

---

---

**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): July 31, 2017**

---

**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 2.02 Results of Operations and Financial Condition.**

On July 31, 2017, Allison Transmission Holdings, Inc. (“Allison”) published an earnings release reporting its financial results for the three months ended June 30, 2017. A copy of the earnings release is attached as Exhibit 99.1 hereto. Following the publication of the earnings release, Allison will host an earnings call on August 1, 2017 at 8:00 a.m. ET on which its financial results for the three months ended June 30, 2017 will be discussed. The investor presentation materials that will be used for the call are attached as Exhibit 99.2 hereto.

On July 31, 2017, Allison posted the materials attached as Exhibits 99.1 and 99.2 on its web site ([www.allisontransmission.com](http://www.allisontransmission.com)).

As discussed on page 2 of Exhibit 99.2, the investor presentation contains forward-looking statements within the meaning of the federal securities laws. These statements are present expectations, and are subject to the limitations listed therein and in Allison’s other Securities and Exchange Commission filings, including that actual events or results may differ materially from those in the forward-looking statements.

The foregoing information (including the exhibits 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.*

<u>Exhibit Number</u>	<u>Description</u>
99.1	Earnings release dated July 31, 2017.
99.2	Investor presentation materials dated July 31, 2017.

**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.

Allison Transmission Holdings, Inc.

Date: July 31, 2017

By: /s/ Eric C. Scroggins

Name: Eric C. Scroggins

Title: Vice President, General Counsel and Secretary

**EXHIBIT INDEX**

<b><u>Exhibit Number</u></b>	<b><u>Description</u></b>
99.1	Earnings release dated July 31, 2017.
99.2	Investor presentation materials dated July 31, 2017.



### Allison Transmission Announces Second Quarter 2017 Results

- **Net Sales \$580 million, Net Income \$95 million, Adjusted EBITDA \$225 million, Net Cash Provided by Operating Activities \$166 million, Adjusted Free Cash Flow \$154 million**

INDIANAPOLIS, July 31, 2017 – Allison Transmission Holdings Inc. (NYSE: ALSN), the largest global provider of commercial duty fully-automatic transmissions, today reported net sales for the second quarter of \$580 million, a 22 percent increase from the same period in 2016. The increase in net sales was principally driven by higher demand in the Service Parts, Support Equipment & Other and Global On-Highway end markets.

Net Income for the quarter was \$95 million compared to \$61 million for the same period in 2016. Adjusted EBITDA, a non-GAAP financial measure, for the quarter was \$225 million, or 38.8 percent of net sales, compared to \$173 million, or 36.5 percent of net sales, for the same period in 2016. Net Cash Provided by Operating Activities for the quarter was \$166 million compared to \$170 million for the same period in 2016. Adjusted Free Cash Flow, a non-GAAP financial measure, for the quarter was \$154 million compared to \$157 million for the same period in 2016.

Lawrence E. Dewey, Chairman and Chief Executive Officer of Allison Transmission commented, “Allison’s second quarter 2017 results exceeded the full year guidance ranges we provided to the market on April 26 principally driven by stronger than anticipated demand for North America service parts and North America On-Highway products. Allison demonstrated solid operating margins and free cash flow while executing its well-defined approach to capital structure and allocation. During the second quarter, we settled \$124 million of share repurchases and paid a dividend of \$0.15 per share. Given second quarter 2017 results and current end markets conditions, we are updating our full year 2017 net sales guidance to an increase in the range of 15 to 17 percent.”

