

Allison Transmission Holdings Inc  
Form SC 13G/A  
February 14, 2014

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

**SCHEDULE 13G**  
**Under the Securities Exchange Act of 1934**  
**(Amendment No. 1)\***

**ALLISON TRANSMISSION HOLDINGS, INC.**

**(Name of Issuer)**

**Common Stock**

**(Title of Class of Securities)**

**01973R101**

**(CUSIP Number)**

**December 31, 2013**

**(Date of Event which Requires filing of this Statement)**

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

.. Rule 13d-1(b)

Rule 13d-1(c)

Rule 13d-1(d)

\* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be filed for the purpose of Section 18 of the Securities Exchange Act of 1934 ( Act ) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

**1 NAMES OF REPORTING PERSONS**

**2 The Carlyle Group L.P.**  
**CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP**

(a) " (b) "

**3 SEC USE ONLY**

**4 CITIZEN OR PLACE OF ORGANIZATION**

**Delaware**

**5 SOLE VOTING POWER**

**NUMBER OF**

**SHARES**

**6 0 SHARED VOTING POWER**

**BENEFICIALLY**

**OWNED BY**

**7 49,696,250 SOLE DISPOSITIVE POWER**

**EACH**

**REPORTING**

**PERSON**

**8 0 SHARED DISPOSITIVE POWER**

**WITH**

**9 49,696,250**  
**AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON**

**49,696,250**

**10** CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

**11** **Not Applicable**  
PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

**12** **27.1%**  
TYPE OF REPORTING PERSON

**PN**

**1 NAMES OF REPORTING PERSONS**

**2 Carlyle Group Management L.L.C.**  
**CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP**

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**10** CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

**11** **Not Applicable**  
PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

**12** **27.1%**  
TYPE OF REPORTING PERSON

**OO (Limited Liability Company)**

**1** NAMES OF REPORTING PERSONS

**Carlyle Holdings I GP Inc.**

**2** CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

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TYPE OF REPORTING PERSON

**CO**



**1** NAMES OF REPORTING PERSONS

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TYPE OF REPORTING PERSON

**PN**

**1** NAMES OF REPORTING PERSONS

**2** **TC Group, L.L.C.**  
CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

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**Delaware**

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**BENEFICIALLY**

**OWNED BY** **49,696,250**  
**EACH** **7** SOLE DISPOSITIVE POWER

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**PERSON** **0**  
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TYPE OF REPORTING PERSON

**OO (Limited Liability Company)**

**1 NAMES OF REPORTING PERSONS**

**2 TC Group IV Managing GP, L.L.C.**  
**CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP**

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**OWNED BY**

**49,696,250**  
**7 SOLE DISPOSITIVE POWER**

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PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

**12** **27.1%**  
TYPE OF REPORTING PERSON

**OO (Limited Liability Company)**



**1** NAMES OF REPORTING PERSONS

**2** **Carlyle Partners IV AT Holdings, L.P.**  
CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)  (b)

**3** SEC USE ONLY

**4** CITIZEN OR PLACE OF ORGANIZATION

**Delaware**

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**6** SHARED VOTING POWER

**BENEFICIALLY**

**OWNED BY** **49,696,250**  
**EACH** **7** SOLE DISPOSITIVE POWER

**REPORTING**

**PERSON** **0**  
**8** SHARED DISPOSITIVE POWER

**WITH**

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PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

**12** **27.1%**  
TYPE OF REPORTING PERSON

**PN**

CUSIP No. 01973R101

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**ITEM 1. (a) Name of Issuer:**

Allison Transmission Holdings, Inc. (the Issuer )

**(b) Address of Issuer s Principal Executive Offices:**

One Allison Way

Indianapolis, IN 46222

**ITEM 2. (a) Name of Person Filing:**

Each of the following is hereinafter individually referred to as a Reporting Person and collectively as the Reporting Persons. This statement is filed on behalf of:

Carlyle Group Management L.L.C.

The Carlyle Group L.P.

Carlyle Holdings I GP Inc.

Carlyle Holdings I GP Sub L.L.C.

Carlyle Holdings I L.P.

TC Group, L.L.C.

TC Group IV Managing GP, L.L.C.

Carlyle Partners IV AT Holdings, L.P.

**(b) Address or Principal Business Office:**

The business address of each of the Reporting Persons is c/o The Carlyle Group, 1001 Pennsylvania Avenue, N.W., Suite 220 South, Washington, D.C. 20004-2505.

(c) **Citizenship of each Reporting Person is:**

Each of the Reporting Persons is organized in the state of Delaware.

(d) **Title of Class of Securities:**

Common stock, \$0.01 par value per share ( Common Stock )

(e) **CUSIP Number:**

01973R101

**ITEM 3.**

Not applicable.

**ITEM 4. Ownership**  
**Ownership (a-c)**

The ownership information presented below represents beneficial ownership of Common Stock of the Issuer as of December 31, 2013, based upon 183,049,225 shares of the Issuer's Common Stock outstanding as of December 5, 2013.

