

Allison Transmission Holdings Inc
 Form 3
 June 04, 2013

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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

(Print or Type Responses)

<p>1. Name and Address of Reporting Person *</p> <p>Â New PCo Investments Ltd.</p> <p>(Last) (First) (Middle)</p> <p>C/O ONEX CORPORATION,Â 161 BAY STREET</p> <p>(Street)</p> <p>TORONTO,Â A6Â M5J 2S1</p> <p>(City) (State) (Zip)</p>	<p>2. Date of Event Requiring Statement</p> <p>(Month/Day/Year)</p> <p>05/28/2013</p>	<p>3. Issuer Name and Ticker or Trading Symbol</p> <p>Allison Transmission Holdings Inc [ALSN]</p>	<p>4. Relationship of Reporting Person(s) to Issuer</p> <p>(Check all applicable)</p> <p>___ Director ___X_ 10% Owner ___ Officer ___ Other (give title below) (specify below)</p>	<p>5. If Amendment, Date Original Filed(Month/Day/Year)</p>	<p>6. Individual or Joint/Group Filing(Check Applicable Line)</p> <p>_X_ Form filed by One Reporting Person ___ Form filed by More than One Reporting Person</p>
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Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	1,363,096 <u>(1)</u> <u>(2)</u>	D <u>(3)</u>	Â

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

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative	5. Ownership Form of Derivative Security:	6. Nature of Indirect Beneficial Ownership (Instr. 5)
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Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Security	Direct (D) or Indirect (I) (Instr. 5)
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
New PCo Investments Ltd. C/O ONEX CORPORATION 161 BAY STREET TORONTO, ONT M5J 2S1	^	^ X	^	^

Signatures

/s/ Christopher Govan, Authorized Person	05/31/2013
**Signature of Reporting Person	Date

Explanation of Responses:

* If the form is filed by more than one reporting person, see Instruction 5(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

(1) Also includes 1,185 shares of non-voting common stock.

Does not include 75,348,749 shares of common stock beneficially owned by a group of affiliates of the Onex Corporation that includes New PCo Investments Ltd. For additional information about the beneficial ownership of the common stock of Allison Transmission Holdings, Inc. by affiliates of the Onex Corporation please see the Form 4 filed by the Onex Corporation with the Securities and Exchange Commission on March 22, 2012.

(3) Pursuant to an internal reorganization on May 28, 2013, 1597257 Ontario Inc. transferred all of its shares of common stock of Allison Transmission Holdings, Inc. to its wholly owned subsidiary, New PCo Investments Ltd. Subsequent to this internal reorganization, 1597257 Ontario Inc. remains the beneficial owner of all of the shares of common stock currently held by New PCo Investments Ltd.

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Remarks:

Exhibit List:

Exhibit 24 - Power of Attorney

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, See Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.