments regarding the presentation of non-GAAP measures.

(1) Free cash flow defined as cash flow from operations less capex.
(2) Net debt defined as total debt minus cash and cash equivalents.
(3) 2009 free cash flow adjusted for certain non-recurring activity of (a) capitalized accrued interest on Senior Toggle Notes ($29) million, (b) cash restructuring charge $51 million, (c) accounts payable early payments $3 million, (d) delayed accounts receivable receipts $19 million and (e) Lehman LIBOR swap settlement $17 million.
(4) LTM free cash flow adjusted for certain non-recurring activity: 1Q 2012 Fee to terminate services agreement with sponsors $16
(5) LTM 3/31/2012
(6) Represents debt reduction through 3/31/2012.

Q&A

Appendix: Non-GAAP Financial Information

Non-GAAP Financial Information

We use Adjusted net income, Adjusted EBITDA, Adjusted EBITDA margin, adjusted free cash flow and free cash flow to evaluate our performance relative to that of our peers. In addition, the Senior Secured Credit Facility has certain covenants that incorporate Adjusted EBITDA. However, Adjusted net income, Adjusted EBITDA, Adjusted EBITDA margin, adjusted free cash flow and free cash flow are not measurements of financial performance under GAAP, and these metrics may not be comparable to similarly titled measures of other companies. Adjusted net income is calculated as the sum of net income (loss), interest expense, net, income tax expense, trade name impairment and amortization of intangible assets, less cash interest expense, net and cash income taxes. Adjusted EBITDA is calculated as the sum of Adjusted net income, cash interest expense, net, cash income taxes, depreciation of property, plant and equipment and other adjustments as defined by the Senior Secured Credit Facility and as further described below. Adjusted EBITDA margin is calculated as Adjusted EBITDA divided by net sales. Free cash flow is calculated as net cash provided by operating activities less capital expenditures. Adjusted free cash flow is free cash flow adjusted for non-recurring items.

We use Adjusted net income to measure our overall profitability because it better reflects our cash flow generation by capturing the actual cash taxes paid rather than our tax expense as calculated under GAAP and excludes the impact of the non-cash annual amortization of certain intangible assets that were created at the time of the Acquisition Transaction. We use Adjusted EBITDA and Adjusted EBITDA margin to evaluate and control our cash operating costs and to measure our operating profitability. We use adjusted free cash flow and free cash flow to evaluate the amount of cash generated by the business that, after the capital investment needed to maintain and grow our business, can be used for strategic opportunities, including investing in our business and strengthening our balance sheet. We believe the presentation of Adjusted net income, Adjusted EBITDA, Adjusted EBITDA margin, adjusted free cash and free cash flow enhances our investors' overall understanding of the financial performance and cash flow of our business.

You should not consider Adjusted net income, Adjusted EBITDA, Adjusted EBITDA margin, adjusted free cash flow and free cash flow as an alternative to net income (loss), determined in accordance with GAAP, as an indicator of operating performance, or as an alternative to net cash provided by operating activities, determined in accordance with GAAP, as an indicator of Allison’s cash flow.

Non-GAAP Reconciliations (1 of 2)

