
**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): February 21, 2012

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
(Address of principal executive offices)

43537
(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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On February 17, 2012, the Board of Directors of Dana Holding Corporation (Dana) appointed William G. Quigley III, 50, Executive Vice President and Chief Financial Officer effective March 1, 2012. Our current Executive Vice President and Chief Financial Officer, James A. Yost, will step down from his role as Chief Financial Officer on that date and leave Dana upon the expiration of his executive employment agreement on May 12, 2012. Mr. Yost will support Mr. Quigley as part of an orderly transition until his departure.

Mr. Quigley served most recently as Executive Vice President and Chief Financial Officer of Visteon Corporation, a global automotive supplier, from November 2007 until October 2011. Prior to that, he was its Senior Vice President and Chief Financial Officer from March 2007 to November 2007 and Vice President, Corporate Controller and Chief Accounting Officer from December 2004 to March 2007.

Upon commencing employment with Dana, Mr. Quigley will be entitled to the following:

- \$600,000 annual base salary;
- Upon the achievement of target-level performance, an annual bonus of 75% of his annual base salary (prorated for 2012);
- Eligible for annual grants pursuant to the 2012 long term incentive program under Dana's 2008 Omnibus Incentive Plan to be valued at 255% of his annual base salary to be granted on the same date as other senior executives are eligible (prorated for 2012) which will consist of stock options, restricted stock units and performance cash;
- 20,000 stock options granted as the effective date of hire and vesting 50% on the second and 50% on the third anniversaries of the effective date of hire;
- All of Dana's benefit plans or arrangements in effect from time to time with respect generally to senior executives, including a perquisite allowance, Executive Severance Policy, Change in Control Severance and Supplemental Executive Retirement Plan (SERP); and
- Relocation assistance under Dana's Domestic Relocation Policy.

Mr. Quigley will forfeit all sign-on elements included in his initial terms of employment if he voluntarily terminates service or is terminated for cause on or before the third anniversary date of his first effect date of employment (100% if before the first anniversary; pro-rata if between the first and third anniversary).

A copy of Dana's press release related to Mr. Quigley's appointment is being furnished as Exhibit 99.1 to this report.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits. The following exhibits are filed or furnished with this report.

<u>Exhibit No.</u>	<u>Description</u>
99.1	Dana Holding Corporation Press Release dated February 21, 2012

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: February 21, 2012

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 February 21, 2012

News Release



William G. Quigley III To Join Dana as CFO

MAUMEE – February 21, 2012 – Dana Holding Corporation (NYSE: DAN) today announced that William G. Quigley III, formerly chief financial officer at Visteon Corp., is appointed executive vice president and chief financial officer, effective March 1, 2012. Current Executive Vice President and Chief Financial Officer James A. Yost will step down from his role as CFO at that time, and will leave the company May 12, 2012, when the term of his contract ends. Yost will support Quigley on the transition until his departure.

“Jim has been instrumental during the past four years as Dana has transitioned to a company with solid financial strength,” said Dana President and Chief Executive Officer Roger J. Wood. “We wish him the best in his future endeavors.”

Quigley has a long tenure as a finance executive in the automotive and industrial business sectors. As chief financial officer for Visteon, he was responsible for the automotive supplier’s global finance function.

“I am delighted that Bill is joining Dana,” Wood said. “He brings a wealth of experience and expertise to this important role. His tenure in the automotive and industrial sectors will serve Dana well as we drive for results through technology development and continued operating efficiencies.”

Quigley served as the executive vice president and chief financial officer of Visteon from 2007 to 2011. He was also instrumental in the company’s successful emergence from reorganization. Prior to this role, Quigley was vice president and corporate controller of Federal-Mogul Corporation. During his 10-year tenure there he held various positions of increasing responsibility in both finance and operations. Previously he worked at Nissan Research and Development and at Deloitte & Touche.

Quigley earned a Bachelor of Arts degree in accounting, with honor, from Michigan State University and is a CPA in the state of Michigan. He is a member of the American Institute of Certified Public Accountants.

About Dana Holding Corporation

Dana is a world-leading supplier of driveline, sealing, and thermal technologies that improve the efficiency and performance of passenger, commercial, and off-highway vehicles with both conventional and alternative-energy powertrains. The company’s global network of engineering, manufacturing, and distribution facilities provides original-equipment and aftermarket customers with local product and service support. Based in Maumee, Ohio, Dana employs approximately 24,500 people in 26 countries and reported 2011 sales of \$7.6 billion. For more information, please visit: www.dana.com.

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