

ONEX CORP
Form SC 13G
February 14, 2013

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 13G

Under the Securities Exchange Act of 1934

(Amendment No.)

ALLISON TRANSMISSION HOLDINGS, INC.

(Name of Issuer)

Common Stock

(Title of Class of Securities)

01973R101

(CUSIP Number)

December 31, 2012

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

Rule 13d-1(b)

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Rule 13d-1(c)

Rule 13d-1(d)

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page. The information required in the remainder of this cover page shall not be deemed to be filed for the purpose of Section 18 of the Securities Exchange Act of 1934 (Act) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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1 Names of reporting persons

Onex Corporation

2 Check the appropriate box if a member of a group

(a) " (b) "

3 SEC use only

4 Citizen or place of organization

Ontario, Canada

5 Sole voting power

Number of

0

shares 6 Shared voting power

beneficially

owned by

73,985,653

each 7 Sole dispositive power

reporting

person

0

8 Shared dispositive power

with

73,985,653

9 Aggregate amount beneficially owned by each reporting person

73,985,653

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10 Check if the aggregate amount in Row (9) excludes certain shares

Not Applicable

11 Percent of class represented by amount in Row 9

40.5%

12 Type of reporting person

CO

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1 Names of reporting persons

Gerald W. Schwartz

2 Check the appropriate box if a member of a group

(a) " (b) "

3 SEC use only

4 Citizen or place of organization

Not applicable

5 Sole voting power

Number of

0

shares 6 Shared voting power

beneficially

owned by

75,348,749

each 7 Sole dispositive power

reporting

person

0

8 Shared dispositive power

with

75,348,749

9 Aggregate amount beneficially owned by each reporting person

75,348,749

10 Check if the aggregate amount in Row (9) excludes certain shares

Not Applicable

11 Percent of class represented by amount in Row 9

41.3%

12 Type of reporting person

IN

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1 Names of reporting persons

Onex Partners GP Inc.

2 Check the appropriate box if a member of a group

(a) " (b) "

3 SEC use only

4 Citizen or place of organization

Delaware

5 Sole voting power

Number of

0

shares 6 Shared voting power

beneficially

owned by

50,442,591

each 7 Sole dispositive power

reporting

person

0

8 Shared dispositive power

with

50,442,591

9 Aggregate amount beneficially owned by each reporting person

50,442,591

10 Check if the aggregate amount in Row (9) excludes certain shares

Not Applicable

11 Percent of class represented by amount in Row 9

27.6%

12 Type of reporting person

CO

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1 Names of reporting persons

Onex Partners II GP LP

2 Check the appropriate box if a member of a group

(a) " (b) "

3 SEC use only

4 Citizen or place of organization

Delaware

5 Sole voting power

Number of

0

shares 6 Shared voting power

beneficially

owned by

50,442,591

each 7 Sole dispositive power

reporting

person

0

8 Shared dispositive power

with

50,442,591

9 Aggregate amount beneficially owned by each reporting person

50,442,591

10 Check if the aggregate amount in Row (9) excludes certain shares

Not Applicable

11 Percent of class represented by amount in Row 9

27.6%

12 Type of reporting person

PN

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1 Names of reporting persons

Onex Partners II LP

2 Check the appropriate box if a member of a group

(a) " (b) "

3 SEC use only

4 Citizen or place of organization

Delaware

5 Sole voting power

Number of

0

shares 6 Shared voting power

beneficially

owned by

34,064,491

each 7 Sole dispositive power

reporting

person

0

8 Shared dispositive power

with

34,064,491

9 Aggregate amount beneficially owned by each reporting person

34,064,491

10 Check if the aggregate amount in Row (9) excludes certain shares

Not Applicable

11 Percent of class represented by amount in Row 9

18.7%

12 Type of reporting person

PN

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1 Names of reporting persons

Onex American Holdings II LLC

2 Check the appropriate box if a member of a group

(a) " (b) "

3 SEC use only

4 Citizen or place of organization

Delaware

5 Sole voting power

Number of

0

shares 6 Shared voting power

beneficially

owned by

23,543,062

each 7 Sole dispositive power

reporting

person

0

8 Shared dispositive power

with

23,543,062

9 Aggregate amount beneficially owned by each reporting person

23,543,062

10 Check if the aggregate amount in Row (9) excludes certain shares

Not Applicable

11 Percent of class represented by amount in Row 9

12.9%

12 Type of reporting person

OO (Limited Liability Company)

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1 Names of reporting persons

Allison Executive Investco LLC

2 Check the appropriate box if a member of a group

(a) " (b) "