Reporting Person	Amount beneficially owned	Percent of class:	Sole	Shared	Sole	Shared
			power to vote or direct the vote:	power to vote or direct the vote:	power to dispose or direct the disposition	power to dispose or direct the disposition
Carlyle Group Management L.L.C.	49,696,250	27.1%	0	49,696,250	0	49,696,250
The Carlyle Group L.P.	49,696,250	27.1%	0	49,696,250	0	49,696,250
Carlyle Holdings I GP Inc.	49,696,250	27.1%	0	49,696,250	0	49,696,250
Carlyle Holdings I GP Sub L.L.C.	49,696,250	27.1%	0	49,696,250	0	49,696,250
Carlyle Holdings I L.P.	49,696,250	27.1%	0	49,696,250	0	49,696,250
TC Group, L.L.C.	49,696,250	27.1%	0	49,696,250	0	49,696,250
TC Group IV Managing GP, L.L.C.	49,696,250	27.1%	0	49,696,250	0	49,696,250
Carlyle Partners IV AT Holdings, L.P.	49,696,250	27.1%	0	49,696,250	0	49,696,250

Carlyle Partners IV AT Holdings, L.P. is the record holder of 49,696,250 shares of the Issuer's Common Stock. Carlyle Group Management L.L.C. is the general partner of The Carlyle Group L.P., which is a publicly traded entity listed on NASDAQ. The Carlyle Group L.P. is the sole shareholder of Carlyle Holdings I GP Inc., which is the managing member of Carlyle Holdings I GP Sub L.L.C., which is the general partner of Carlyle Holdings I L.P., which is the managing member of TC Group, L.L.C., which is the managing member of TC Group IV Managing GP, L.L.C., which is the general partner of Carlyle Partners IV AT Holdings, L.P. Accordingly, each of the foregoing entities may be deemed to share beneficial ownership of the shares of Common Stock owned of record by Carlyle Partners IV AT Holdings, L.P.

**ITEM 5. Ownership of Five Percent or Less of a Class**

Not applicable.

**ITEM 6. Ownership of More than Five Percent on Behalf of Another Person**

Not applicable.

**ITEM 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on  
By the Parent Holding Company**

Not applicable.

CUSIP No. 01973R101

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**ITEM 8. Identification and Classification of Members of the Group**

Not applicable.

**ITEM 9. Notice of Dissolution of Group**

Not applicable.

**ITEM 10. Certification**

Not applicable.

CUSIP No. 01973R101

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**SIGNATURE**

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

**Date:** February 14, 2014

**CARLYLE GROUP MANAGEMENT  
L.L.C.**

By: /s/ Jeremy W. Anderson,  
attorney-in-fact  
Name: Daniel D Aniello  
Title: Chairman

**THE CARLYLE GROUP L.P.**

By: Carlyle Group Management L.L.C., its general partner

By: /s/ Jeremy W. Anderson,  
attorney-in-fact  
Name: Daniel D Aniello  
Title: Chairman

**CARLYLE HOLDINGS I GP INC.**

By: /s/ Jeremy W. Anderson,  
attorney-in-fact  
Name: Daniel D Aniello  
Title: Chairman

**CARLYLE HOLDINGS I GP SUB L.L.C.**

By: Carlyle Holdings I GP Inc., its managing member

By: /s/ Jeremy W. Anderson,  
attorney-in-fact  
Name: Daniel D Aniello  
Title: Chairman

**CARLYLE HOLDINGS I L.P.**

By: Carlyle Holdings I GP Sub L.L.C., its general partner  
By: Carlyle Holdings I GP Inc., its managing member



By: /s/ Jeremy W. Anderson,  
attorney-in-fact  
Name: Daniel D Aniello  
Title: Chairman

CUSIP No. 01973R101

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**TC GROUP, L.L.C.**

By: Carlyle Holdings I L.P., its managing member

By: /s/ Jeremy W. Anderson,  
attorney-in-fact  
Name: Daniel D Aniello  
Title: Chairman

**TC GROUP IV MANAGING GP, L.L.C.**

By: /s/ Jeremy W. Anderson  
Name: Jeremy W. Anderson  
Title: Authorized Person

**CARLYLE PARTNERS IV AT  
HOLDINGS, L.P.**

By: TC Group IV Managing GP, L.L.C., its general partner

By: /s/ Jeremy W. Anderson  
Name: Jeremy W. Anderson  
Title: Authorized Person

**LIST OF EXHIBITS**

<b>Exhibit No.</b>	<b>Description</b>
24	Power of Attorney (incorporated by reference to Exhibit 24 to the Schedule 13G filed by the Reporting Persons on February 14, 2013).
99	Joint Filing Agreement (incorporated by reference to Exhibit 99 to the Schedule 13G filed by the Reporting Persons on February 14, 2013).