

**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): September 11, 2019

Dana Incorporated
(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))

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

| Title of Each Class | Trading Symbol | Name of Each Exchange on which Registered |
|-------------------------------|-------------------|--|
| Common Stock, \$.01 par value | DAN | New York Stock Exchange |

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.

Item 7.01 REGULATION FD DISCLOSURE

Dana Incorporated's ("Dana") Senior Director of Investor Relations, Craig Barber, will be providing an update of the company's end market outlook at the RBC Capital Markets Industrial Conference on Wednesday, September 11, 2019. A copy of the presentation slides, which will be discussed at that conference, is attached hereto as Exhibit 99.1. From time to time, Dana may also use this presentation in conversations with investors and analysts.

The information in Items 7.01 and 9.01 of this report (including Exhibit 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 items are furnished with this report.

| <u>Exhibit No.</u> | <u>Description</u> |
|------------------------|--|
| 99.1 | RBC Capital Markets Industrial Conference Presentation Slides |
| 104 | Cover Page Interactive Data File (the cover page XBRL tags are 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

Date: September 11, 2019

By: /s/ Douglas H. Liedberg

Name: Douglas H. Liedberg

Title: Senior Vice President, General Counsel & Secretary

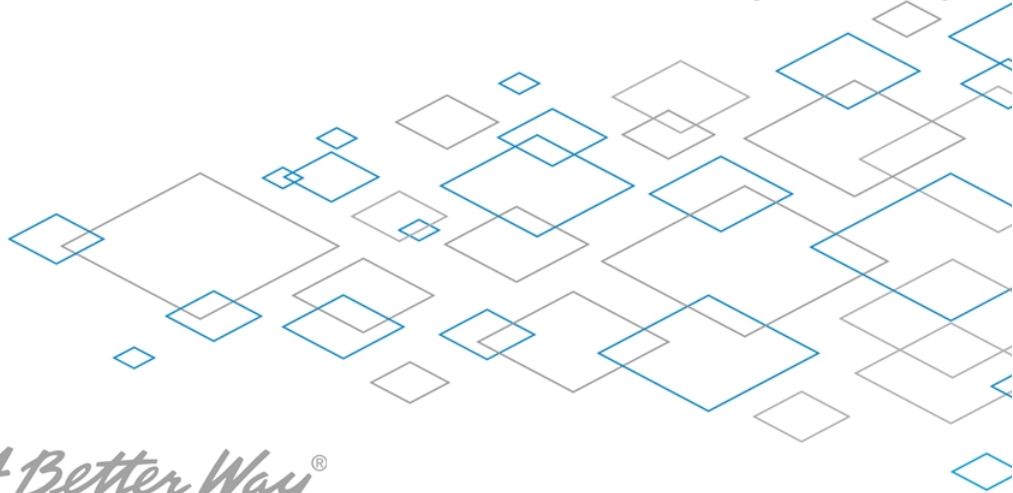


RBC Capital Markets Industrial Conference

September 11, 2019

Craig Barber

Senior Director Investor Relations and Strategic Planning



People Finding A Better Way[®]

Safe Harbor Statement

Certain statements and projections contained in this presentation are, by their forward-looking nature, within the meaning of the Private Securities Litigation Reform Act of 1995, forward-looking statements. These forward-looking statements are based on our current expectations, estimates, forecasts 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 negative variations 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 statements contained in our Annual Report on Form 10-K, subsequent Quarterly Reports on Form 10-Q, and Current Reports on Form 8-K, and other Securities and Exchange Commission filings. We discuss important risk factors that could affect our business, results of operations and financial condition. The forward-looking statements in this presentation speak as of the date of this statement. Dana does not undertake any obligation to revise or update publicly any forward-looking statement for any reason.

