

Allison Transmission Holdings Inc  
Form 8-K  
May 17, 2017

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
**WASHINGTON, DC 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 11, 2017**

**ALLISON TRANSMISSION HOLDINGS, INC.**  
**(Exact Name of Registrant as Specified in Charter)**

**Delaware**  
**(State or other jurisdiction of**  
**incorporation)**

**001-35456**  
**(Commission File Number)**

**26-0414014**  
**(IRS Employer Identification No.)**

**One Allison Way, Indianapolis, Indiana**

**46222**

(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 communication 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))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

**Item 5.07 Submission of Matters to a Vote of Security Holders.**

On May 11, 2017, the Company held its annual meeting of stockholders. At the meeting, stockholders took the following actions:

elected ten directors for one-year terms ending at the 2018 annual meeting of stockholders (Proposal 1); and

ratified the appointment of PricewaterhouseCoopers LLP ( PwC ) as the Company's independent registered public accounting firm for 2017 (Proposal 2).

The vote tabulation for each proposal follows:

Proposal 1 Election of Directors.

| <b>NOMINEES</b>     | <b>FOR</b>  | <b>AGAINST</b> | <b>ABSTAIN</b> |
|---------------------|-------------|----------------|----------------|
| Stan A. Askren      | 123,772,098 | 16,089,577     | 98,607         |
| Lawrence E. Dewey   | 136,823,114 | 2,278,984      | 858,184        |
| David C. Everitt    | 139,312,265 | 538,399        | 109,618        |
| Alvaro Garcia-Tunon | 139,351,109 | 510,366        | 98,807         |
| William R. Harker   | 139,551,926 | 309,538        | 98,818         |
| Richard P. Lavin    | 139,649,642 | 201,032        | 109,608        |
| Thomas W. Rabaut    | 137,055,334 | 2,806,307      | 98,641         |
| Francis Raborn      | 139,210,997 | 341,677        | 407,608        |
| Richard V. Reynolds | 139,341,962 | 519,671        | 98,649         |
| James A. Star       | 139,329,957 | 321,431        | 308,894        |

Proposal 2 Ratification of Appointment of PwC.

| <b>FOR</b>  | <b>AGAINST</b> | <b>ABSTAIN</b> |
|-------------|----------------|----------------|
| 142,202,881 | 20,687         | 96,894         |

**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 17, 2017

Allison Transmission Holdings, Inc.

By: /s/ Eric C. Scroggins

Name: Eric C. Scroggins

Title: Vice President, General Counsel and Secretary