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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549**

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**FORM 8-K**

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**CURRENT REPORT  
Pursuant To Section 13 Or 15(d)  
of the Securities Exchange Act of 1934**

**Date of Report (Date of earliest event reported): December 1, 2021**

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**Dana Incorporated**  
(Exact name of registrant as specified in its charter)

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**Delaware**  
(State or other jurisdiction  
of incorporation)

**1-1063**  
(Commission  
File No.)

**26-1531856**  
(IRS Employer  
Identification No.)

**3939 Technology Drive, Maumee, Ohio 43537**  
(Address of principal executive offices)

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

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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))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class:	Trading Symbol(s)	Name of each exchange on which registered:
<b>Common Stock, \$.01 par value</b>	<b>DAN</b>	<b>New York Stock Exchange</b>

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

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**Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensation Arrangements of Certain Officers.**

On December 1, 2021, Dana Incorporated (“Dana”) announced the appointment of Timothy R. Kraus as Senior Vice President and Chief Financial Officer. Mr. Kraus succeeds Jonathan M. Collins, who will be leaving Dana to become CFO of Clarivate plc (NYSE: CLVT), a world-leading information and analytics provider. Mr. Collins will continue with Dana through December 15, 2021, to assist with the transition.

Mr. Kraus, 52, an officer of the company with more than a decade of experience at Dana, most recently served as Senior Vice President of Finance and Treasurer since 2016. In this role, he was responsible for Dana’s global treasury operations, including corporate liquidity, cash and risk management, and Dana’s banking and ratings agency relationships. In addition, Mr. Kraus led Dana’s tax and business development activities.

In his new role, Mr. Kraus will be entitled to:

- \$600,000 annual base salary;
- An annual bonus of 75% of his annual base salary upon the achievement of target-level performance;
- Annual grants beginning with the 2022 long term incentive program under Dana’s 2021 Omnibus Incentive Plan to be valued at 250% of his annual base salary to be granted on the same date as other senior executives;
- Two annual grants of Restricted Stock Units totaling \$200,000. \$100,000 granted on December 8, 2021 and vesting on the first anniversary of his date of promotion; and \$100,000 granted on the first anniversary date of his date of promotion and vesting on the second anniversary of his date of promotion; and
- All of Dana’s benefit plans or arrangements in effect from time to time with respect generally to senior executives, including Executive Severance Policy and Change in Control Severance Policy.

A copy of Dana’s press release related to this appointment is attached as Exhibit 99.1 to this report and incorporated by reference herein.

**Item 9.01. Financial Statements and Exhibits.**

(d) Exhibits. The following item is filed with this report.

<u>Exhibit No.</u>	<u>Description</u>
99.1	<a href="#">Dana Incorporated Press Release dated December 1, 2021</a>
104	Cover Page Interactive Data File (embedded within the Inline XBRL document).

**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 INCORPORATED**

Dated: December 1, 2021

By: /s/ Douglas H. Liedberg  
Name: Douglas H. Liedberg  
Title: Senior Vice President, General Counsel & Secretary

# News Release



IMMEDIATE

## Dana Incorporated Names New Chief Financial Officer

MAUMEE, Ohio, Dec. 1, 2021 – Dana Incorporated (NYSE: DAN) today announced the appointment of Dana veteran Timothy R. Kraus as senior vice president and chief financial officer. Mr. Kraus succeeds Jonathan Collins, who will be leaving Dana to become CFO of Clarivate plc (NYSE: CLVT), a world-leading information and analytics provider. Mr. Collins will continue with Dana through Dec. 15 to assist with the transition.

An officer of the company with more than a decade of experience at Dana, Mr. Kraus most recently served as senior vice president of finance and treasurer. In this role, he was responsible for Dana’s global treasury operations, including corporate liquidity and cash and risk management. In addition, Mr. Kraus led Dana’s tax and business development activities – delivering on more than a dozen strategic acquisitions since 2016.

“Tim has been essential to the success of Dana’s transformation strategy, as we have repositioned the company with class-leading innovation and a global presence while improving the strength of our balance sheet,” said James Kamsickas, Dana chairman and CEO. “I’d like to thank Jonathan for his service and leadership as he ensures a smooth transition.”

Prior to joining Dana in 2010, Mr. Kraus held a number of leadership roles with Intelsat S.A.; Lear Corporation; and Ernst & Young LLP.

Mr. Kraus is a certified public accountant who earned a Bachelor of General Studies degree in accounting and economics from the University of Michigan and a Master of Business Administration in general management from Michigan State University.

### About Dana Incorporated

Dana is a leader in the design and manufacture of highly efficient propulsion and energy-management solutions that power vehicles and machines in all mobility markets across the globe. The company is shaping sustainable progress through its conventional and clean-energy solutions that support nearly every vehicle manufacturer with drive and motion systems; electrodynamic technologies, including software and controls; and thermal, sealing, and digital solutions.

Based in Maumee, Ohio, USA, the company reported sales of \$7.1 billion in 2020 with 38,000 associates in 33 countries across six continents. Founded in 1904, Dana was named one of “America’s Most Responsible Companies 2021” by Newsweek for its emphasis on sustainability and social responsibility. The company is driven by a high-performance culture that focuses on valuing others, inspiring innovation, growing responsibly, and winning together, earning it global recognition as a top employer, including “World’s Best Employer” from Forbes magazine. Learn more at [dana.com](http://dana.com).

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