#### Second Quarter Net Sales by End Market

End Market	Q2 2017 Net Sales (\$M)	Q2 2016 Net Sales (\$M)	% Variance
North America On-Highway	\$ 299	\$ 264	13%
North America Hybrid-Propulsion Systems for Transit Bus	\$ 15	\$ 16	(6%)
North America Off-Highway	\$ 5	\$ 1	400%
Defense	\$ 30	\$ 28	7%
Outside North America On-Highway	\$ 85	\$ 74	15%
Outside North America Off-Highway	\$ 10	\$ 3	233%
Service Parts, Support Equipment & Other	\$ 136	\$ 89	53%
<b>Total Net Sales</b>	<b>\$ 580</b>	<b>\$ 475</b>	<b>22%</b>

#### Second Quarter Highlights

North America On-Highway end market net sales were up 13 percent from the same period in 2016 principally driven by higher demand for Rugged Duty Series, Highway Series and Transit/Other Bus models partially offset by lower demand in Pupil Transport/Shuttle models and up 17 percent on a sequential basis principally driven by higher demand for Rugged Duty Series, Highway Series and Pupil Transport/Shuttle models.

North America Hybrid-Propulsion Systems for Transit Bus end market net sales were down \$1 million from the same period in 2016 and down \$5 million sequentially, in both cases principally driven by the timing of certain transit property orders.

North America Off-Highway end market net sales were up \$4 million from the same period in 2016 and up \$4 million on a sequential basis, in both cases principally driven by higher demand from hydraulic fracturing applications.

Defense end market net sales were up \$2 million from the same period in 2016 and up \$3 million sequentially, in both cases principally driven by higher demand for Tracked Defense.

Outside North America On-Highway end market net sales were up 15 percent from the same period in 2016 and up 18 percent on a sequential basis in both cases principally driven by higher demand in Asia and Europe.

Outside North America Off-Highway end market net sales were up \$7 million from the same period in 2016 and up \$4 million sequentially, in both cases principally driven by improved demand in the China energy sector.

Service Parts, Support Equipment & Other end market net sales were up 53 percent from the same period in 2016 principally driven by higher demand for North America Off-Highway service parts, North America On-Highway service parts and Global Support Equipment, and up 15 percent on a sequential basis principally driven by higher demand for North America Off-Highway service parts and Global Support Equipment.

Gross profit for the quarter was \$290 million, an increase of 28 percent from \$227 million for the same period in 2016. Gross margin for the quarter was 50.0 percent, an increase of 220 basis points from a gross margin of 47.8 percent for the same period in 2016. The increase in gross profit from the same period in 2016 was principally driven by increased net sales and price increases on certain products partially offset by higher incentive compensation expense and higher manufacturing expense commensurate with increased net sales.

Selling, general and administrative expenses for the quarter were \$88 million, an increase of \$10 million from \$78 million for the same period in 2016. The increase was principally driven by higher incentive compensation expense, increased commercial activities spending and higher stock-based compensation expense.

Engineering – research and development expenses for the quarter were \$25 million, an increase of \$3 million from \$22 million for the same period in 2016. The increase was principally driven by higher incentive compensation expense and increased product initiatives spending.

Net income for the quarter was \$95 million compared to \$61 million for the same period in 2016. The increase was principally driven by increased gross profit partially offset by increased income tax expense, increased selling, general and administrative expense, increased technology-related investment expense and increased engineering – research and development expense.

#### **Second Quarter Non-GAAP Financial Measures**

Adjusted EBITDA for the quarter was \$225 million, or 38.8 percent of net sales, compared to \$173 million, or 36.5 percent of net sales, for the same period in 2016. The increase was principally driven by increased net sales and price increases on certain products partially offset by higher incentive compensation expense, higher manufacturing expense commensurate with increased net sales, increased commercial activities spending and increased product initiatives spending.

Adjusted Free Cash Flow for the quarter was \$154 million compared to \$157 million for the same period in 2016, a decrease of \$3 million. The decrease was principally driven by increased accounts receivable commensurate with increased net sales, increased cash income taxes and increased cash interest expense partially offset by increased gross profit, higher accounts payable and decreased capital expenditures.

#### **Full Year 2017 Guidance Update**

Our updated full year 2017 guidance includes a year-over-year net sales increase in the range of 15 to 17 percent, Adjusted EBITDA margin in the range of 35.5 to 36.5 percent, Adjusted Free Cash Flow in the range of \$485 to \$505 million, capital expenditures in the range of \$85 to \$95 million, which includes maintenance spending of approximately \$80 million, and cash income taxes in the range of \$80 to \$90 million.

