

Allison Transmission Holdings Inc
Form 8-K
August 23, 2012

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 23, 2012**

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):

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- .. 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 1.01 Entry Into a Material Definitive Agreement.

On August 23, 2012, Allison Transmission Holdings, Inc. (the Company) and Allison Transmission, Inc. (ATI), a wholly-owned finance subsidiary of the Company, entered into that certain Amendment No. 4 (Amendment No. 4) to the Credit Agreement, dated as of August 7, 2007 (the Credit Agreement), to extend the maturity of \$850.0 million of term loan debt from August 7, 2014 to August 23, 2019. The interest rate margin applicable to such extended loans is, at ATI's option, either (a) 3.25% above the London Interbank Offered Rate or (b) 2.25% above the greater of the prime lending rate provided by the British Banking Association or the federal funds effective rate published by the Federal Reserve Bank of New York. Interest rates are subject to a step-down of 25 basis points if ATI's total leverage ratio is less than or equal to 3.25 to 1.00.

This summary of Amendment No. 4 does not purport to be complete and is subject to, and qualified in its entirety by, the full text of Amendment No. 4, filed as Exhibit 10.1 to this Current Report on Form 8-K and incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

Exhibit Number	Description
10.1	Amendment No. 4 to the Credit Agreement, dated as of August 23, 2012, among Allison Transmission Holdings, Inc., Allison Transmission, Inc., as Borrower, the several banks and other financial institutions or entities from time to time parties thereto as Lenders, Citicorp North America, Inc., as Administrative Agent and the other agents and arrangers party thereto.

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: August 23, 2012

By: /s/ Eric C. Scroggins

Name: Eric C. Scroggins

Title: Vice President, General Counsel and Secretary

EXHIBIT INDEX

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Mac J
6363 SOUTH FIDDLER'S GREEN CIRCLE
SUITE 1400
GREENWOOD VILLAGE, CO 80111 X CEO/President

Signatures

Mac J Slingerlend	02/03/2010
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**Signature of Reporting Person Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 4(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) Performance based Stock Options granted 3-3-09. The performance measurement has now been met.
 - (2) The Stock Options vest in three equal annual installments beginning one year from the date of grant.
 - (3) Each Restricted Stock Unit represents a contingent right to receive one share of CIBER, Inc. common stock.
 - (4) Performance Based Restricted Stock Units granted 3-3-09. The performance measurements have now been met.
 - (5) The Restricted Stock Units vest in three equal annual installments beginning one year from the date of grant.
 - (6) RSU converts to common stock over 3 year life (per vesting schedule)

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.