Dana Snapshot

Founded in **1904**



2018 sales:
\$8.1 billion

13% increase
from prior year



~38,000
people



25
technical
centers



150 major facilities

33 countries

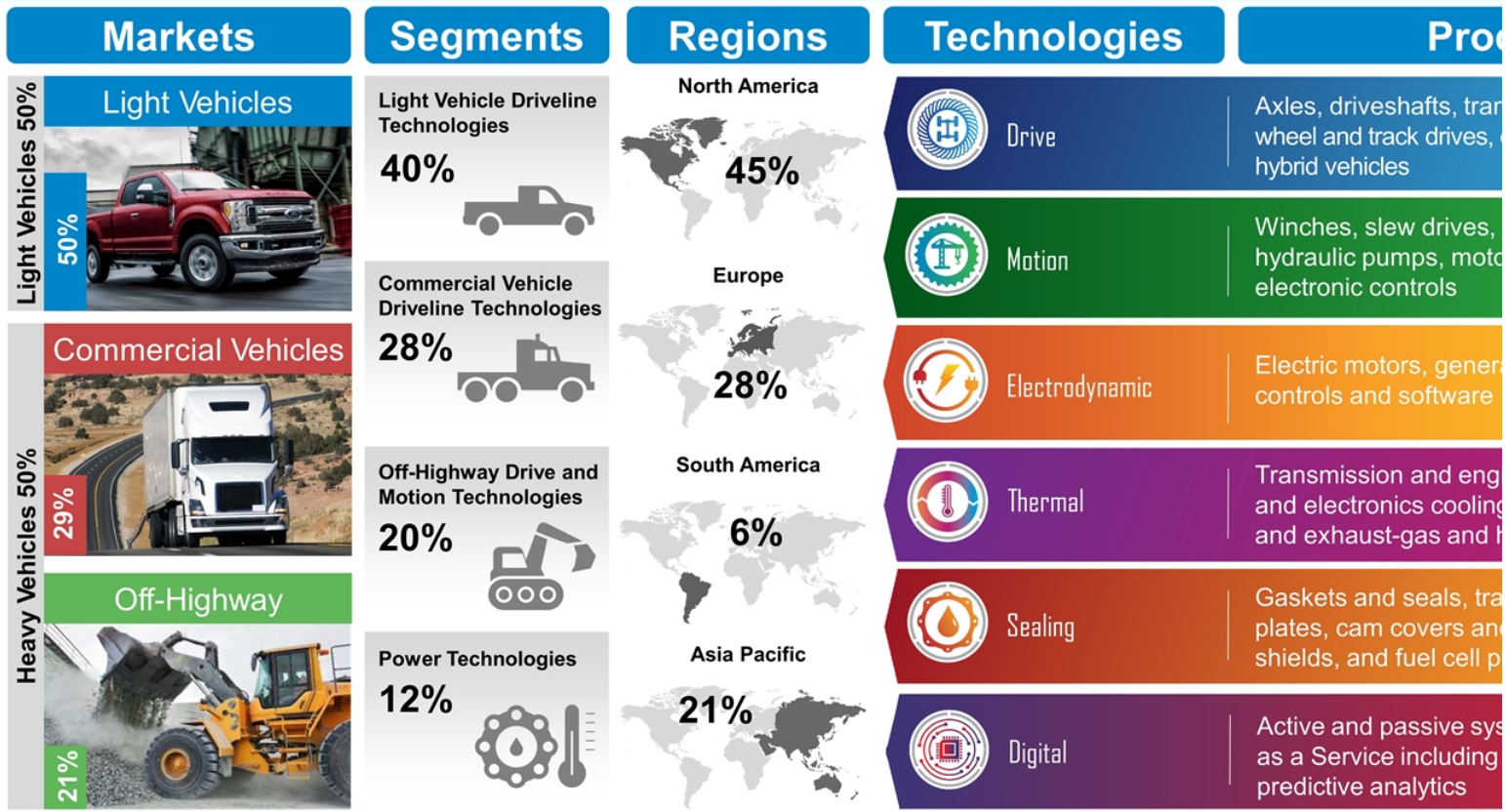
6 continents

~15,000 customers in

141 countries



Business Overview



Sales as of Dec. 31, 2018, including 100% of DDAC.

