Allison Executive Investco II LLC Form 4

August 14, 2013

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

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January 31, 2005

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if no longer subject to Section 16. Form 4 or Form 5

obligations

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Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue.

30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Print or Type Responses)

08/12/2013

Stock

1. Name and Address of Reporting Person * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading **ONEX CORP** Issuer Symbol Allison Transmission Holdings Inc (Check all applicable) [ALSN] (Last) (First) (Middle) 3. Date of Earliest Transaction Director 10% Owner Other (specify Officer (give title (Month/Day/Year) below) 161 BAY STREET. 08/12/2013 (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) Form filed by One Reporting Person _X_ Form filed by More than One Reporting TORONTO, A6 M5J 2S1 Person (City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 2. Transaction Date 2A. Deemed 7. Nature of 1. Title of 3. 4. Securities Acquired (A) or 5. Amount of Execution Date, if Security (Month/Day/Year) TransactionDisposed of (D) Securities Ownership Indirect (Instr. 3) Code (Instr. 3, 4 and 5) Beneficially Beneficial Form: (Month/Day/Year) (Instr. 8) Owned Ownership Direct (D) or Indirect Following (Instr. 4) Reported (I) (A) Transaction(s) (Instr. 4) or (Instr. 3 and 4) Code V Amount (D) Price See Common footnotes

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

S

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63,446,249

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

11,902,500 D

(1) (2) (3)

(4) (5)

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| 1. Title of | 2. | 3. Transaction Date | 3A. Deemed | 4. | 5. | 6. Date Exerc | cisable and | 7. Title | e and | 8. Price of | 9. Nu |
|-------------|-------------|---------------------|--------------------|------------|------------|---------------|-------------|----------|----------|-------------|--------|
| Derivative | Conversion | (Month/Day/Year) | Execution Date, if | Transacti | onNumber | Expiration D | ate | Amou | nt of | Derivative | Deriv |
| Security | or Exercise | | any | Code | of | (Month/Day/ | Year) | Underl | ying | Security | Secui |
| (Instr. 3) | Price of | | (Month/Day/Year) | (Instr. 8) | Derivative | e | | Securit | ties | (Instr. 5) | Bene |
| | Derivative | | | | Securities | | | (Instr. | 3 and 4) | | Own |
| | Security | | | | Acquired | | | | | | Follo |
| | Ĭ | | | | (A) or | | | | | | Repo |
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| | | | | | (Instr. 3, | | | | | | Ì |
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| | | | | | | | | | Amount | | |
| | | | | | | Date | Expiration | | or | | |
| | | | | | | Exercisable | Date | | Number | | |
| | | | | | | 2.1010154010 | 2410 | | of | | |
| | | | | Code V | (A) (D) | | | | Shares | | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | | | | |
|--|---------------|-----------|---------|-------|--|--|--|
| Fg | Director | 10% Owner | Officer | Other | | | |
| ONEX CORP 161 BAY STREET TORONTO, A6 M5J 2S1 | | X | | | | | |
| SCHWARTZ GERALD W C/O ONEX CORPORATION 161 BAY STREET TORONTO, A6 M5J 2S1 | | X | | | | | |
| Onex American Holdings II LLC 421 LEADER STREET MARION, OH 43302 | | X | | | | | |
| Onex American Holdings GP LLC 421 LEADER STREET MARION, OH 43302 | | X | | | | | |
| Allison Executive Investco LLC 421 LEADER STREET MARION, OH 43302 | | X | | | | | |
| Allison Executive Investco II LLC 421 LEADER STREET MARION, OH 43302 | | X | | | | | |
| Onex American Holdings Subco LLC 421 LEADER STREET MARION, OH 43302 | | X | | | | | |
| OAH Wind LLC 421 LEADER STREET MARION, OH 43302 | | X | | | | | |
| | | X | | | | | |

Reporting Owners 2 Onex Allison Holding Ltd S.A.R.L. 421 LEADER STREET MARION, OH 43302

Signatures

| ONEX CORPORATION, By: /s/ Andrea E. Daly, Authorized Person | | | | | |
|--|------------|--|--|--|--|
| **Signature of Reporting Person | Date | | | | |
| /s/ Donald W. Lewtas, attorney-in-fact | | | | | |
| **Signature of Reporting Person | Date | | | | |
| ONEX AMERICAN HOLDINGS II LLC, By: /s/ Donald F. West, Authorized Person | 08/14/2013 | | | | |
| **Signature of Reporting Person | Date | | | | |
| ONEX AMERICAN HOLDINGS GP LLC, By: /s/ Donald F. West, Authorized Person | 08/14/2013 | | | | |
| **Signature of Reporting Person | Date | | | | |
| ALLISON EXECUTIVE INVESTCO LLC, By: /s/ Donald F. West, Authorized Person | 08/14/2013 | | | | |
| **Signature of Reporting Person | Date | | | | |
| ALLISON EXECUTIVE INVESTCO II LLC, By: /s/ Donald F. West, Authorized Person | 08/14/2013 | | | | |
| **Signature of Reporting Person | Date | | | | |
| ONEX AMERICAN HOLDINGS SUBCO LLC, By: /s/ Donald F. West, Authorized Person | 08/14/2013 | | | | |
| **Signature of Reporting Person | Date | | | | |
| OAH WIND LLC, By: /s/ Donald F. West, Authorized Person | 08/14/2013 | | | | |
| **Signature of Reporting Person | Date | | | | |
| ONEX ALLISON HOLDING LIMITED S.? R.L., By: /s/ Donald F. West, Authorized Person | 08/14/2013 | | | | |
| **Signature of Reporting Person | Date | | | | |

Explanation of Responses:

- * 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).
- Includes: (i) 28,683,478 shares of common stock held by Onex Partners II LP; (ii) 19,283,704 shares of common stock held by Onex (1) Allison Holding Limited S.a R.L.; (iii) 13,521,331 shares of common stock held by Onex Allison Co-Invest LP; (iv) 540,367 shares of common stock held by Onex US Principals LP; and (v) 269,594 shares of common stock held by Onex Partners II GP LP.
 - 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 of OAH Wind LLC and Allison Executive Investco II LLC own all of the equity of Onex Allison Holding Limited S.a R.L.; (continued)
 - (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
- (3) 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 Investments Ltd. is the record holder of 1,361,911 shares of common stock and 1,185 shares of non-voting common stock. 1597257 Ontario Inc., the sole shareholder of New PCo Investments Ltd., is an independent entity that is controlled by Mr. Gerald W.

Signatures 3

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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.

Due to the limitations of the electronic filing system, Onex Partners GP Inc., Onex US Principals LP, Onex Partners II GP LP, Onex Allison Co-Invest LP, Onex Partners II LP, 1597257 Ontario Inc. and New PCo Investments Ltd. are filing a separate Form 4.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.