3 SEC use only

4 Citizen or place of organization

Delaware

5 Sole voting power

Number of

0

shares 6 Shared voting power

beneficially

owned by

22,901,322

each 7 Sole dispositive power

reporting

person

0

8 Shared dispositive power

with

22,901,322

9 Aggregate amount beneficially owned by each reporting person

22,901,322

10 Check if the aggregate amount in Row (9) excludes certain shares

Not Applicable

11 Percent of class represented by amount in Row 9

12.5%

12 Type of reporting person

OO (Limited Liability Company)

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1 Names of reporting persons

Allison Executive Investco II LLC

2 Check the appropriate box if a member of a group

(a) " (b) "

3 SEC use only

4 Citizen or place of organization

Delaware

5 Sole voting power

Number of

0

shares 6 Shared voting power

beneficially

owned by

22,901,322

each 7 Sole dispositive power

reporting

person

0

8 Shared dispositive power

with

22,901,322

9 Aggregate amount beneficially owned by each reporting person

22,901,322

10 Check if the aggregate amount in Row (9) excludes certain shares

Not Applicable

11 Percent of class represented by amount in Row 9

12.5%

12 Type of reporting person

OO (Limited Liability Company)

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1 Names of reporting persons

Onex American Holdings Subco LLC

2 Check the appropriate box if a member of a group

(a) " (b) "

3 SEC use only

4 Citizen or place of organization

Delaware

5 Sole voting power

Number of

0

shares 6 Shared voting power

beneficially

owned by

22,901,322

each 7 Sole dispositive power

reporting

person

0

8 Shared dispositive power

with

22,901,322

9 Aggregate amount beneficially owned by each reporting person

22,901,322

10 Check if the aggregate amount in Row (9) excludes certain shares

Not Applicable

11 Percent of class represented by amount in Row 9

12.5%

12 Type of reporting person

OO (Limited Liability Company)

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1 Names of reporting persons

OAH Wind LLC

2 Check the appropriate box if a member of a group

(a) " (b) "

3 SEC use only

4 Citizen or place of organization

Delaware

5 Sole voting power

Number of

0

shares 6 Shared voting power

beneficially

owned by

22,901,322

each 7 Sole dispositive power

reporting

person

0

8 Shared dispositive power

with

22,901,322

9 Aggregate amount beneficially owned by each reporting person

22,901,322

10 Check if the aggregate amount in Row (9) excludes certain shares

Not Applicable

11 Percent of class represented by amount in Row 9

12.5%

12 Type of reporting person

OO (Limited Liability Company)

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1 Names of reporting persons

Onex Allison Holding Ltd S.à r.l.

2 Check the appropriate box if a member of a group

(a) " (b) "

3 SEC use only

4 Citizen or place of organization

Luxembourg

5 Sole voting power

Number of

0

shares 6 Shared voting power

beneficially

owned by

22,901,322

each 7 Sole dispositive power

reporting

person

0

8 Shared dispositive power

with

22,901,322

9 Aggregate amount beneficially owned by each reporting person

22,901,322

10 Check if the aggregate amount in Row (9) excludes certain shares

Not Applicable

11 Percent of class represented by amount in Row 9

12.5%

12 Type of reporting person

CO (Luxembourg Corporation)

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1 Names of reporting persons

Onex Allison Co-Invest LP

2 Check the appropriate box if a member of a group

(a) " (b) "

3 SEC use only

4 Citizen or place of organization

Delaware

5 Sole voting power

Number of

0

shares 6 Shared voting power

beneficially

owned by

16,057,930

each 7 Sole dispositive power

reporting

person

0

8 Shared dispositive power

with

16,057,930

9 Aggregate amount beneficially owned by each reporting person

16,057,930

10 Check if the aggregate amount in Row (9) excludes certain shares

Not Applicable

11 Percent of class represented by amount in Row 9

8.8%

12 Type of reporting person

PN

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1 Names of reporting persons

1597257 Ontario Inc.

2 Check the appropriate box if a member of a group

(a) " (b) "

3 SEC use only

4 Citizen or place of organization

Ontario, Canada

5 Sole voting power

Number of

0

shares 6 Shared voting power

beneficially

owned by

1,363,096

each 7 Sole dispositive power

reporting

person

0

8 Shared dispositive power

with

1,363,096

9 Aggregate amount beneficially owned by each reporting person

1,363,096

10 Check if the aggregate amount in Row (9) excludes certain shares

Not Applicable

11 Percent of class represented by amount in Row 9

0.8%

12 Type of reporting person

CO

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1 Names of reporting persons

Onex American Holdings GP LLC

2 Check the appropriate box if a member of a group

(a) " (b) "

3 SEC use only

4 Citizen or place of organization

Delaware

5 Sole voting power

Number of

0

shares 6 Shared voting power

beneficially

owned by

641,740

each 7 Sole dispositive power

reporting

person

0

8 Shared dispositive power

with

641,740

9 Aggregate amount beneficially owned by each reporting person

641,740

10 Check if the aggregate amount in Row (9) excludes certain shares

Not Applicable

11 Percent of class represented by amount in Row 9

0.4%

12 Type of reporting person

OO (Limited Liability Company)

