

Allison Transmission Holdings Inc
Form 8-K
May 15, 2015

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 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 14, 2015

ALLISON TRANSMISSION HOLDINGS, INC.
(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction

of incorporation)

001-35456
(Commission

File Number)

26-0414014
(IRS Employer

Identification No.)

One Allison Way, Indianapolis, Indiana
(Address of principal executive offices)

46222
(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 communications 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))

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

On May 14, 2015, Allison Transmission Holdings, Inc. (the Company) held its annual meeting of stockholders. At the meeting, stockholders took the following actions:

elected three (3) directors for three-year terms ending at the 2018 annual meeting of stockholders (Proposal 1);

ratified the appointment of PricewaterhouseCoopers LLP (PwC) as the Company's independent registered public accounting firm for 2015 (Proposal 2);

approved the Allison Transmission Holdings, Inc. 2015 Equity Incentive Award Plan (2015 Plan) (Proposal 3); and

approved the Allison Transmission Holdings, Inc. 2016 Incentive Plan (2016 Plan) (Proposal 4).

The vote tabulation for each proposal follows:

Proposal 1 Election of Directors.

| Nominees | FOR | WITHHELD | BROKER NON- VOTES |
|---------------------|-------------|-----------|-------------------------|
| Lawrence E. Dewey | 153,038,606 | 2,121,709 | 7,383,591 |
| Thomas W. Rabaut | 150,838,504 | 4,321,811 | 7,383,591 |
| Richard V. Reynolds | 153,391,602 | 1,768,713 | 7,383,591 |

Proposal 2 Ratification of Appointment of PwC.

| FOR | AGAINST | ABSTAIN |
|-------------|---------|---------|
| 162,491,727 | 37,580 | 14,599 |

Proposal 3 Approval of 2015 Plan.

| FOR | AGAINST | ABSTAIN |
|-------------|------------|---------|
| 132,488,734 | 22,642,146 | 29,435 |

Proposal 4 Approval of 2016 Plan.

| FOR | AGAINST | ABSTAIN |
|-------------|-----------|---------|
| 151,159,141 | 3,971,786 | 29,388 |

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.

Allison Transmission Holdings, Inc.

Date: May 15, 2015

By: /s/ Eric C. Scroggins

Name: Eric C. Scroggins

Title: Vice President, General Counsel and Secretary