

Allison Transmission Holdings Inc  
Form SC 13D/A  
February 12, 2016

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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SCHEDULE 13D/A

INFORMATION TO BE INCLUDED IN  
STATEMENTS FILED PURSUANT  
TO RULE 13d-1(a) AND AMENDMENTS  
THERE TO FILED PURSUANT TO  
RULE 13d-2(a)

Under the Securities Exchange Act of 1934  
(Amendment No. 2)

Allison Transmission Holdings, Inc.  
(Name of Issuer)

Common Stock, par value \$0.01 per share  
(Title of Class of Securities)

01973R101  
(CUSIP Number)

Marc Weingarten, Esq.

Eleazer Klein, Esq.  
Schulte Roth & Zabel LLP  
919 Third Avenue  
New York, New York 10022  
(212) 756-2000  
(Name, Address and Telephone Number of Person  
Authorized to Receive Notices and  
Communications)

February 12, 2016  
(Date of Event which Requires  
Filing of this Schedule)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(e), 13d-1(f) or 13d-1(g), check the following box. [ ]

**NOTE:** Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Rule 13d-7 for other parties to whom copies are to be sent.

(Continued on following pages)

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The information required on 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** NAME OF REPORTING PERSON

Ashe Capital Management, LP  
CHECK THE APPROPRIATE

**2** BOX IF A MEMBER OF (b) x A GROUP

**3** SEC USE ONLY SOURCE OF FUNDS

**4** AF CHECK BOX IF

**5** DISCLOSURE OF LEGAL PROCEEDING IS

REQUIRED PURSUANT TO ITEMS 2(d) or 2(e) CITIZENSHIP OR PLACE OF ORGANIZATION

**6** Delaware  
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

**7** SOLE VOTING POWER

10,031,115 Shares SHARED VOTING POWER

**8** 0 SOLE DISPOSITIVE POWER

**9** 10,031,115 Shares

**10**

SHARED  
DISPOSITIVE  
POWER

0

**11** AGGREGATE  
AMOUNT  
BENEFICIALLY  
OWNED BY EACH  
PERSON

10,031,115 Shares

**12** CHECK IF THE  
AGGREGATE  
AMOUNT IN  
ROW (11) ..  
EXCLUDES  
CERTAIN  
SHARES

**13** PERCENT OF CLASS  
REPRESENTED BY  
AMOUNT IN ROW (11)  
(see Item 5)

5.9%

**14** TYPE OF REPORTING  
PERSON

IA

**1** NAME OF REPORTING PERSON

William C. Crowley

**2** CHECK THE APPROPRIATE BOX IF A

MEMBER OF (b) x

**3** A GROUP

**4** SEC USE ONLY SOURCE OF FUNDS

PF; OO CHECK BOX

**5** IF DISCLOSURE OF LEGAL

PROCEEDING IS

REQUIRED PURSUANT

TO ITEMS 2(d) or 2(e)

CITIZENSHIP OR PLACE OF

**6** ORGANIZATION

Delaware

**7** NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

SOLE VOTING POWER

4,020 Shares<sup>(1)</sup>

**8** SHARED VOTING POWER

0 SOLE DISPOSITIVE POWER

**9**

4,020 Shares<sup>(1)</sup>

**10** SHARED DISPOSITIVE POWER

	0
<b>11</b>	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH PERSON
<b>12</b>	4,020 Shares <sup>(1)</sup> CHECK IF THE AGGREGATE AMOUNT IN ROW (11)       .. EXCLUDES CERTAIN SHARES PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) (see Item 5)
<b>13</b>	
<b>14</b>	0.0% TYPE OF REPORTING PERSON  IN

(1) The 4,020 Shares are held in the William C. Crowley Roth IRA (the "Roth IRA").

This Amendment No. 2 (“Amendment No. 2”) amends and supplements the statement on Schedule 13D filed with the Securities and Exchange Commission (the “SEC”) on November 6, 2015 (the “Original Schedule 13D”) and Amendment No. 1 to the Original Schedule 13D filed with the SEC on February 11, 2016 (“Amendment No. 1” and together with the Original Schedule 13D and this Amendment No. 2, the “Schedule 13D”) with respect to the shares of common stock, par value \$0.01 per share (the “Shares”), of Allison Transmission Holdings, Inc., a Delaware corporation (the “Issuer”). Capitalized terms used herein and not otherwise defined in this Amendment No. 1 have the meanings set forth in the Schedule 13D. This Amendment No. 2 amends Item 4 as set forth below.

#### **PURPOSE OF TRANSACTION.**

##### **Item 4.**

Item 4 of Amendment No. 1 is hereby amended and restated in its entirety as follows:

Since the filing of the Original Schedule 13D, Mr. Crowley, on behalf of the Reporting Persons, has continued to engage in discussions with representatives of the Issuer regarding the nomination of Mr. Crowley for election to the Board. To date, the Board has denied such request.

As a result of the Board’s decision not to nominate Mr. Crowley for election to the Board, on February 11 and 12, 2016, the Reporting Persons and their affiliates submitted and supplemented, respectively, a notice (the “Notice”) of intent to nominate Mr. Crowley for election as a director at the 2016 annual meeting of stockholders of the Issuer (the “Annual Meeting”) and present three proposals: (1) a proposal seeking the declassification of the Board, such that every director will be up for election annually commencing with the first annual meeting of stockholders for the election of directors occurring after the elimination of the classification of the Board; (2) a proposal seeking the adoption of a majority voting standard for the election and re-election of directors in uncontested elections; and (3) a proposal seeking proxy access for qualified stockholders who, among other things, beneficially own, and have beneficially owned for the last three years, at least 3% or more of the Issuer’s Shares.

The Reporting Persons have continued and intend to continue to have discussions with the Issuer regarding the matters set forth in the Notice.

SIGNATURES

After reasonable inquiry and to the best of its knowledge and belief, the undersigned certifies that the information set forth in this statement is true, complete and correct.

Dated: February 12, 2016

ASHE CAPITAL  
MANAGEMENT, LP

By: /s/ William Harker  
Name: William Harker  
Title: Co-Founder and President

/s/ William C. Crowley  
**WILLIAM C. CROWLEY**