

Allison Transmission Holdings Inc
Form SC 13G/A
February 14, 2014

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

SCHEDULE 13G
Under the Securities Exchange Act of 1934
(Amendment No. 1)*

ALLISON TRANSMISSION HOLDINGS, INC.

(Name of Issuer)

Common Stock

(Title of Class of Securities)

01973R101

(CUSIP Number)

December 31, 2013

(Date of Event which Requires filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

Rule 13d-1(b)

Rule 13d-1(c)

Rule 13d-1(d)

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in 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 NAMES OF REPORTING PERSONS

The Carlyle Group L.P.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) " (b) "

3 SEC USE ONLY

4 CITIZEN OR PLACE OF ORGANIZATION

Delaware

5 SOLE VOTING POWER

NUMBER OF

SHARES

0
6 SHARED VOTING POWER

BENEFICIALLY

OWNED BY

49,696,250
7 SOLE DISPOSITIVE POWER

EACH

REPORTING

PERSON

0
8 SHARED DISPOSITIVE POWER

WITH

49,696,250

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

49,696,250

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

11 **Not Applicable**
PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

12 **27.1%**
TYPE OF REPORTING PERSON

PN

1 NAMES OF REPORTING PERSONS

2 **Carlyle Group Management L.L.C.**
CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) " (b) "

3 SEC USE ONLY

4 CITIZEN OR PLACE OF ORGANIZATION

Delaware

5 SOLE VOTING POWER

NUMBER OF

SHARES

0
6 SHARED VOTING POWER

BENEFICIALLY

OWNED BY

49,696,250
7 SOLE DISPOSITIVE POWER

EACH

REPORTING

PERSON

0
8 SHARED DISPOSITIVE POWER

WITH

9 **49,696,250**
AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

49,696,250

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

11 **Not Applicable**
PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

12 **27.1%**
TYPE OF REPORTING PERSON

OO (Limited Liability Company)

1 NAMES OF REPORTING PERSONS

Carlyle Holdings I GP Inc.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) " (b) "

3 SEC USE ONLY

4 CITIZEN OR PLACE OF ORGANIZATION

Delaware

5 SOLE VOTING POWER

NUMBER OF

SHARES

0
6 SHARED VOTING POWER

BENEFICIALLY

OWNED BY

49,696,250
7 SOLE DISPOSITIVE POWER

EACH

REPORTING

PERSON

0
8 SHARED DISPOSITIVE POWER

WITH

49,696,250

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

49,696,250

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

11 **Not Applicable**
PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

12 **27.1%**
TYPE OF REPORTING PERSON

CO

1 NAMES OF REPORTING PERSONS

Carlyle Holdings I GP Sub L.L.C.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) " (b) "

3 SEC USE ONLY

4 CITIZEN OR PLACE OF ORGANIZATION

Delaware

5 SOLE VOTING POWER

NUMBER OF

SHARES

0
6 SHARED VOTING POWER

BENEFICIALLY

OWNED BY

49,696,250
7 SOLE DISPOSITIVE POWER

EACH

REPORTING

PERSON

0
8 SHARED DISPOSITIVE POWER

WITH

49,696,250

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

49,696,250

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

11 **Not Applicable**
PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

12 **27.1%**
TYPE OF REPORTING PERSON

OO (Limited Liability Company)

1 NAMES OF REPORTING PERSONS

Carlyle Holdings I L.P.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) " (b) "

3 SEC USE ONLY

4 CITIZEN OR PLACE OF ORGANIZATION

Delaware

5 SOLE VOTING POWER

NUMBER OF

SHARES

0
6 SHARED VOTING POWER

BENEFICIALLY

OWNED BY

49,696,250
7 SOLE DISPOSITIVE POWER

EACH

REPORTING

PERSON

0
8 SHARED DISPOSITIVE POWER

WITH

49,696,250

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

49,696,250

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

11 **Not Applicable**
PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

12 **27.1%**
TYPE OF REPORTING PERSON

PN

1 NAMES OF REPORTING PERSONS

2 TC Group, L.L.C.
CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) " (b) "

3 SEC USE ONLY

4 CITIZEN OR PLACE OF ORGANIZATION

Delaware

5 SOLE VOTING POWER

NUMBER OF

SHARES **0**
6 SHARED VOTING POWER

BENEFICIALLY

OWNED BY **49,696,250**
EACH **7 SOLE DISPOSITIVE POWER**

REPORTING

PERSON **0**
8 SHARED DISPOSITIVE POWER

WITH

9 **49,696,250**
AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

49,696,250

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

11 **Not Applicable**
PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

12 **27.1%**
TYPE OF REPORTING PERSON

OO (Limited Liability Company)

