

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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hours per response: 0.5

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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>Spivy Gregory P</u> (Last) (First) (Middle) <u>ONE LETTERMAN DRIVE</u> <u>BUILDING D, 4TH FLOOR</u> (Street) <u>SAN FRANCISCO</u> <u>CA</u> <u>94129</u> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Allison Transmission Holdings Inc [</u> <u>ALSN]</u> 3. Date of Earliest Transaction (Month/Day/Year) <u>03/15/2017</u> 4. If Amendment, Date of Original Filed (Month/Day/Year)	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) <input checked="" type="checkbox"/> Other (specify below) <u>See Remarks</u> 6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person
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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			

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	Title Amount or Number of Shares				
Dividend Equivalent Rights	(1)	03/15/2017		A	15	(1) (1)	Common Stock 15	\$0	69	D ⁽²⁾	

1. Name and Address of Reporting Person* <u>Spivy Gregory P</u> (Last) (First) (Middle) <u>ONE LETTERMAN DRIVE</u> <u>BUILDING D, 4TH FLOOR</u> (Street) <u>SAN FRANCISCO</u> <u>CA</u> <u>94129</u> (City) (State) (Zip)
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1. Name and Address of Reporting Person*

[ValueAct Holdings, L.P.](#)

(Last) (First) (Middle)

ONE LETTERMAN DRIVE
BUILDING D, 4TH FLOOR

(Street)

SAN FRANCISCO CA 94129

(City) (State) (Zip)

1. Name and Address of Reporting Person*

[ValueAct Capital Master Fund, L.P.](#)

(Last) (First) (Middle)

ONE LETTERMAN DRIVE
BUILDING D, 4TH FLOOR

(Street)

SAN FRANCISCO CA 94129

(City) (State) (Zip)

1. Name and Address of Reporting Person*

[VA Partners I, LLC](#)

(Last) (First) (Middle)

ONE LETTERMAN DRIVE
BUILDING D, 4TH FLOOR

(Street)

SAN FRANCISCO CA 94129

(City) (State) (Zip)

1. Name and Address of Reporting Person*

[ValueAct Capital Management, L.P.](#)

(Last) (First) (Middle)

ONE LETTERMAN DRIVE
BUILDING D, 4TH FLOOR

(Street)

SAN FRANCISCO CA 94129

(City) (State) (Zip)

1. Name and Address of Reporting Person*

[ValueAct Capital Management, LLC](#)

(Last) (First) (Middle)

ONE LETTERMAN DRIVE
BUILDING D, 4TH FLOOR

(Street)

SAN FRANCISCO CA 94129

(City) (State) (Zip)

1. Name and Address of Reporting Person*

ValueAct Holdings GP, LLC

(Last) (First) (Middle)

ONE LETTERMAN DRIVE
BUILDING D, 4TH FLOOR

(Street)

SAN FRANCISCO CA 94129

(City) (State) (Zip)

Explanation of Responses:

1. The dividend equivalent rights accrued on previously awarded restricted stock units ("RSUs") and vest proportionately with the RSUs to which they relate. Each dividend equivalent right is the economic equivalent of one share of Allison Transmission Holdings, Inc. common stock.

2. The ValueAct entities referred to in this footnote 2 are collectively referred to herein as "ValueAct Capital." Under an agreement with ValueAct Capital, Gregory P. Spivy is deemed to hold the common stock for the benefit of the limited partners of ValueAct Capital Master Fund, L.P., (ii) ValueAct Capital Management, L.P. as the manager of ValueAct Capital Master Fund, L.P., (iii) ValueAct Capital Management, LLC as General Partner of ValueAct Capital Management, L.P., (iv) ValueAct Holdings, L.P. as the sole owner of the limited partnership interests of ValueAct Capital Management, L.P. and the membership interests of ValueAct Capital Management, LLC and as the majority owner of the membership interests of VA Partners I, LLC and (v) ValueAct Holdings GP, LLC as General Partner of ValueAct Holdings, L.P.

Remarks:

Explanation of Responses: - The reporting persons herein may be deemed to be members of a "group" for purposes of the Securities Exchange Act of 1934, as amended. Each reporting person disclaims beneficial ownership of any securities deemed to be owned by the group that are not directly owned by such reporting person. This report shall not be deemed an admission that such reporting person is a member of a group or the beneficial owner of any securities not directly owned by such reporting person. - Gregory P. Spivy, a Partner at ValueAct Capital, serves on the board of directors of the Issuer. As a result, the other reporting persons herein may be deemed directors by deputization.

By: /s/ Gregory P. Spivy 03/17/2017VALUEACT HOLDINGS, L.P.,By: VALUEACT HOLDINGS
GP, LLC, its General Partner. 03/17/2017By: /s/ Bradley E. Singer,
Chief Operating OfficerVALUEACT CAPITALMASTER FUND, L.P., By: VAPARTNERS I, LLC, its
General Partner. By: /s/ 03/17/2017Bradley E. Singer, Chief
Operating OfficerVA PARTNERS I, LLC, By:/s/ Bradley E. Singer, Chief 03/17/2017
Operating OfficerVALUEACT CAPITALMANAGEMENT, L.P., By:VALUEACT CAPITAL
MANAGEMENT, LLC, its 03/17/2017General Partner. By: /s/
Bradley E. Singer, Chief
Operating OfficerVALUEACT CAPITALMANAGEMENT, LLC, By: /s/ 03/17/2017
Bradley E. Singer, ChiefOperating OfficerVALUEACT HOLDINGS GP,LLC, By: /s/ Bradley E.
Singer, Chief Operating 03/17/2017Officer

** 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.