Adjusted Net Income and Adjusted EBITDA Reconciliation

$ in millions	For the year ended December 31,				Three months ended March 31,		Last twelve months ended March 31,
	2008	2009	2010	2011	2011	2012	2012
Net (Loss) Income	**($328.1)**	**($323.9)**	**$29.6**	**$103.0**	**$36.9**	**$58.0**	**$124.1**
plus:							
Interest expense, net	385.9	234.2	277.5	217.3	49.6	40.7	208.4
Cash interest expense, net	(334.2)	(242.5)	(239.1)	(208.6)	(29.9)	(36.1)	(214.8)
Income tax expense	37.1	41.4	53.7	47.6	18.0	25.2	54.8
Cash income taxes	(4.3)	(5.5)	(2.2)	(5.8)	(1.6)	(2.9)	(7.1)
Fee to terminate services agreement with Sponsors	—	—	—	—	—	16.0	16.0
Initial public offering expenses	—	—	—	—	—	5.7	5.7
Trade name impairment	179.8	190.0	—	—	—	—	—
Amortization of intangible assets	156.5	155.9	154.2	151.9	38.0	37.5	151.4
Adjusted Net Income	**$92.7**	**$49.6**	**$273.7**	**$305.4**	**$111.0**	**$144.1**	**$338.5**
Cash interest expense, net	334.2	242.5	239.1	208.6	29.9	36.1	214.8
Cash income taxes	4.3	5.5	2.2	5.8	1.6	2.9	7.1
Depreciation of property, plant and equipment	106.6	105.9	99.6	103.8	25.7	24.6	102.7
Loss on repurchases of long-term debt	—	—	—	—	—	13.5	13.5
Premiums and expenses on tender offer of long-term debt	—	—	—	56.9	—	—	56.9
Dual power inverter module extended coverage	2.2	11.4	(1.9)	—	—	—	—
(Gain) / loss on repurchases of long-term debt	(21.0)	(8.9)	(3.3)	16.0	—	—	16.0
Unrealized (gain) loss on hedge contracts	—	(5.8)	0.1	6.8	(1.6)	(0.7)	7.7
Reduction of supply contract liability	—	—	(3.4)	—	—	—	—
Restructuring charges	15.7	47.9	—	—	—	—	—
Other, net [(1)]	9.3	53.2	10.9	8.6	2.7	2.5	8.4
Adjusted EBITDA	**$544.0**	**$501.3**	**$617.0**	**$711.9**	**$169.3**	**$223.0**	**$765.6**
Net Sales	**$2,061.4**	**$1,766.7**	**$1,926.3**	**$2,162.8**	**$517.0**	**$601.9**	**$2,247.7**
Adjusted EBITDA Margin	**26.4%**	**28.4%**	**32.0%**	**32.9%**	**32.7%**	**37.0%**	**34.1%**

(1) Includes charges or income related to legacy employee benefits, shared income with General Motors, benefit plan adjustments, transitional costs to establish Allison as a stand-alone entity, pension curtailment adjustments, employee stock compensation expense, service fees paid to Allison's Sponsors and an adjustment for the settlement of litigation which originated with the Predecessor but was assumed by the Company as part of the Acquisition Transaction.

Non-GAAP Reconciliations (2 of 2)

Adjusted Free Cash Flow

$ in millions	For the year ended December 31,				Three months ended March 31,		Last twelve months ended March 31,
	2008	2009	2010	2011	2011	2012	2012
Net Cash Provided by Operating Activities	**$268.1**	**$168.7**	**$388.9**	**$469.2**	**$109.9**	**$139.6**	**$498.9**
(Deductions) or Additions:							
Long-lived assets	(75.3)	(88.2)	(73.8)	(96.9)	(11.6)	(35.7)	(121.0)
Fee to terminate services agreement with Sponsors	—	—	—	—	—	16.0	16.0
Non-Recurring Activity (1)	—	61.0	—	—	—	—	—
Adjusted Free Cash Flow	**$192.8**	**$141.5**	**$315.1**	**$372.3**	**$98.3**	**$119.9**	**$393.9**
Net Sales	**$2,061.4**	**$1,766.7**	**$1,926.3**	**$2,162.8**	**$517.0**	**$601.9**	**$2,247.7**
Adjusted Free Cash Flow (% to Net Sales)	**9.4%**	**8.0%**	**16.4%**	**17.2%**	**19.0%**	**19.9%**	**17.5%**

(1) 2009 adjusted for certain non-recurring activity: (a) capitalized accrued interest on Senior Toggle Notes ($29) million, (b) cash restructuring charge $51 million, (c) accounts payable early payments $3 million, (d) delayed accounts receivable receipts $19 million and (e) Lehman LIBOR swap settlement $17 million.