Allison's full year 2017 net sales guidance reflects stronger demand for North America Off-Highway service parts, North America On-Highway products and Global Off-Highway products. Our full year 2017 net sales outlook also assumes price increases on certain products.

Although we are not providing specific third quarter 2017 guidance, Allison does expect third quarter net sales to be up from the same period in 2016 principally driven by increased demand for North America On-Highway products, North America Off-Highway service parts and Global Off-Highway products.

### **Conference Call and Webcast**

The company will host a conference call at 8:00 a.m. ET on Tuesday, August 1 to discuss its second quarter 2017 results. The dial-in number is 1-201-689-8470 and the U.S. toll-free dial-in number is 1-877-407-9039. A live webcast of the conference call will also be available online at <http://ir.allisontransmission.com>.

For those unable to participate in the conference call, a replay will be available from 11:00 a.m. ET on August 1 until 11:59 p.m. ET on August 8. The replay dial-in number is 1-844-512-2921 and the international replay dial-in number is 1-412-317-6671. The replay passcode is 13664901.

### **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](http://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.

### **Use of Non-GAAP Financial Measures**

This press release contains information about Allison's financial results which are not presented in accordance with accounting principles generally accepted in the United States ("GAAP"). Such non-GAAP financial measures are reconciled to their closest GAAP financial measures at the end of this press release. Non-GAAP financial measures should not be considered in isolation or as a substitute for our reported results prepared in accordance with GAAP and, as calculated, may not be comparable to other similarly titled measures of other companies.

This press release also contains forward-looking estimates of non-GAAP Adjusted EBITDA Margin and Adjusted Free Cash Flow for fiscal year 2017. We are unable to provide a reconciliation of our forward-looking estimate of non-GAAP Adjusted EBITDA Margin to a forward-looking estimate of GAAP Net Income because certain information needed to make a reasonable forward-looking estimate of GAAP Net Income is difficult to predict and estimate and is often dependent on future events which may be uncertain or outside of our control. These may include unanticipated charges related to asset impairments (fixed assets, investments, intangibles or goodwill) and unanticipated non-recurring items not reflective of ongoing operations. We are unable to provide a reconciliation of our forward-looking estimate of non-GAAP Adjusted Free Cash Flow to a forward-looking estimate of GAAP Net Cash Provided by Operating Activities because certain information needed to make a reasonable forward-looking estimate of GAAP Net Cash Provided by Operating Activities is difficult to predict and estimate and is often dependent on future events which may be uncertain or outside of our control. These may include unanticipated non-recurring items.

**Attachment**

- Condensed Consolidated Statements of Operations
- Condensed Consolidated Balance Sheets
- Condensed Consolidated Statements of Cash Flows
- Reconciliation of GAAP to Non-GAAP Financial Measures

**Contacts**

Investor Relations  
ir@allisontransmission.com  
(317) 242-3078

Media Relations  
media@allisontransmission.com  
(317) 242-5000



Allison Transmission Holdings, Inc.  
Condensed Consolidated Statements of Operations  
(Unaudited, dollars in millions, except per share data)

	Three months ended June 30,		Six months ended June 30,	
	2017	2016	2017	2016
Net sales	\$ 580	\$ 475	\$ 1,079	\$ 937
Cost of sales	290	248	538	495
Gross profit	290	227	541	442
Selling, general and administrative	88	78	167	161
Engineering - research and development	25	22	48	43
Operating income	177	127	326	238
Interest expense, net	(27)	(28)	(52)	(62)
Other expense, net	(4)	—	(1)	—
Income before income taxes	146	99	273	176
Income tax expense	(51)	(38)	(95)	(67)
Net income	<u>\$ 95</u>	<u>\$ 61</u>	<u>\$ 178</u>	<u>\$ 109</u>
Basic earnings per share attributable to common stockholders	<u>\$ 0.63</u>	<u>\$ 0.36</u>	<u>\$ 1.16</u>	<u>\$ 0.64</u>
Diluted earnings per share attributable to common stockholders	<u>\$ 0.63</u>	<u>\$ 0.36</u>	<u>\$ 1.15</u>	<u>\$ 0.64</u>

