

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

OMB APPROVAL	
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Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <u>Onex Partners LLC</u> (Last) (First) (Middle) <u>C/O ONEX CORPORATION</u> <u>161 BAY STREET</u> (Street) <u>TORONTO A6 M5J 2S1</u> (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) <u>03/14/2012</u>	3. Issuer Name and Ticker or Trading Symbol <u>Allison Transmission Holdings Inc [ALSN]</u>	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)	5. If Amendment, Date of Original Filed (Month/Day/Year) 6. Individual or Joint/Group Filing (Check Applicable Line) Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
<u>Common Stock</u>	<u>90,356,249</u>	<u>I</u>	<u>See Footnotes⁽¹⁾⁽²⁾⁽³⁾⁽⁴⁾⁽⁵⁾</u>

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

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			

1. Name and Address of Reporting Person*
Onex Partners LLC
 (Last) (First) (Middle)
C/O ONEX CORPORATION
161 BAY STREET
 (Street)
TORONTO A6 M5J 2S1
 (City) (State) (Zip)

1. Name and Address of Reporting Person*
Onex US Principals LP
 (Last) (First) (Middle)
C/O ONEX CORPORATION
161 BAY STREET
 (Street)
TORONTO A6 M5J 2S1
 (City) (State) (Zip)

1. Name and Address of Reporting Person*
Onex Partners GP Inc.
 (Last) (First) (Middle)
C/O ONEX CORPORATION
161 BAY STREET
 (Street)
TORONTO A6 M5J 2S1
 (City) (State) (Zip)

(City) (State) (Zip)

1. Name and Address of Reporting Person*

[Onex Partners II GP LP](#)

(Last) (First) (Middle)

C/O ONEX CORPORATION
161 BAY STREET

(Street)

TORONTO A6 M5J 2S1

(City) (State) (Zip)

1. Name and Address of Reporting Person*

[Onex Allison Co-Invest LP](#)

(Last) (First) (Middle)

C/O ONEX CORPORATION
161 BAY STREET

(Street)

TORONTO A6 M5J 2S1

(City) (State) (Zip)

1. Name and Address of Reporting Person*

[ONEX PARTNERS II L P](#)

(Last) (First) (Middle)

C/O ONEX CORPORATION
161 BAY STREET

(Street)

TORONTO A6 M5J 2S1

(City) (State) (Zip)

1. Name and Address of Reporting Person*

[1597257 Ontario Inc.](#)

(Last) (First) (Middle)

C/O ONEX CORPORATION
161 BAY STREET

(Street)

TORONTO A6 M5J 2S1

(City) (State) (Zip)

1. Name and Address of Reporting Person*

[Onex Advisor III LLC](#)

(Last) (First) (Middle)

C/O ONEX CORPORATION
161 BAY STREET

(Street)

TORONTO A6 M5J 2S1

(City) (State) (Zip)

1. Name and Address of Reporting Person*

[Onex Advisor Subco LLC](#)

(Last) (First) (Middle)

C/O ONEX CORPORATION
161 BAY STREET

(Street)		
TORONTO	A6	M5J 2S1
(City)	(State)	(Zip)

Explanation of Responses:

1. Includes: (i) 40,849,245 shares of common stock held by Onex Partners II LP; (ii) 25,949,370 shares of common stock held by Onex American Holdings II LLC; (iii) 383,940 shares of common stock held by Onex Partners II GP LP; (iv) 769,558 shares of common stock held by Onex US Principals LP; (v) 19,256,250 shares of common stock held by Onex Allison Co-Invest LP; and (vi) 1,513,297 shares of common stock held by Allison Executive Investco LLC.
2. 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 GP LP, the general partner of Onex Partners II LP, (b) Onex American Holdings II LLC, through Onex Corporation's ownership of all of the equity of Onex American Holdings II LLC, (c) 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, (continued)
3. (d) Onex US Principals LP, through Onex Corporation's ownership of all of the equity of Onex American Holdings II LLC, which owns all of the equity of Onex American Holdings GP LLC, the general partner of Onex US Principals LP, (e) 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 Allison Co-Invest LP, and (f) Allison Executive Investco LLC, through Onex Corporation's ownership of all of the equity of Onex American Holdings II LLC, which owns all of the equity of Allison Executive Investco LLC.
4. Also includes 1,633,404 shares of common stock and 1,185 shares of non-voting common stock held by Onex Advisor III LLC, 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 own beneficially all of the common stock and non-voting common stock owned beneficially by Onex Corporation. Mr. Schwartz disclaims such beneficial ownership, except to the extent of his pecuniary interest therein. Mr. Schwartz has indirect voting and investment control of Onex Corporation.
5. Due to the limitations of the electronic filing system, Onex Corporation, Gerald W. Schwartz, Onex American Holdings II LLC, Onex American Holdings GP LLC, Allison Executive Investco LLC, Allison Executive Investco II LLC, Onex American Holdings Subco LLC, OAH Wind LLC and Onex Allison Holding Limited S.? r.l. are filing a separate Form 3.