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1 Names of reporting persons

Onex US Principals LP

2 Check the appropriate box if a member of a group

(a) " (b) "

3 SEC use only

4 Citizen or place of organization

Delaware

5 Sole voting power

Number of

0

shares 6 Shared voting power

beneficially

owned by

641,740

each 7 Sole dispositive power

reporting

person

0

8 Shared dispositive power

with

641,740

9 Aggregate amount beneficially owned by each reporting person

641,740

10 Check if the aggregate amount in Row (9) excludes certain shares

Not Applicable

11 Percent of class represented by amount in Row 9

0.4%

12 Type of reporting person

PN

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ITEM 1. (a) Name of Issuer:

Allison Transmission Holdings, Inc. (the Issuer)

(b) Address of Issuer's Principal Executive Offices:

One Allison Way

Indianapolis, IN 46222

ITEM 2. (a) Name of Person Filing:

Each of the following is hereinafter individually referred to as a Reporting Person and collectively as the Reporting Persons. This statement is filed on behalf of:

Onex Corporation

Gerald W. Schwartz

Onex Partners GP Inc.

Onex Partners II GP LP

Onex Partners II LP

Onex American Holdings II LLC

Allison Executive Investco LLC

Allison Executive Investco II LLC

Onex American Holdings Subco LLC

OAH Wind LLC

Onex Allison Holding Ltd S.à r.l.

Onex Allison Co-Invest LP

1597257 Ontario Inc.

Onex American Holdings GP LLC

Onex US Principals LP

(b) Address or Principal Business Office:

The business address of each of the Reporting Persons is c/o Onex Corporation, 161 Bay Street, Toronto, A6, M5J2S1.

(c) Citizenship of each Reporting Person is:

Onex Corporation and 1597257 Ontario Inc. are organized in the province of Ontario, Canada. Onex Allison Holding Ltd S.à r.l. is organized in the Grand Duchy of Luxembourg. Each of the other Reporting

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Persons is organized in the state of Delaware.

(d) Title of Class of Securities:

Common stock, \$0.01 par value per share (Common Stock)

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(e) **CUSIP Number:**
01973R101

ITEM 3.

Not Applicable

Item 4. Ownership.
Ownership (a-c)

The ownership information presented below represents beneficial ownership of Common Stock of the Issuer as of December 31, 2012, based upon 182,666,614 shares of the Issuer's Common Stock outstanding as of October 22, 2012.

Reporting Person	Amount		Sole power to vote or direct the vote:	Shared power to vote or to direct the vote:	Sole power to dispose or direct the disposition	
	beneficially owned	Percent of class:			of:	of:
Onex Corporation	73,985,653	40.5%	0	73,985,653	0	73,985,653
Gerald W. Schwartz	75,348,749	41.3%	0	75,348,749	0	75,348,749
Onex Partners GP Inc.	50,442,591	27.6%	0	50,442,591	0	50,442,591
Onex Partners II GP LP	50,442,591	27.6%	0	50,442,591	0	50,442,591
Onex Partners II LP	34,064,491	18.7%	0	34,064,491	0	34,064,491
Onex American Holdings II LLC	23,543,062	12.9%	0	23,543,062	0	23,543,062
Allison Executive Investco LLC	22,901,322	12.5%	0	22,901,322	0	22,901,322
Allison Executive Investco II LLC	22,901,322	12.5%	0	22,901,322	0	22,901,322
Onex American Holdings Subco LLC	22,901,322	12.5%	0	22,901,322	0	22,901,322
OAH Wind LLC	22,901,322	12.5%	0	22,901,322	0	22,901,322
Onex Allison Holding Limited S.à r.l.	22,901,322	12.5%	0	22,901,322	0	22,901,322
Onex Allison Co-Invest LP	16,057,930	8.8%	0	16,057,930	0	16,057,930
1597257 Ontario Inc.	1,363,096	0.8%	0	1,363,096	0	1,363,096
Onex American Holdings GP LLC	641,740	0.4%	0	641,740	0	641,740
Onex US Principals LP	641,740	0.4%	0	641,740	0	641,740

Onex Partners II LP is the record holder of 34,064,491 shares of common stock; Onex Allison Holding Limited S.à r.l. is the record holder of 22,901,322 shares of common stock; Onex Allison Co-Invest LP is the record holder of 16,057,930 shares of common stock; Onex US Principals LP is the record holder of 641,740 shares of common stock; and Onex Partners II GP LP is the record holder of 320,170 shares of common stock.