Allison Transmission Holdings, Inc.  
Condensed Consolidated Balance Sheets  
(Unaudited, dollars in millions)

	<u>June 30,</u> <u>2017</u>	<u>December 31,</u> <u>2016</u>
<b>ASSETS</b>		
Current Assets		
Cash and cash equivalents	\$ 85	\$ 205
Accounts receivable	274	197
Inventories	147	126
Other current assets	21	20
Total Current Assets	<u>527</u>	<u>548</u>
Property, plant and equipment, net	453	464
Intangible assets, net	3,138	3,183
Other non-current assets	24	24
<b>TOTAL ASSETS</b>	<b><u>\$4,142</u></b>	<b><u>\$ 4,219</u></b>
<b>LIABILITIES</b>		
Current Liabilities		
Accounts payable	\$ 172	\$ 128
Current portion of long-term debt	12	12
Other current liabilities	<u>213</u>	<u>202</u>
Total Current Liabilities	397	342
Long-term debt	2,348	2,147
Other non-current liabilities	701	649
<b>TOTAL LIABILITIES</b>	<b><u>3,446</u></b>	<b><u>3,138</u></b>
<b>TOTAL STOCKHOLDERS' EQUITY</b>	<b><u>696</u></b>	<b><u>1,081</u></b>
<b>TOTAL LIABILITIES &amp; STOCKHOLDERS' EQUITY</b>	<b><u>\$4,142</u></b>	<b><u>\$ 4,219</u></b>

Allison Transmission Holdings, Inc.  
Condensed Consolidated Statements of Cash Flows  
(Unaudited, dollars in millions)

	Three months ended June 30,		Six months ended June 30,	
	2017	2016	2017	2016
Net cash provided by operating activities	\$ 166	\$ 170	\$ 277	\$ 288
Net cash used for investing activities (a)	(15)	(16)	(23)	(22)
Net cash used for financing activities	(187)	(88)	(376)	(153)
Effect of exchange rate changes in cash	1	—	2	—
Net (decrease) increase in cash and cash equivalents	(35)	66	(120)	113
Cash and cash equivalents at beginning of period	120	299	205	252
Cash and cash equivalents at end of period	<u>\$ 85</u>	<u>\$ 365</u>	<u>\$ 85</u>	<u>\$ 365</u>
Supplemental disclosures:				
Interest paid	\$ 41	\$ 21	\$ 55	\$ 43
Income taxes paid	\$ 31	\$ 5	\$ 34	\$ 8
(a) Additions of long-lived assets	\$ (12)	\$ (16)	\$ (20)	\$ (22)

Allison Transmission Holdings, Inc.  
Reconciliation of GAAP to Non-GAAP Financial Measures  
(Unaudited, dollars in millions)

	Three months ended June 30,		Six months ended June 30,	
	2017	2016	2017	2016
Net income (GAAP)	\$ 95	\$ 61	\$ 178	\$ 109
plus:				
Income tax expense	51	38	95	67
Interest expense, net	27	28	52	62
Amortization of intangible assets	23	23	45	46
Depreciation of property, plant and equipment	20	21	39	42
Stock-based compensation expense (a)	4	2	6	4
Technology-related investment expense (b)	3	—	3	—
Unrealized loss (gain) on foreign exchange (c)	1	1	(1)	2
Unrealized loss (gain) on commodity hedge contracts (d)	1	(1)	—	(2)
Stockholder activism expenses (e)	—	—	—	4
Dual power inverter module units extended coverage (f)	—	—	—	1
Adjusted EBITDA (Non-GAAP)	<u>\$ 225</u>	<u>\$ 173</u>	<u>\$ 417</u>	<u>\$ 335</u>
Net sales (GAAP)	\$ 580	\$ 475	\$ 1,079	\$ 937
Adjusted EBITDA margin (Non-GAAP)	38.8%	36.5%	38.6%	35.8%
Net Cash Provided by Operating Activities (GAAP)	\$ 166	\$ 170	\$ 277	\$ 288
(Deductions) or Additions to Reconcile to Adjusted Free Cash Flow:				
Additions of long-lived assets	(12)	(16)	(20)	(22)
Stockholder activism expenses (e)	—	3	—	4
Adjusted Free Cash Flow (Non-GAAP)	<u>\$ 154</u>	<u>\$ 157</u>	<u>\$ 257</u>	<u>\$ 270</u>

