

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

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

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

1. Name and Address of Reporting Person* <u>Onex Partners GP Inc.</u> (Last) (First) (Middle) 712 FIFTH AVENUE 40TH FLOOR (Street) NEW YORK NY 10019 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Allison Transmission Holdings Inc [ALSN]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) 02/28/2014	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	02/28/2014		s		14,375,000	D	\$29.17	35,321,249	I	See Footnotes ⁽¹⁾ (2)(3)(4)

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 Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date					

1. Name and Address of Reporting Person*

Onex Partners GP Inc.

(Last) (First) (Middle)

712 FIFTH AVENUE
40TH FLOOR

(Street)

NEW YORK NY 10019

(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*

New PCo II Investments, Ltd.

(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 GP LP

(Last)

(First)

(Middle)

712 FIFTH AVENUE
40TH FLOOR

(Street)

NEW YORK NY 10019

(City)

(State)

(Zip)

1. Name and Address of Reporting Person*

Onex Allison Co-Invest LP

(Last)

(First)

(Middle)

712 FIFTH AVENUE
40TH FLOOR

(Street)

NEW YORK NY 10019

(City)

(State)

(Zip)

1. Name and Address of Reporting Person*

ONEX PARTNERS II L P

(Last)

(First)

(Middle)

712 FIFTH AVENUE
40TH FLOOR

(Street)

NEW YORK NY 10019

(City)

(State)

(Zip)

1. Name and Address of Reporting Person*

Onex US Principals LP

(Last)

(First)

(Middle)

421 LEADER STREET

(Street)

MARION OH 43302

(City)

(State)

(Zip)

Explanation of Responses:

1. Following the reported transaction, includes: (i) 15,968,418 shares of common stock held by Onex Partners II LP; (ii) 10,735,459 shares of common stock held by Onex Allison Holding Limited S.a R.L.; (iii) 7,527,479 shares of common stock held by Onex Allison Co-Invest LP; (iv) 300,828 shares of common stock held by Onex US Principals LP; and (v) 150,086 shares of common stock held by Onex Partners II GP LP.

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 Allison Holding Limited S.a R.L., through Onex Corporation's ownership of all of the equity of Onex American Holdings II LLC, which owns all of the equity of each of Allison Executive Investco LLC, which owns all of the equity of Allison Executive Investco II LLC, and Onex American Holdings Subco LLC, which owns all of the equity interests of OAH Wind LLC, which OAH Wind LLC and Allison Executive Investco II LLC own all of the equity interests of Onex Allison Holding Limited S.a R.L.; (continued)

3. (c) 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; (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; and (e) 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.

4. New PCo II Investments Ltd. is the record holder of 637,794 shares of common stock and 1,185 shares of non-voting common stock. 1597257 Ontario Inc., the sole shareholder of New PCo II Investments Ltd., is 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 beneficially own all of the common stock owned beneficially by Onex Corporation. Mr. Schwartz disclaims any such beneficial ownership. Mr. Schwartz has indirect voting and investment control of Onex Corporation.

Remarks:

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.a R.L. are filing a separate Form 4.

By: /s/ Andrea E. Daly,
Authorized Person
ONEX US PRINCIPALS LP,
By: /s/ Donald F. West, 03/04/2014
Authorized Person
ONEX PARTNERS II GP LP,
By: Onex Partners GP Inc., its 03/04/2014
general partner, By: /s/ Andrea
E. Daly, Authorized Person
ONEX ALLISON CO-
INVEST LP, By: Onex
Partners II GP LP, its general
partner, By: Onex Partners
Manager LP, its Agent, By: 03/04/2014
Onex Partners Manager GP
ULC, its general partner, By:
/s/ Andrea E. Daly, Authorized
Person
ONEX PARTNERS II LP, By
Onex Partners II GP LP, its
general partner, By Onex
Partners Manager LP, its 03/04/2014
Agent, By Onex Partners
Manager GP ULC, its general
partner, By: /s/ Andrea E. Daly,
Authorized Person
1597257 ONTARIO INC., By:
/s/ Andrea E. Daly, Authorized 03/04/2014
Person
NEW PCO II INVESTMENTS
LTD., By: /s/ Andrea E. Daly, 03/04/2014
Authorized Person

** 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 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).

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.