Remarks:

Exhibit List: Exhibit 99 - Joint Filer Information

/s/ Christopher Govan,
Authorized Person

03/14/2012

** Signature of Reporting Person

Date

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

* If the form is filed by more than one reporting person, see Instruction 5 (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).

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.

Joint Filer Information

Date of Event
Requiring Statement: March 14, 2012

Issuer Name and Ticker
or Trading Symbol: Allison Transmission Holdings, Inc. [ALSN]

Designated Filer: Onex Corporation

Other Joint Filers: Gerald W. Schwartz
Onex American Holdings II LLC
Onex American Holdings GP LLC
Allison Executive Investco LLC
Allison Executive Investco II LLC
Onex American Holdings Subco LLC
OAH Wind LLC
Onex Allison Holding Limited S.a.r.l.
Onex Partners LLC
Onex US Principals LP
Onex Partners GP Inc.
Onex Partners II GP LP
Onex Allison Co-Invest LP
Onex Partners II LP
1597257 Ontario Inc.
Onex Advisor III LLC
Onex Advisor Subco LLC

Addresses: The address of each of the reporting persons is c/o Onex Corporation, 161 Bay Street,
Toronto, ON M5J 2S1.

Signatures:

Dated: March 14, 2012

ONEX CORPORATION

By: /s/ Christopher Govan
Name: Christopher Govan
Title: Authorized Person

GERALD W. SCHWARTZ

By: /s/ Gerald W. Schwartz
Name: Christopher Govan
Title: Authorized Person

ONEX AMERICAN HOLDINGS II LLC

By: /s/ Christopher Govan
Name: Christopher Govan
Title: Authorized Person

ONEX AMERICAN HOLDINGS GP LLC

By: /s/ Christopher Govan
Name: Christopher Govan
Title: Authorized Person

ALLISON EXECUTIVE INVESTCO LLC

By: /s/ Christopher Govan
Name: Christopher Govan
Title: Authorized Person

ALLISON EXECUTIVE INVESTCO II LLC

By: /s/ Christopher Govan
Name: Christopher Govan
Title: Authorized Person

ONEX AMERICAN HOLDINGS SUBCO LLC

By: /s/ Christopher Govan
Name: Christopher Govan

Title: Authorized Person

OAH WIND LLC

By: /s/ Christopher Govan

Name: Christopher Govan

Title: Authorized Person

ONEX ALLISON HOLDING LIMITED S.Á.R.L.

By: /s/ Christopher Govan

Name: Christopher Govan

Title: Authorized Person

ONEX PARTNERS LLC

By: /s/ Christopher Govan

Name: Christopher Govan

Title: Authorized Person

ONEX US PRINCIPALS LP

By: /s/ Christopher Govan

Name: Christopher Govan

Title: Authorized Person

ONEX PARTNERS GP INC.

By: /s/ Christopher Govan

Name: Christopher Govan

Title: Authorized Person

ONEX PARTNERS II GP LP

By Onex Partners GP Inc., General Partner

By: /s/ Christopher Govan

Name: Christopher Govan

Title: Authorized Person

ONEX ALLISON CO-INVEST 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/ Christopher Govan

Name: Christopher Govan

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/ Christopher Govan

Name: Christopher Govan

Title: Authorized Person

1597257 ONTARIO INC.

By: /s/ Christopher Govan

Name: Christopher Govan

Title: Authorized Person

ONEX ADVISOR III LLC

By: /s/ Christopher Govan

Name: Christopher Govan

Title: Authorized Person

ONEX ADVISOR SUBCO LLC

By: /s/ Christopher Govan

Name: Christopher Govan
Title: Authorized Person