- (a) Represents employee stock compensation expense (recorded in Cost of sales, Selling, general and administrative, and Engineering – research and development).
- (b) Represents a charge (recorded in Other expense, net) for investments in co-development agreements to expand our position in transmission technologies.
- (c) Represents losses (gains) (recorded in Other expense, net) on intercompany financing transactions related to investments in plant assets for our India facility.
- (d) Represents unrealized losses (gains) (recorded in Other expense, net) on the mark-to-market of our commodity hedge contracts.
- (e) Represents expenses of \$4 million (recorded in Selling, general and administrative) for the six months ended June 30, 2016 and payments of \$3 million and \$4 million for the three months and six months ended June 30, 2016, respectively, directly associated with stockholder activism activity including the notice, and subsequent withdrawal, of director nomination and governance proposals by Ashe Capital Management, LP.
- (f) Represents an adjustment (recorded in Selling, general and administrative) associated with the Dual Power Inverter Module (“DPIM”) extended coverage program liability. The DPIM liability will continue to be reviewed for any changes in estimates as additional claims data and field information become available.

# Q2 2017 Earnings Release

Published July 31, 2017 (Earnings Conference Call August 1, 2017)

Lawrence Dewey, Chairman & Chief Executive Officer  
David Graziosi, 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). The words "believe," "expect," "anticipate," "intend," "estimate" and other expressions that are predictions of or indicate future events and trends and that do not relate to historical matters identify forward-looking statements. You should not place undue reliance on these forward-looking statements. Although forward-looking statements reflect management's good faith beliefs, reliance should not be placed on forward-looking statements because they involve known and unknown risks, uncertainties and other factors, which may cause the actual results, performance or achievements to differ materially from anticipated future results, performance or achievements expressed or implied by such forward-looking statements. Forward-looking statements speak only as of the date the statements are made. We undertake no obligation to publicly update or revise any forward-looking statement, whether as a result of new information, future events, changed circumstances or otherwise. These forward-looking statements are subject to numerous risks and uncertainties, including, but not limited to: 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; risks related to our substantial indebtedness; uncertainty in the global regulatory and business environments in which we operate; 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 and other external factors impacting demand for hybrid vehicles; 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; and our intention to pay dividends and repurchase shares of our common stock.

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. Important factors that could cause actual results to differ materially are discussed in Allison Transmission's Annual Report on Form 10-K for the year ended December 31, 2016.

## Non-GAAP Financial Information

---

We use Adjusted EBITDA and Adjusted EBITDA margin to measure our operating profitability. We believe that Adjusted EBITDA and Adjusted EBITDA margin provide management, investors and creditors with useful measures of the operational results of our business and increase the period-to-period comparability of our operating profitability and comparability with other companies. Adjusted EBITDA margin is also used in the calculation of management's incentive compensation program. The most directly comparable U.S. generally accepted accounting principles ("GAAP") measure to Adjusted EBITDA is Net income. Adjusted EBITDA is calculated as the earnings before interest expense, income tax expense, amortization of intangible assets, depreciation of property, plant and equipment and other adjustments as defined by our debt agreement. Adjusted EBITDA margin is calculated as Adjusted EBITDA divided by net sales.

