

Onex Allison Holding Ltd S.A.R.L.

Form 4

November 19, 2013

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

Check this box
if no longer
subject to
Section 16.
Form 4 or
Form 5
obligations
may continue.
See Instruction
1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF
SECURITIES**

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
30(h) of the Investment Company Act of 1940

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
ONEX CORP

2. Issuer Name **and** Ticker or Trading
Symbol
Allison Transmission Holdings Inc
[ALSN]

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)
161 BAY STREET,
(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
11/15/2013

____ Director ____ ☒ 10% Owner
____ Officer (give title below) ____ Other (specify below)

TORONTO, A6 M5J 2S1

4. If Amendment, Date Original
Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check
Applicable Line)
____ Form filed by One Reporting Person
☒ Form filed by More than One Reporting
Person

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	11/15/2013		S		7,500,000	D	\$ 23.1
					55,946,249	I	

See
footnotes
(1) (2) (3) (4)

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

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information contained in this form are not
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SEC 1474
(9-02)

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

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1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	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		

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- (4) New PCo Investments Ltd. is the record holder of 1,010,911 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. 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.

Remarks:

Due to the limitations of the electronic filing system, Onex Partners GP Inc., Onex US Principals LP, Onex Partners II GP LP, 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.

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