
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 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): February 7, 2018

ALLISON TRANSMISSION HOLDINGS, INC.

(Exact Name of Registrant as Specified in Charter)

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)

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 communication 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))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

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

On February 7, 2018, James A. Star notified the Board of Directors (“Board”) of Allison Transmission Holdings, Inc. (the “Company”) of his decision not to stand for re-election at the Company’s 2018 annual meeting of stockholders. Mr. Star’s decision not to stand for re-election was not as a result of any disagreement with the Company. Mr. Star will continue to serve as a director and as a member of the Compensation Committee of the Board until his current term expires at the 2018 annual meeting of stockholders to be held on May 9, 2018.

On February 7, 2018, Francis Raborn notified the Board of the Company of his decision not to stand for re-election at the Company’s 2018 annual meeting of stockholders. Mr. Raborn’s decision not to stand for re-election was not as a result of any disagreement with the Company. Mr. Raborn will continue to serve as a director and as a member of each of the Audit Committee and Nominating and Corporate Governance Committee of the Board until his current term expires at the 2018 annual meeting of stockholders to be held on May 9, 2018.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

<u>Exhibit Number</u>	<u>Description</u>
99.1	Press release dated February 7, 2018.

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: February 8, 2018

Allison Transmission Holdings, Inc.

By: /s/ Eric C. Scroggins

Name: Eric C. Scroggins

Title: Vice President, General Counsel and Secretary



Allison Transmission announces board changes

Francis 'Buzz' Raborn and Jamie Star will not seek re-election

INDIANAPOLIS – Feb. 8, 2018 – Allison Transmission Holdings Inc. (NYSE: ALSN) announced today that Francis 'Buzz' Raborn and James A. Star have notified the company's board of directors of their decision to not stand for re-election at the company's 2018 annual meeting of stockholders. Raborn joined the board in October 2007 and Star joined the board in May 2016.

"I wish to thank Buzz for his dedicated service as a member of our board," said Chairman and CEO Lawrence E. Dewey of Allison Transmission. "He has provided valuable insights that contributed to Allison's success, especially in our transition to a public company. We are grateful for his commitment to Allison and wish him all the best."

Raborn said, "I'm truly honored to have served on Allison's board of directors over the past decade alongside such a gifted group of executives. Over the course of my tenure, I'm especially proud of how Allison made the successful transition from a private equity-owned enterprise to a public company that effectively represents its shareholders."

Tom Rabaut, the board's lead director, said, "Buzz has been a great asset to Allison due to his knowledge of finances and the defense industry. His leadership of the Audit Committee for the last 10 years has provided a great deal of stability as Allison transitioned to a public company. I would also like to thank Buzz for his outstanding service to Allison."

Dewey said, "I wish to thank Jamie for his productive and positive service as a member of our board. As a significant stockholder with extensive financial expertise, he has provided valuable insights that contributed to Allison's success during his term of service. We are grateful to Jamie for his commitment to Allison and wish him all the best."

Star said, "It's been a great pleasure to work with Allison's talented management and dedicated board of directors. I originally joined the board to support Allison's growth and value creation, and to bring the perspective of a large, long-term shareholder to the boardroom. Today, thanks to Allison's capable management, the company's relationship with its stockholders is strong and that shareholder voice is expertly handled by Ashe Capital's Bill Harker now that he is a member of Allison's board"

Rabaut said, "As Allison transitioned from a private equity owned enterprise to a public company, Jamie effectively represented the voice of the shareholder. He was instrumental in the company's construct of its current capital allocation approach. He has been an excellent board member."

Raborn and Star will continue to serve as directors and members of the board committees on which they serve until their current terms expire at the 2018 annual meeting of stockholders. Raborn serves on the Audit Committee and Nominating and Corporate Governance Committee, and Star serves on the Compensation Committee.

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 2,600 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.

Forward-Looking Statements

This press release contains 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; uncertainty in the global regulatory and business environments in which we operate; our participation in markets that are competitive; the highly cyclical industries in which certain of our end users operate; the failure of markets outside North America to increase adoption of fully-automatic transmissions; the concentration of our net sales in our top five customers and the loss of any one of these; future reductions or changes in government subsidies for hybrid vehicles and other external factors impacting demand; U.S. defense spending; general economic and industry conditions; 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; our ability to prepare for, respond to and successfully achieve our objectives relating to technological and market developments, competitive threats and changing customer needs; risks associated with our international operations; labor strikes, work stoppages or similar labor disputes, which could significantly disrupt our operations or those of our principal customers; our intention to pay dividends and repurchase shares of our common stock and other risks and uncertainties associated with our business described in our Annual Report on Form 10-K, Quarterly Reports on Form 10-Q and Current Reports on Form 8-K. 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.