We use Adjusted free cash flow to evaluate the amount of cash generated by our business that, after the capital investment needed to maintain and grow our business and certain mandatory debt service requirements, can be used for repayment of debt, stockholder distributions and strategic opportunities, including investing in our business and strengthening our balance sheet. We believe that Adjusted free cash flow enhances the understanding of the cash flows of our business for management, investors and creditors. Adjusted free cash flow is also used in the calculation of management's incentive compensation program. The most directly comparable GAAP measure to Adjusted free cash flow is Net cash provided by operating activities.

## Call Agenda

---

- **Q2 2017 Performance**
- **2017 Guidance Update**



## Q2 2017 Performance Summary

(\$ in millions)	Q2 2017	Q2 2016	% Variance
Net Sales	\$580	\$475	22.1%
Gross Margin %	50.0%	47.8%	220 bps
Net Income	\$95	\$61	55.7%
Adjusted EBITDA <sup>(1)</sup>	\$225	\$173	30.1%
Adjusted Free Cash Flow <sup>(1)</sup>	\$154	\$157	(1.9%)

### Commentary

**Net Sales:** increase was principally driven by higher demand in the Service Parts, Support Equipment & Other and Global On-Highway end markets.

**Gross Margin:** increase was principally driven by increased net sales and price increases on certain products partially offset by higher incentive compensation expense.

**Net Income:** increase was principally driven by increased gross profit partially offset by increased income tax expense, increased selling, general and administrative expense, increased technology-related investment expense and increased engineering-research and development expense.

**Adjusted EBITDA:** increase was principally driven by increased net sales and price increases on certain products partially offset by higher incentive compensation expense, higher manufacturing expense commensurate with increased net sales, increased commercial activities spending and increased product initiatives spending.

**Adjusted Free Cash Flow:** decrease was principally driven by increased accounts receivable commensurate with increased net sales, increased cash income taxes and increased cash interest expense partially offset by increased gross profit, higher accounts payable and decreased capital expenditures.

(1) See Appendix for a reconciliation of Adjusted EBITDA and Adjusted Free Cash Flow.

## Q2 2017 Sales Performance

(\$ in millions)

End Markets	Q2 2017	Q2 2016	% Variance	Commentary
North America On-Hwy	\$299	\$264	13%	Principally driven by higher demand for Rugged Duty Series, Highway Series and Transit/Other Bus models partially offset by lower demand in Pupil Transport/Shuttle models
North America Hybrid-Propulsion Systems for Transit Bus	\$15	\$16	(6%)	Principally driven by the timing of certain transit property orders
North America Off-Hwy	\$5	\$1	400%	Principally driven by higher demand from hydraulic fracturing applications
Defense	\$30	\$28	7%	Principally driven by higher demand for Tracked Defense
Outside North America On-Hwy	\$85	\$74	15%	Principally driven by higher demand in Asia and Europe
Outside North America Off-Hwy	\$10	\$3	233%	Principally driven by improved demand in the China energy sector
Service Parts, Support Equipment & Other	\$136	\$89	53%	Principally driven by higher demand for North America Off-Highway service parts, North America On-Highway service parts and Global Support Equipment
<b>Total</b>	<b>\$580</b>	<b>\$475</b>	<b>22%</b>	

