
**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 8, 2015

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 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

Appointment of President and Chief Executive Officer

On July 8, 2015, the Board of Directors of Dana Holding Corporation (Dana) appointed James K. Kamsickas, 48, President and Chief Executive Officer effective August 11, 2015, succeeding Roger J. Wood who has served as President and Chief Executive Officer of Dana as well as a member of the Board since April 2011. Mr. Wood will continue to serve in an advisory role and will continue on the Board of Directors. Mr. Kamsickas will become a member of the Board of Directors effective August 11, 2015.

Mr. Kamsickas served as President, Chief Executive Officer since April 2012 at International Automotive Components Group, S.A., a leading global supplier of automotive interior components and systems. Since August 2012, Mr. Kamsickas has also served as a member of its Board of Directors. From January 2011 to April 2012, Mr. Kamsickas served as its Global Co-Chief Executive Officer and President of North America and Asia. From April 2007 to December 2010, he served as its Chief Executive Officer and President of North America and Asia. Since April 2007, Mr. Kamsickas served as a Director of its North American LLC. Mr. Kamsickas earned a B.A. in Business Administration from Central Michigan University and a Master of Business Administration from Michigan State University.

Under the terms of the agreement in connection with his appointment as President and Chief Executive Officer, Mr. Kamsickas is entitled to the following:

- \$1,100,000 annual base salary;
- Upon the achievement of target-level performance, an annual bonus of one hundred ten percent (110%) of his annual base salary which will be paid on a pro-rated for the 2015 performance period;
- Individual incentive of plus or minus thirty percent (30%) of his annual bonus;
- Eligible for annual grants pursuant to the long term incentive program under Dana's 2012 Omnibus Incentive Plan to be valued at four hundred twenty-five percent (425%) of his annual base salary. Mr. Kamsickas' initial grant will occur on his first full day of employment based on the closing stock price that day and will be pro-rated for the 2015 performance period;
- A special grant of common stock valued at \$5,000,000 granted thirty percent (30%) on the first anniversary of his effective date of hire, thirty percent (30%) on the second anniversary of his effective date of hire, and thirty-five percent (35%) on the third anniversary of his effective date of hire;
- A sign-on cash award of \$1,000,000 payable fifty percent (50%) on his effective date of hire and fifty percent (50%) on the first anniversary of his effective date of hire;
- Appointment to the Dana Board of Directors;

- Reimbursement of reasonable relocation expenses incurred for relocation of his principal residence and temporary living expenses in accordance with Dana's relocation program applicable to Dana's senior executives;
- All of Dana's benefit plans or arrangements in effect from time to time with respect generally to senior executives; and
- Reimbursement for professional fees and costs incurred in connection with the negotiation and documentation of his employment arrangements.

The executive employment agreement is for an initial term of three-years, subject to extension at the end of the term for additional one-year terms. Mr. Kamsickas' executive employment agreement also provides for severance payments and benefits in the event that his position with Dana is involuntarily terminated by Dana without cause or by Mr. Kamsickas for good reason. Additionally, the executive employment agreement includes clawback provisions that apply to his sign-on awards in the event he voluntarily terminates service without good reason or is terminated for cause on or before the third anniversary date of his employment. For a period of twenty-four (24) months following his termination of employment, Mr. Kamsickas is prohibited from competing against Dana, soliciting its customers or employees, and working for a competitor. Mr. Kamsickas has also agreed that he will not disclose Dana's confidential information.

The preceding summary of Mr. Kamsickas' executive employment agreement is qualified in its entirety by reference to the text of his agreement.

A copy of Dana's press release related to Mr. Kamsickas' 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 July 13, 2015

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: July 13, 2015

By: /s/ Marc S. Levin

Name: Marc S. Levin

Title: Senior Vice President, General Counsel and Secretary

Exhibit Index

**Exhibit
No.**

Description

99.1 Dana Holding Corporation Press Release dated July 13, 2015

News Release



IMMEDIATE

Dana Names James Kamsickas New President and Chief Executive Officer

IAC Group CEO to Succeed Roger Wood, Who is Retiring

MAUMEE, Ohio, July 13, 2015 – The board of directors of Dana Holding Corp. (NYSE: DAN) has named James K. Kamsickas to be president and chief executive officer of the company, effective Aug. 11, 2015. Mr. Kamsickas has held the same position at global automotive supplier International Automotive Components (IAC) Group since 2012, after serving as CEO and President, North America and Asia, since 2007, when the company was established. He will also serve as a director of Dana.

Mr. Kamsickas, 48, succeeds Roger J. Wood, who in January announced his plans to retire. Mr. Wood will continue as a member of the company's board of directors through a transition period.

"Jim Kamsickas has demonstrated exceptional leadership skills with a sharp focus on operational excellence as well as organic and inorganic expansion. In his eight years as a CEO, Jim's record includes the successful integration of a number of strategic acquisitions," said Joseph C. Muscari, Dana's non-executive chairman. "The board conducted a careful and thorough search and determined that Jim's vision and leadership talents make him the best choice to build on the profitable growth strategy of geographic expansion, new product innovation, acquisition, and operational excellence set by Roger Wood and the board."

"I would also like to thank Roger for his exceptional record of service. Under his strong leadership, he guided the company through a challenging economic environment and established our strategic direction to create an efficient, highly innovative, and rigorous competitor. We know he will ensure the smoothest possible transition," Mr. Muscari added.

Mr. Kamsickas said, "Dana's commitment to technological innovation and customer service have made it an industry standard bearer and a company I have long admired. Its global focus and exceptional engineering position Dana to create attractive growth opportunities in key strategic markets. I look forward to working with the Dana team and to helping lead the company to a new chapter of growth and operational excellence."

(more)

Mr. Kamsickas has more than 25 years of global automotive and business experience. Under his leadership, IAC expanded around the globe, creating new manufacturing facilities and/or technical centers in China, India, Japan, Malaysia, South Africa, South Korea, and Thailand. Since the original foundation-building acquisitions of Lear Corporation's Interiors Systems Division and Collins & Aikman, as well as 15 additional strategic acquisitions in key regions around the world, IAC has grown to \$5.9 billion in 2014 sales, more than 32,000 employees, and more than 100 global locations.

Previously the head of Lear Corporation's Interior Systems Division, Mr. Kamsickas held a number of leadership roles within that organization, including vice president in its General Motors, Ford, and Chrysler customer divisions and vice president of operations of Lear's Seating, Electrical, and Interiors divisions. Also, he served in several key positions in the development of Lear's European operations, including international assignments in Germany, Sweden, and Austria.

A native of Saginaw, Mich., Mr. Kamsickas earned a bachelor's degree in business administration from Central Michigan University and a master's of business administration from Michigan State University.

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 approximately 23,000 people in 25 countries on six continents. In 2014, Dana generated sales of \$6.6 billion. For more information, please visit dana.com.

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