
**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): July 30, 2014

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, Ohio 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 7.01 Regulation FD Disclosure

Dana Holding Corporation (“Dana”) today issued a news release announcing that its Board of Directors has authorized a \$400 million increase in its common share repurchase program. The \$400 million increase in the share repurchase program brings the total to \$1.4 billion since Dana’s share repurchase program was initially announced in October 2012. As of June 30, 2014, Dana has returned \$942 million to shareholders since the inception of the program. Additionally, Dana announced that its Board of Directors declared dividends on Dana’s common and preferred stock. A copy of the press release is attached hereto as Exhibit 99.1.

The information in this report (including Exhibits 99.1 hereto) is being “furnished” and shall not be deemed “filed” for the purposes of Section 18 of the Securities Exchange Act of 1934, as amended, is not subject to the liabilities of that section and is not deemed incorporated by reference in any filing under the Securities Act of 1933, as amended, or the Securities Exchange Act of 1934, as amended, except as shall be expressly set forth by specific reference in such a filing.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits. The following exhibit is furnished with this report.

<u>Exhibit No.</u>	<u>Description</u>
99.1	Dana Holding Corporation Press Release dated August 4, 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.

DANA HOLDING CORPORATION

Date: August 4, 2014

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 August 4, 2014

News Release



Dana Announces Additional \$400 Million Share Repurchase Authorization, Pays Dividends on Common Stock and Final Dividends on Series B Convertible Preferred Stock

MAUMEE, Ohio, Aug. 4, 2014 /PRNewswire/ — Dana Holding Corporation (NYSE: DAN) today announced that its board of directors has authorized a \$400 million increase in its common share repurchase program. The \$400 million increase in the share repurchase program brings the total to \$1.4 billion since Dana's share repurchase program was initially announced in October 2012. As of June 30, 2014, Dana has returned \$942 million to shareholders since the inception of the program.

Dana plans to repurchase its shares either in the open market or through privately negotiated transactions through the end of 2015. The stock repurchase is subject to prevailing market conditions and other considerations. The company expects to have sufficient liquidity to support this initiative.

"The \$400 million increase in our share repurchase program highlights our board's continued confidence in the future of Dana. We believe Dana's stock represents an attractive investment in light of our earnings growth, strong free cash flow, and our robust capital position," said Roger J. Wood, Dana president and chief executive officer. "Dana continues to be committed to disciplined capital allocation reflecting the importance of shareholder returns and maximizing value."

In addition, the company's board declared a quarterly dividend of \$0.05 per share, payable Sept. 12, to holders of Dana common stock as of Aug. 22. It also authorized the payment of the final two dividends related to the mandatory conversion of the 4.0 percent Series B Convertible Preferred Stock on Sept. 30.

A cash payment of \$1.00 per share representing a quarterly dividend for the period ended June 30, 2014, will be payable Sept. 5, to preferred shareholders of record as of Aug. 15. The board also declared a final dividend to preferred shareholders representing the accrued dividend payment obligation under the terms of the Preferred Stock. A cash payment of \$1.00 per share representing the final dividend will be payable Oct. 6, to preferred shareholders of record as of Sept. 29.

About Dana Holding Corporation

Dana is a global leader in the supply of highly engineered driveline, sealing, and thermal-management technologies that improve the efficiency and performance of vehicles with both conventional and alternative-energy powertrains. Serving three primary markets – passenger vehicle, commercial truck, and off-highway equipment – Dana provides the world's original-equipment manufacturers and the aftermarket with local product and service support through a network of nearly 100 engineering, manufacturing, and distribution facilities. Founded in 1904 and based in Maumee, Ohio, the company employs 23,000 people in 26 countries on six continents. In 2013, Dana generated sales of \$6.8 billion. For more information, please visit dana.com.

Forward-Looking Statements

Certain statements and projections contained in this news release are, by their nature, forward-looking within the meaning of the Private Securities Litigation Reform Act of 1995. These forward-looking statements are based on our current expectations, estimates and projections about our industry and business, management's beliefs, and certain assumptions made by us, all of which are subject to change. Forward-looking statements can often be identified by words such as "anticipates," "expects," "intends," "plans," "predicts," "believes," "seeks," "estimates," "may," "will," "should," "would," "could," "potential," "continue," "ongoing," similar expressions, and variations or negatives of these words. These forward-looking statements are not guarantees of

future results and are subject to risks, uncertainties and assumptions that could cause our actual results to differ materially and adversely from those expressed in any forward-looking statement. Dana's Annual Report on Form 10-K, subsequent Quarterly Reports on Form 10-Q, recent Current Reports on Form 8-K, and other Securities and Exchange Commission filings discuss important risk factors that could affect our business, results of operations and financial condition. The forward-looking statements in this news release speak only as of this date. Dana does not undertake any obligation to revise or update publicly any forward-looking statement for any reason.

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