

Allison Transmission Holdings Inc
Form 8-K
May 14, 2013

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) May 8, 2013

ALLISON TRANSMISSION HOLDINGS, INC.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction

of incorporation)

001-35456
(Commission

File Number)

26-0414014
(IRS Employer

Identification No.)

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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 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 5.07 Submission of Matters to a Vote of Security Holders.

On May 8, 2013, Allison Transmission Holdings, Inc. (the Company) held its annual meeting of stockholders. At the meeting, stockholders took the following actions:

elected three (3) directors for three-year terms ending at the 2016 annual meeting of stockholders (Proposal 1);

approved, on a non-binding, advisory basis, the compensation paid to the Company's named executive officers as disclosed in the Company's proxy statement (Proposal 2);

approved, on a non-binding, advisory basis, the holding of future advisory votes on the compensation paid to the Company's named executive officers every three years (Proposal 3); and

ratified the appointment of PricewaterhouseCoopers LLP as the Company's independent registered public accounting firm for 2013 (Proposal 4).

The vote tabulation for each proposal follows:

Proposal 1 Election of Directors.

| Nominees | FOR | WITHHELD | BROKER NON-VOTES |
|--------------------|-------------|-----------|------------------|
| David F. Denison | 179,938,007 | 356,446 | 1,640,381 |
| Gregory S. Ledford | 175,706,624 | 4,587,829 | 1,640,381 |
| Seth M. Mersky | 175,695,902 | 4,598,551 | 1,640,381 |

Proposal 2 Advisory Vote on Executive Compensation.

| FOR | AGAINST | ABSTAIN | BROKER NON-VOTES |
|-------------|-----------|---------|------------------|
| 173,203,152 | 6,885,151 | 206,150 | 1,640,381 |

Proposal 3 Advisory Vote on the Frequency of Future Advisory Votes on Executive Compensation.

| 3 YEARS | 2 YEARS | 1 YEAR | ABSTAIN | BROKER NON-VOTES |
|-------------|---------|------------|---------|------------------|
| 157,457,300 | 14,024 | 22,816,797 | 6,332 | 1,640,381 |

In accordance with the Board of Directors' recommendation and the voting results on this advisory proposal, the Board of Directors has determined that the Company will hold future advisory votes on the compensation paid to the Company's named executive officers every three years until the next required advisory vote on the frequency of advisory votes on executive compensation, which will occur no later than the Company's annual meeting of stockholders in 2019.

Proposal 4 Ratification of Appointment of PwC.

| FOR | AGAINST | ABSTAIN |
|-------------|---------|---------|
| 181,924,919 | 6,908 | 3,007 |

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: May 14, 2013

Allison Transmission Holdings, Inc.

By: /s/ Eric C. Scroggins

Name: Eric C. Scroggins

Title: Vice President, General Counsel and Secretary