

Allison Transmission Holdings Inc  
Form 8-K  
January 25, 2016

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 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) January 23, 2016**

**ALLISON TRANSMISSION HOLDINGS, INC.**

**(Exact name of registrant as specified in its charter)**

**Delaware**  
**(State or other jurisdiction**

**of incorporation)**

**One Allison Way, Indianapolis, Indiana**

**001-35456**  
**(Commission**

**File Number)**

**26-0414014**  
**(IRS Employer**

**Identification No.)**

**46222**

Edgar Filing: Allison Transmission Holdings Inc - Form 8-K

**(Address of principal executive offices)**

**(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 communications 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))

**Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

**Resignation of Directors**

On January 23, 2016, Marsha Mishler notified the Board of Directors ( Board ) of Allison Transmission Holdings, Inc. (the Company ) that she was resigning as a director of the Company and as a member of the Audit Committee of the Board, effective immediately. Ms. Mishler's decision to resign was not as a result of any disagreement with the Company.

On January 23, 2016, Gregory Ledford notified the Board that he would not stand for re-election at the Company's 2016 annual meeting of stockholders. Mr. Ledford's decision to not stand for re-election was not as a result of any disagreement with the Company.

**Appointment of New Director**

On January 25, 2016, the Company issued a press release to announce that on January 24, 2016, its Board, upon the recommendation of the Nominating and Corporate Governance Committee, appointed Alvaro Garcia-Tunon to serve as a Class II member of the Company's Board, effective immediately, with a term to expire at the Company's 2017 annual meeting of stockholders. The appointment of Mr. Garcia-Tunon fills the vacancy created by Ms. Mishler's resignation. In addition, Mr. Garcia-Tunon has been appointed to serve on the Audit Committee of the Board.

As a non-management director, Mr. Garcia-Tunon will receive compensation in accordance with the Company's Second Amended and Restated Non-Employee Director Compensation Policy ( Policy ). (See the Policy filed as Exhibit 10.37 to the Company's Quarterly Report on Form 10-Q for the quarter ended March 31, 2015 with the Securities and Exchange Commission ( SEC ) on April 28, 2015.) In addition, it is expected that Mr. Garcia-Tunon will execute the Company's standard form of director indemnification agreement. (See the Form of Director Indemnification Agreement filed as Exhibit 10.9 to Amendment No. 2 to the Company's Registration Statement on Form S-1 filed with the SEC on May 16, 2011.) There was no arrangement or understanding pursuant to which Mr. Garcia-Tunon was elected as a director, and there are no related party transactions between the Company and Mr. Garcia-Tunon.

A copy of the Company's press release announcing the appointment of Mr. Garcia-Tunon to the Board is attached hereto as Exhibit 99.1 and the information set forth therein is incorporated herein by reference.

**Item 9.01 Financial Statements and Exhibits.**

*(d) Exhibits.*

<b>Exhibit Number</b>	<b>Description</b>
99.1	Press Release issued by Allison Transmission Holdings, Inc., dated January 25, 2016.

**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.

**Date:** January 25, 2016

Allison Transmission Holdings, Inc.

**By:** /s/ Eric C. Scroggins

**Name:** Eric C. Scroggins

**Title:** Vice President, General Counsel and Secretary

**EXHIBIT INDEX**

<b>Exhibit Number</b>	<b>Description</b>
99.1	Press Release issued by Allison Transmission Holdings, Inc., dated January 25, 2016.