

Allison Transmission Holdings Inc  
Form 8-K  
December 18, 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) December 17, 2015**

**ALLISON TRANSMISSION HOLDINGS, INC.**

**(Exact name of registrant as specified in its charter)**

**Delaware**  
**(State or other jurisdiction**

**of incorporation)**

**One Allison Way, Indianapolis, Indiana**

**001-35456**  
**(Commission**

**File Number)**

**26-0414014**  
**(IRS Employer**

**Identification No.)**

**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 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 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

On December 18, 2015, Allison Transmission Holdings, Inc. (the Company) announced that Michael G. Headly, Senior Vice President, Global Marketing, Sales & Service of the Company, would retire from his position effective April 1, 2016. Mr. Headly will remain in his current role until his retirement date in order to assist in the transition of his responsibilities to his successor.

In connection with his retirement, Mr. Headly entered into a separation agreement with the Company on December 17, 2015. Pursuant to the separation agreement, Mr. Headly will receive pro-rated vesting on certain stock option and restricted stock awards and will have until March 31, 2019 to exercise vested stock options. The separation agreement is attached hereto as Exhibit 10.1 and incorporated herein by reference.

A copy of the Company's press release announcing Mr. Headly's retirement is furnished with this report as Exhibit 99.1.

**Item 9.01 Financial Statements and Exhibits.**

*(d) Exhibits.*

<b>Exhibit Number</b>	<b>Description</b>
10.1	Separation Agreement between the Company and Michael G. Headly, dated December 17, 2015
99.1	Press release dated December 18, 2015

**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: December 18, 2015

By: /s/ Eric C. Scroggins

Name: Eric C. Scroggins

Title: Vice President, General Counsel and Secretary