1 NAMES OF REPORTING PERSONS

2 **TC Group IV Managing GP, L.L.C.**
CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) " (b) "

3 SEC USE ONLY

4 CITIZEN OR PLACE OF ORGANIZATION

Delaware

5 SOLE VOTING POWER

NUMBER OF

SHARES

0
6 SHARED VOTING POWER

BENEFICIALLY

OWNED BY

49,696,250
7 SOLE DISPOSITIVE POWER

EACH

REPORTING

PERSON

0
8 SHARED DISPOSITIVE POWER

WITH

9 **49,696,250**
AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

49,696,250

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

11 **Not Applicable**
PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

12 **27.1%**
TYPE OF REPORTING PERSON

OO (Limited Liability Company)

1 NAMES OF REPORTING PERSONS

2 Carlyle Partners IV AT Holdings, L.P.
CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) " (b) "

3 SEC USE ONLY

4 CITIZEN OR PLACE OF ORGANIZATION

Delaware

5 SOLE VOTING POWER

NUMBER OF

SHARES **0**
6 SHARED VOTING POWER

BENEFICIALLY

OWNED BY **49,696,250**
EACH **7 SOLE DISPOSITIVE POWER**

REPORTING

PERSON **0**
8 SHARED DISPOSITIVE POWER

WITH

9 **49,696,250**
AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

49,696,250

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

11 **Not Applicable**
PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

12 **27.1%**
TYPE OF REPORTING PERSON

PN

CUSIP No. 01973R101

Schedule 13G

Page 9 of 14

ITEM 1. (a) Name of Issuer:

Allison Transmission Holdings, Inc. (the Issuer)

(b) Address of Issuer s Principal Executive Offices:

One Allison Way

Indianapolis, IN 46222

ITEM 2. (a) Name of Person Filing:

Each of the following is hereinafter individually referred to as a Reporting Person and collectively as the Reporting Persons. This statement is filed on behalf of:

Carlyle Group Management L.L.C.

The Carlyle Group L.P.

Carlyle Holdings I GP Inc.

Carlyle Holdings I GP Sub L.L.C.

Carlyle Holdings I L.P.

TC Group, L.L.C.

TC Group IV Managing GP, L.L.C.

Carlyle Partners IV AT Holdings, L.P.

(b) Address or Principal Business Office:

The business address of each of the Reporting Persons is c/o The Carlyle Group, 1001 Pennsylvania Avenue, N.W., Suite 220 South, Washington, D.C. 20004-2505.

(c) **Citizenship of each Reporting Person is:**

Each of the Reporting Persons is organized in the state of Delaware.

(d) **Title of Class of Securities:**

Common stock, \$0.01 par value per share (Common Stock)

(e) **CUSIP Number:**

01973R101

ITEM 3.

Not applicable.

ITEM 4. Ownership
Ownership (a-c)

The ownership information presented below represents beneficial ownership of Common Stock of the Issuer as of December 31, 2013, based upon 183,049,225 shares of the Issuer's Common Stock outstanding as of December 5, 2013.