2019 H2 Outlook



**Lower
Off-Highway
Production**



**Sustained
N.A. Class 8
Production**

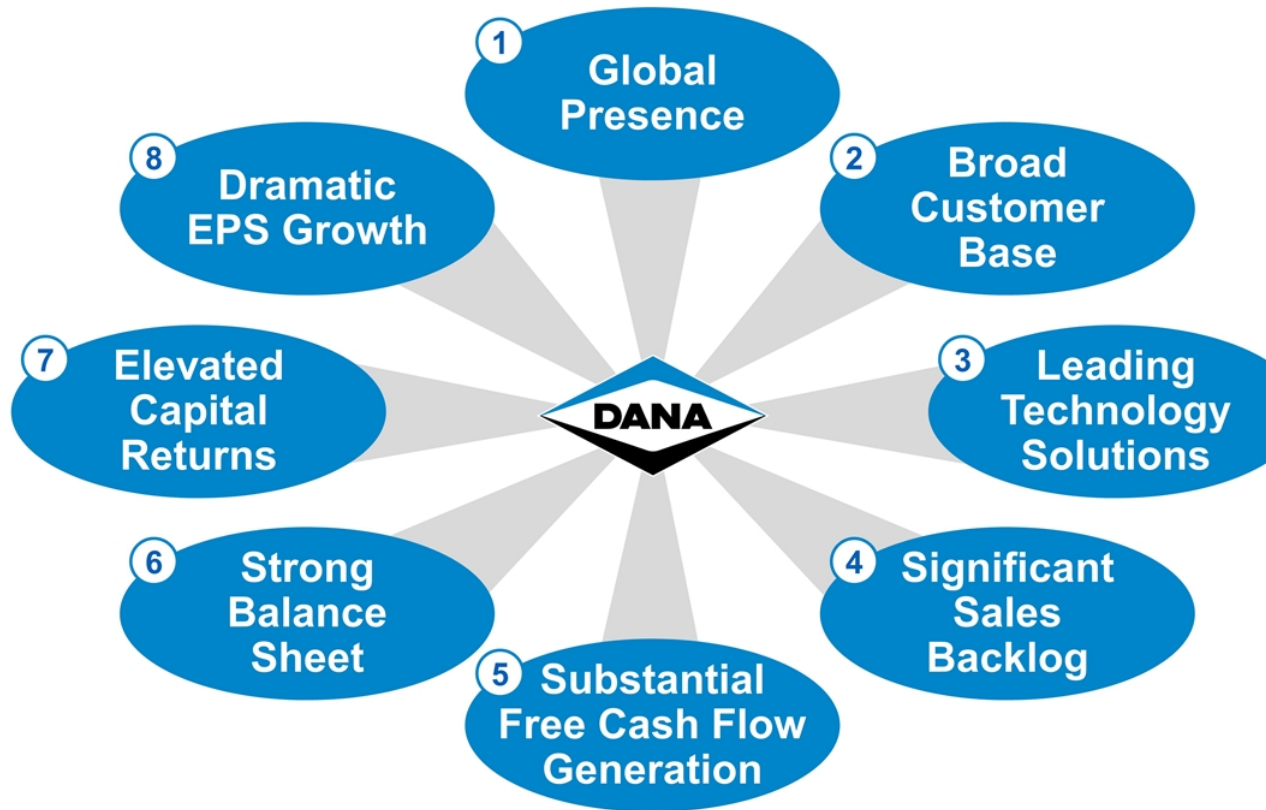


**Stronger
U.S.
Dollar**

- Weaker Off-Highway end July and August likely leading to lower sales than expected, yielding an approximate 1% decline in sales compared to 2018
- Opportunity remains to offset shortfall with sustained Class 8 production in North America
- Segment mix, lower Commercial and higher Commercial likely pressures profitability
- Foreign currency expectations largely unchanged

Market dynamics pressuring top at bottom line in near term

Investment Highlights





**Continued Strong
Financial Results**



**Growing New
Business Backlog**



**Advancing Enterprise
Strategy**



**Inc
Shareh**

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Non-GAAP Financial Information

The preceding slides refer to adjusted EBITDA, a non-GAAP financial measure which we have defined as net income before interest, tax, amortization, equity grant expense, restructuring expense and, non-service cost components of pension and other postretirement benefits and other adjustments not related to our core operations (gain/loss on debt extinguishment, pension settlements, divestitures, impairment, etc.). EBITDA is a measure of our ability to maintain and continue to invest in our operations and provide shareholder returns. We use adjusted EBITDA in assessing the effectiveness of our business strategies, evaluating and pricing potential acquisitions and as a factor in making incentive compensation decisions. In addition to its use by management, we also believe adjusted EBITDA is a measure widely used by securities analysts, investors and other interested parties to evaluate financial performance of our company relative to other Tier 1 automotive suppliers. Adjusted EBITDA should not be considered comparable to net income before income taxes, net income or other results reported in accordance with GAAP. Adjusted EBITDA may not be comparable to similar measures reported by other companies.

Diluted adjusted EPS is a non-GAAP financial measure which we have defined as adjusted net income divided by adjusted diluted shares. Adjusted net income as net income attributable to the parent company, excluding any nonrecurring income tax items, restructuring charge, pension contributions, less purchases of property, plant and equipment and other adjustments not related to our core operations (as used in adjusted EBITDA), net of any associated income tax effect. Adjusted diluted shares as diluted shares as determined in accordance with GAAP based on adjusted net income. This measure is consistent with the purposes of providing investors, analysts and other interested parties with an indicator of ongoing financial performance that provides greater comparability to EPS reported by other companies. Diluted adjusted EPS is neither intended to represent nor be an alternative measure of earnings reported under GAAP.

Adjusted Free cash flow is a non-GAAP financial measure which we have defined as net cash provided by (used in) operating activities, excluding pension contributions, less purchases of property, plant and equipment. We believe this measure is useful to investors in evaluating the flow of the company inclusive of the spending required to maintain the operations. Adjusted free cash flow is neither intended to represent nor be an alternative to the measure of net cash provided by (used in) operating activities reported under GAAP. Adjusted Free cash flow may not be comparable to similarly titled measures reported by other companies.

Please reference the "Non-GAAP Financial Information" accompanying our quarterly earnings conference call presentations on our website at www.dana.com/investors for reconciliations of adjusted EBITDA, diluted adjusted EPS and free cash flow to the most directly comparable GAAP measures calculated and presented in accordance with GAAP. We have not provided a reconciliation of our adjusted EBITDA and diluted adjusted EPS to the most comparable GAAP measures of net income and diluted EPS. Providing net income and diluted EPS guidance is potentially misleading and not practical given the difficulty of projecting event driven transactional and other non-core operating items that are included in net income and diluted EPS, including restructuring actions, asset impairments and income tax valuation adjustments. The reconciliations of these non-GAAP measures to comparable GAAP measures for the historical periods presented on our website are indicative of the reconciliations that will be prepared for the periods covered by the non-GAAP guidance.