

Allison Transmission Holdings Inc
Form 8-K
August 07, 2014

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) August 6, 2014

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

Resignation of Seth Mersky

On August 6, 2014, Seth Mersky, one of the Onex Corporation's designees to the Board of Directors (the Board) of Allison Transmission Holdings, Inc. (the Company), notified the Board that he was resigning as a director of the Company effective as of August 7, 2014. Mr. Mersky's decision to resign was not as a result of any disagreement with the Company.

Appointment of New Director

On August 7, 2014, the Board, upon the recommendation of the Nominating and Corporate Governance Committee, appointed David Everitt to serve as a Class I member of the Company's Board, with a term to expire at the Company's 2016 annual meeting of stockholders. The appointment of Mr. Everitt fills the vacancy created by Mr. Mersky's resignation. Mr. Everitt has not been appointed to serve on any committees of the Board at this time.

As a non-management director, Mr. Everitt will receive compensation in accordance with the Company's Amended and Restated Non-Employee Director Compensation Policy. (See the Amended and Restated Non-Employee Director Compensation Policy filed as Exhibit 10.39 to the Company's Quarterly Report on Form 10-Q for the quarter ended June 30, 2014 with the Securities and Exchange Commission (SEC) on July 25, 2014.) In addition, it is expected that Mr. Everitt will execute the Company's standard form of director indemnification agreement. (See Form of Director Indemnification Agreement filed as Exhibit 10.9 to Amendment No. 2 to the Company's Registration Statement on Form S-1 filed with the SEC on May 16, 2011.)

There was no arrangement or understanding pursuant to which Mr. Everitt was elected as a director, and there are no related party transactions between the Company and Mr. Everitt.

A copy of the Company's press release announcing the appointment of Mr. Everitt to the Board is attached hereto as Exhibit 99.1 and the information set forth therein is incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

Exhibit

Number

Description

99.1 Press Release issued by Allison Transmission Holdings, Inc., dated August 7, 2014.

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: August 7, 2014

Allison Transmission Holdings, Inc.

By: /s/ Eric C. Scroggins

Name: Eric C. Scroggins

Title: Vice President, General Counsel and Secretary

EXHIBIT INDEX

| Exhibit Number | Description |
|---------------------------|--|
| 99.1 | Press Release issued by Allison Transmission Holdings, Inc., dated August 7, 2014. |