Reporting Person	Amount beneficially owned	Percent of class:	Sole power to vote or direct the vote:	Shared power to vote or to direct the vote:	Sole	Shared
					power to dispose or to direct the disposition	power to dispose or to direct the disposition
Carlyle Group Management L.L.C.	49,696,250	27.1%	0	49,696,250	0	49,696,250
The Carlyle Group L.P.	49,696,250	27.1%	0	49,696,250	0	49,696,250
Carlyle Holdings I GP Inc.	49,696,250	27.1%	0	49,696,250	0	49,696,250
Carlyle Holdings I GP Sub L.L.C.	49,696,250	27.1%	0	49,696,250	0	49,696,250
Carlyle Holdings I L.P.	49,696,250	27.1%	0	49,696,250	0	49,696,250
TC Group, L.L.C.	49,696,250	27.1%	0	49,696,250	0	49,696,250
TC Group IV Managing GP, L.L.C.	49,696,250	27.1%	0	49,696,250	0	49,696,250
Carlyle Partners IV AT Holdings, L.P.	49,696,250	27.1%	0	49,696,250	0	49,696,250

Carlyle Partners IV AT Holdings, L.P. is the record holder of 49,696,250 shares of the Issuer's Common Stock. Carlyle Group Management L.L.C. is the general partner of The Carlyle Group L.P., which is a publicly traded entity listed on NASDAQ. The Carlyle Group L.P. is the sole shareholder of Carlyle Holdings I GP Inc., which is the managing member of Carlyle Holdings I GP Sub L.L.C., which is the general partner of Carlyle Holdings I L.P., which is the managing member of TC Group, L.L.C., which is the managing member of TC Group IV Managing GP, L.L.C., which is the general partner of Carlyle Partners IV AT Holdings, L.P. Accordingly, each of the foregoing entities may be deemed to share beneficial ownership of the shares of Common Stock owned of record by Carlyle Partners IV AT Holdings, L.P.

ITEM 5. Ownership of Five Percent or Less of a Class
 Not applicable.

ITEM 6. Ownership of More than Five Percent on Behalf of Another Person

Not applicable.

**ITEM 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on
By the Parent Holding Company**

Not applicable.

CUSIP No. 01973R101

Schedule 13G

Page 11 of 14

ITEM 8. Identification and Classification of Members of the Group

Not applicable.

ITEM 9. Notice of Dissolution of Group

Not applicable.

ITEM 10. Certification

Not applicable.

CUSIP No. 01973R101

Schedule 13G

Page 12 of 14

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: February 14, 2014

**CARLYLE GROUP MANAGEMENT
L.L.C.**

By: /s/ Jeremy W. Anderson,
attorney-in-fact
Name: Daniel D Aniello
Title: Chairman

THE CARLYLE GROUP L.P.

By: Carlyle Group Management L.L.C., its general partner

By: /s/ Jeremy W. Anderson,
attorney-in-fact
Name: Daniel D Aniello
Title: Chairman

CARLYLE HOLDINGS I GP INC.

By: /s/ Jeremy W. Anderson,
attorney-in-fact
Name: Daniel D Aniello
Title: Chairman

CARLYLE HOLDINGS I GP SUB L.L.C.

By: Carlyle Holdings I GP Inc., its managing member

By: /s/ Jeremy W. Anderson,
attorney-in-fact
Name: Daniel D Aniello
Title: Chairman

CARLYLE HOLDINGS I L.P.

By: Carlyle Holdings I GP Sub L.L.C., its general partner
By: Carlyle Holdings I GP Inc., its managing member

By: /s/ Jeremy W. Anderson,
attorney-in-fact
Name: Daniel D Aniello
Title: Chairman

CUSIP No. 01973R101

Schedule 13G

Page 13 of 14

TC GROUP, L.L.C.

By: Carlyle Holdings I L.P., its managing member

By: /s/ Jeremy W. Anderson,
attorney-in-fact
Name: Daniel D Aniello
Title: Chairman

TC GROUP IV MANAGING GP, L.L.C.

By: /s/ Jeremy W. Anderson
Name: Jeremy W. Anderson
Title: Authorized Person

**CARLYLE PARTNERS IV AT
HOLDINGS, L.P.**

By: TC Group IV Managing GP, L.L.C., its general partner

By: /s/ Jeremy W. Anderson
Name: Jeremy W. Anderson
Title: Authorized Person

LIST OF EXHIBITS

Exhibit No.	Description
24	Power of Attorney (incorporated by reference to Exhibit 24 to the Schedule 13G filed by the Reporting Persons on February 14, 2013).
99	Joint Filing Agreement (incorporated by reference to Exhibit 99 to the Schedule 13G filed by the Reporting Persons on February 14, 2013).