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Onex Corporation may be deemed to beneficially own the common stock held by (a) Onex Partners II LP, through Onex Corporation's ownership of all of the common stock of Onex Partners GP Inc., the general partner of Onex Partners II GP LP, the general partner of Onex Partners II LP; (b) Onex Allison Holding Limited S.à r.l., through Onex Corporation's ownership of all of the equity of Onex American Holdings II LLC, which owns all of the equity of each of Allison Executive Investco LLC, which owns all of the equity of Allison Executive Investco II LLC, and Onex American Holdings Subco LLC, which owns all of the equity of OAH Wind LLC, which OAH Wind LLC and Allison Executive Investco II LLC own all of the equity of Onex Allison Holding Limited S.à r.l.; (c) Onex Allison Co-Invest LP, through Onex Corporation's ownership of all of the common stock of Onex Partners GP Inc., the general partner of Onex Partners II GP LP, the general partner of Onex Allison Co-Invest LP; (d) Onex US Principals LP, through Onex Corporation's ownership of all of the equity of Onex American Holdings GP LLC, the general partner of Onex US Principals LP; and (e) Onex Partners II GP LP, through Onex Corporation's ownership of all of the common stock of Onex Partners GP Inc., the general partner of Onex Partners II GP LP.

1597257 Ontario Inc. is the record holder of 1,361,911 shares of common stock and 1,185 shares of non-voting common stock. 1597257 Ontario Inc. is an independent entity that is controlled by Mr. Gerald W. Schwartz. Mr. Schwartz, the Chairman, President and Chief Executive Officer of Onex Corporation, owns shares representing a majority of the voting rights of the shares of Onex Corporation and as such may be deemed to beneficially own all of the common stock owned beneficially by Onex Corporation. Mr. Schwartz disclaims any such beneficial ownership. Mr. Schwartz has indirect voting and investment control of Onex Corporation.

ITEM 5. Ownership of Five Percent or Less of a Class

Not applicable.

ITEM 6. Ownership of More than Five Percent on Behalf of Another Person

Not applicable.

ITEM 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company

Not applicable.

ITEM 8. Identification and Classification of Members of the Group

Not applicable.

ITEM 9. Notice of Dissolution of Group

Not applicable.

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ITEM 10. Certification

Not applicable.

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SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: February 14, 2013

ONEX CORPORATION

By: /s/ Andrea E. Daly
Name: Andrea E. Daly
Title: Authorized Person

GERALD W. SCHWARTZ

By: /s/ Gerald W. Schwartz
Name: Gerald W. Schwartz

ONEX PARTNERS GP INC.

By: /s/ Andrea E. Daly
Name: Andrea E. Daly
Title: Authorized Person

ONEX PARTNERS II GP LP

By: Onex Partners GP Inc., General Partner

By: /s/ Andrea E. Daly
Name: Andrea E. Daly
Title: Authorized Person

ONEX PARTNERS II LP

By Onex Partners II GP LP, General Partner
By Onex Partners Manager LP, its Agent
By Onex Partners Manager GP ULC, its General Partner

By: /s/ Andrea E. Daly
Name: Andrea E. Daly
Title: Authorized Person

ONEX AMERICAN HOLDINGS II LLC

By: /s/ Andrea E. Daly
Name: Andrea E. Daly
Title: Authorized Person

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ALLISON EXECUTIVE INVESTCO LLC

By: /s/ Andrea E. Daly
Name: Andrea E. Daly
Title: Authorized Person

ALLISON EXECUTIVE INVESTCO II LLC

By: /s/ Andrea E. Daly
Name: Andrea E. Daly
Title: Authorized Person

ONEX AMERICAN HOLDINGS SUBCO LLC

By: /s/ Andrea E. Daly
Name: Andrea E. Daly
Title: Authorized Person

OAH WIND LLC

By: /s/ Andrea E. Daly
Name: Andrea E. Daly
Title: Authorized Person

ONEX ALLISON HOLDING LIMITED S.À R.L.

By: /s/ Andrea E. Daly
Name: Andrea E. Daly
Title: Authorized Person

ONEX ALLISON CO-INVEST LP

By: Onex Partners II GP LP, its General Partner
By: Onex Partners Manager LP, its Agent
By: Onex Partners Manager GP ULC, its General Partner

By: /s/ Andrea E. Daly
Name: Andrea E. Daly
Title: Authorized Person

1597257 ONTARIO INC.

By: /s/ Andrea E. Daly
Name: Andrea E. Daly
Title: Authorized Person

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ONEX AMERICAN HOLDINGS GP LLC

By: /s/ Andrea E. Daly
Name: Andrea E. Daly
Title: Authorized Person

ONEX US PRINCIPALS LP

By: /s/ Andrea E. Daly
Name: Andrea E. Daly
Title: Authorized Person

LIST OF EXHIBITS

Exhibit No.	Description
99	Joint Filing Agreement