
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): October 6, 2009

Dana Holding Corporation

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of incorporation)

1-1063
(Commission File Number)

26-1531856
(IRS Employer
Identification Number)

3939 Technology Drive, Maumee, OH 43537
(Address of principal executive offices) (Zip Code)

(419) 887-3000
(Registrant's telephone number, including area code)

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:

- 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))
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ITEM 8.01. OTHER EVENTS.

On October 6, 2009, Dana Holding Corporation (“Dana”) announced that Goldman, Sachs & Co., as representative of the underwriters in Dana’s recent common stock offering that closed on September 29, 2009, exercised the option to purchase 5,083,100 additional shares of Dana common stock. In accordance with the terms of its credit agreement, Dana will use approximately 50 percent of the proceeds to repay debt.

The text of the press release announcing the exercise of the option to purchase additional shares, which is attached hereto as Exhibit 99.1, is incorporated by reference herein in its entirety.

ITEM 9.01. FINANCIAL STATEMENTS AND EXHIBITS.

(d) Exhibits.

Exhibit No.	Description
99.1	Dana Holding Corporation Press Release dated October 6, 2009

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.

DANA HOLDING CORPORATION

Date: October 6, 2009

By: /s/ Marc S. Levin
Name: Marc S. Levin
Title: Senior Vice President, General Counsel and Secretary

Exhibit Index

<u>Exhibit No.</u>	<u>Description</u>
99.1	Dana Holding Corporation Press Release dated October 6, 2009

News Release



Dana Announces Closing of Exercise of Option to Purchase Additional Shares by Underwriters

MAUMEE, Ohio — October 6, 2009 — Dana Holding Corporation today announced that Goldman, Sachs & Co., as representative of the underwriters in Dana's recent common stock offering, has exercised the option to purchase 5,083,100 additional shares of Dana common stock. The sale of the option shares closed today and the net proceeds to Dana are approximately \$32.6 million.

In connection with Dana's common stock offering, which closed on September 29, the underwriters were granted a customary 30-day option to purchase up to 5,100,000 additional shares of common stock.

"We are pleased that we have the opportunity to raise additional funds," said Dana CEO Jim Sweetnam. "We believe these additional proceeds will help provide continued flexibility for future growth and restructuring of operations."

This communication shall not constitute an offer to sell or the solicitation of an offer to buy nor shall there be any sale of these securities in any state in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such state. Copies of the prospectus supplement and accompanying base prospectus related to the offering may be obtained from Goldman, Sachs, & Co. via telephone at: (866) 471-2526; via facsimile at: (212) 902-9316; via e-mail at: prospectus-ny@ny.email.gs.com; or via standard mail at Goldman, Sachs, & Co., Prospectus Department, 85 Broad Street, New York, N.Y. 10004.

About Dana Holding Corporation

Dana is a world leader in the supply of axles; driveshafts; and structural, sealing, and thermal-management products; as well as genuine service parts. The company's customer base includes virtually every major vehicle manufacturer in the global automotive, commercial vehicle, and off-highway markets. Based in Maumee, Ohio, the company employs approximately 22,500 people in 26 countries and reported 2008 sales of \$8.1 billion.

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