## Q2 2017 Financial Performance

(\$ in millions, except per share data)	Q2 2017	Q2 2016	\$ Var	% Var	Commentary
Net Sales	\$580	\$475	\$105	22.1%	Increase was principally driven by higher demand in the Service Parts, Support Equipment & Other and Global On-Highway end markets
Cost of Sales	\$290	\$248	(\$42)	(16.9%)	
Gross Profit	\$290	\$227	\$63	27.8%	Increase was principally driven by increased net sales and price increases on certain products partially offset by higher incentive compensation expense and higher manufacturing expense commensurate with increased net sales
Operating Expenses					
Selling, General and Administrative	\$88	\$78	(\$10)	(12.8%)	Increase was principally driven by higher incentive compensation expense, increased commercial activities spending and higher stock-based compensation expense
Engineering – Research and Development	\$25	\$22	(\$3)	(13.6%)	Increase was principally driven by higher incentive compensation expense and increased product initiatives spending
Total Operating Expenses	\$113	\$100	(\$13)	(13.0%)	
Operating Income	\$177	\$127	\$50	39.4%	
Interest Expense, net	(\$27)	(\$28)	\$1	3.6%	Decrease was principally driven by refinancing activities and favorable mark-to-market adjustments for our interest rate derivatives partially offset by interest expense for our interest rate derivatives that became effective in August 2016 and interest expense for revolving credit facility borrowings
Other Expense, net	(\$4)	\$0	(\$4)	N/A	
Income Before Income Taxes	\$146	\$99	\$47	47.5%	
Income Tax Expense	(\$51)	(\$38)	(\$13)	(34.2%)	Decrease in effective tax rate principally driven by increased U.S. income tax deductions and discrete activity related to the excess tax benefit from stock-based compensation
Net Income	\$95	\$61	\$34	55.7%	
Diluted Earnings Per Share	\$0.63	\$0.36	\$0.27	75.0%	Q2 2017: 152M shares; Q2 2016: 170M shares
Adjusted EBITDA <sup>(1)</sup>	\$225	\$173	\$52	30.1%	
Adjusted EBITDA Margin <sup>(1)</sup>	38.8%	36.5%	-	2.3%	

(1) See Appendix for a reconciliation from Net Income.

## Q2 2017 Cash Flow Performance

(\$ in millions)	Q2 2017	Q2 2016	\$ Variance	% Variance	Commentary
Net Cash Provided by Operating Activities	\$166	\$170	(\$4)	(2.4%)	Principally driven by increased accounts receivable commensurate with increased net sales, increased cash income taxes and increased cash interest expense partially offset by increased gross profit and higher accounts payable
CapEx	\$12	\$16	(\$4)	(25.0%)	Principally driven by timing
Adjusted Free Cash Flow <sup>(1)</sup>	\$154	\$157	(\$3)	(1.9%)	Principally driven by decreased Net Cash Provided by Operating Activities and 2016 stockholder activist expense partially offset by decreased capital expenditures

(\$ in millions)	Q2 2017	Q2 2016	\$ Variance	% Variance	Commentary
Operating Working Capital <sup>(2)</sup> Percentage of LTM Sales	12.1%	11.1%	N/A	100 bps	Principally driven by increased net sales
Cash Paid for Interest	\$41	\$21	\$20	95.2%	Principally driven by timing of interest payments associated with the Q3 2016 refinancing of long-term debt
Cash Paid for Income Taxes	\$31	\$5	\$26	520.0%	Principally driven by the 2016 exhaustion of net operating losses and the intra-year timing of income tax payments

(1) See Appendix for a reconciliation of Adjusted Free Cash Flow.

(2) Operating Working Capital = A/R + Inventory – A/P.

## 2017 Guidance Update

	Guidance	Commentary
Net Sales Change from 2016	15 to 17 percent	Full year 2017 net sales guidance reflects stronger demand for North America Off-Highway service parts, North America On-Highway products and Global Off-Highway products. Our full year 2017 net sales outlook also assumes price increases on certain products.
Adjusted EBITDA Margin	35.5 to 36.5 percent	
Adjusted Free Cash Flow (\$ in millions)	\$485 to \$505	
CapEx (\$ in millions)		
Maintenance	\$80	Subject to timely completion of development and sourcing milestones
New Products	\$5 to \$15	
Cash Income Taxes (\$ in millions)	\$80 to \$90	

# APPENDIX

## Non-GAAP Financial Information

# Non-GAAP Reconciliations (1 of 2)

## Adjusted EBITDA reconciliation

\$ in millions, Unaudited	For the year ended December 31,					Three months ended June 30,		Last twelve months ended June 30,
	2012	2013	2014	2015	2016	2016	2017	2017
<b>Net income</b>	<b>\$514</b>	<b>\$165</b>	<b>\$229</b>	<b>\$182</b>	<b>\$215</b>	<b>\$61</b>	<b>\$95</b>	<b>\$284</b>
plus:								
Interest expense, net	151	133	138	114	101	28	27	91
Income tax (benefit) expense	(298)	101	139	107	126	38	51	154
Fee to terminate services agreement with Sponsors	16	—	—	—	—	—	—	—
Technology-related investment expenses	14	5	2	—	1	—	3	4
Public offering expenses	6	2	1	—	—	—	—	—
Impairments	—	—	15	81	—	—	—	—
Environmental remediation	—	—	—	14	—	—	—	—
Amortization of intangible assets	150	105	99	97	92	23	23	91
Depreciation of property, plant and equipment	103	99	94	88	84	21	20	81
Loss on redemptions and repayments of long-term debt	22	1	1	1	—	—	—	—
Stockholder activism expenses	—	—	—	—	4	—	—	—
Dual power inverter module extended coverage	9	(2)	1	(2)	1	—	—	—
UAW Local 933 signing bonus	9	—	—	—	—	—	—	—
Benefit plan re-measurement	2	—	—	—	—	—	—	—
Unrealized (gain) loss on commodity hedge contracts	(1)	2	(1)	1	(2)	(1)	1	—
Unrealized loss (gain) on foreign exchange	—	2	5	1	1	1	1	(2)
Expenses related to long-term debt refinancing	—	—	—	25	12	—	—	12
Restructuring charges	—	1	1	—	—	—	—	—
Other, net <sup>(1)</sup>	8	13	15	11	9	2	4	11
<b>Adjusted EBITDA</b>	<b>\$705</b>	<b>\$627</b>	<b>\$739</b>	<b>\$720</b>	<b>\$644</b>	<b>\$173</b>	<b>\$225</b>	<b>\$726</b>
<b>Net Sales</b>	<b>\$2,142</b>	<b>\$1,927</b>	<b>\$2,127</b>	<b>\$1,986</b>	<b>\$1,840</b>	<b>\$475</b>	<b>\$580</b>	<b>\$1,982</b>
<b>Adjusted EBITDA margin</b>	<b>32.9%</b>	<b>32.5%</b>	<b>34.7%</b>	<b>36.2%</b>	<b>35.0%</b>	<b>36.5%</b>	<b>38.8%</b>	<b>36.6%</b>

(1) Includes income related to benefit plan adjustments, employee stock compensation expense, service fees paid to Allison's Sponsors

## Non-GAAP Reconciliations (2 of 2)

### Adjusted Free Cash Flow reconciliation

\$ in millions, Unaudited	For the year ended December 31,					Three months ended June 30,		Last twelve months ended June 30,
	2012	2013	2014	2015	2016	2016	2017	2017
<b>Net Cash Provided by Operating Activities</b>	<b>\$498</b>	<b>\$464</b>	<b>\$573</b>	<b>\$580</b>	<b>\$591</b>	<b>\$170</b>	<b>\$166</b>	<b>\$580</b>
(Deductions) or Additions:								
Long-lived assets	(124)	(75)	(64)	(58)	(71)	(16)	(12)	(69)
Fee to terminate services agreement with Sponsors	16	—	—	—	—	—	—	—
Technology-related license expenses	12	6	6	—	—	—	—	—
Stockholder activism expenses	—	—	—	—	4	3	—	—
Excess tax benefit from stock-based compensation	5	14	25	8	6	—	—	6
<b>Adjusted Free Cash Flow</b>	<b>\$407</b>	<b>\$409</b>	<b>\$540</b>	<b>\$530</b>	<b>\$530</b>	<b>\$157</b>	<b>\$154</b>	<b>\$517</b>
<b>Net Sales</b>	<b>\$2,142</b>	<b>\$1,927</b>	<b>\$2,127</b>	<b>\$1,986</b>	<b>\$1,840</b>	<b>\$475</b>	<b>\$580</b>	<b>\$1,982</b>
<b>Adjusted Free Cash Flow (% to Net Sales)</b>	<b>19.0%</b>	<b>21.2%</b>	<b>25.4%</b>	<b>26.7%</b>	<b>28.8%</b>	<b>33.1%</b>	<b>26.6%</b>	<b>26.1%</b>