
**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): January 15, 2013

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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Item 7.01. Regulation FD Disclosure.

Dana Holding Corporation (“Dana”) previously announced that its President and Chief Executive Officer, Roger Wood, and Executive Vice President and Chief Financial Officer, Bill Quigley, will participate in the Deutsche Bank Global Auto Industry Conference in Detroit, Michigan, on January 15, 2013. They will provide a brief overview of the company and answer questions for approximately 40 minutes, beginning at 3:05 p.m. EST. and talk about Dana’s recent financial performance, as well as current and future plans.

Information on accessing a live webcast will be posted to Dana’s Investor website (www.dana.com/investors) prior to the event. In addition, the audio replay will be available the next business day via the Dana Investor website. A copy of the presentation slides, which will be discussed at the conference, 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 item is furnished with this report.

<u>Exhibit No.</u>	<u>Description</u>
99.1	Deutsche Bank Global Auto Industry Conference Presentation Slides

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: January 15, 2013

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	Deutsche Bank Global Auto Industry Conference Presentation Slides



Deutsche Bank
2013 Global Auto Industry Conference

January 15, 2013

- Honesty & Integrity
- Good Corporate Citizen
- Open Communication
- Continuous Improvement



Certain statements and projections contained in this presentation 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 presentation speak only as of this date. Dana does not undertake any obligation to revise or update publicly any forward-looking statement for any reason.

The Dana Snapshot



Dana is the global **technology** leader in efficient **power** conveyance and **energy** management **solutions** that enable our **customers** to achieve their **sustainability** objectives



- ▶ **Founded in 1904**
- ▶ **Facilities in 27 countries**
- ▶ **Serving customers in 125 countries**
- ▶ **2012 preliminary sales ~\$7.2 billion**
 - ▶ **Adjusted EBITDA margin ~10.8%**

Applying Dana's Expertise



Dana's End Markets



Dana's Business Segments



Light Vehicle Driveline



Commercial Vehicle Driveline



Off-Highway



Power Technologies

Dana's Competencies & Technologies



Driveline



Sealing

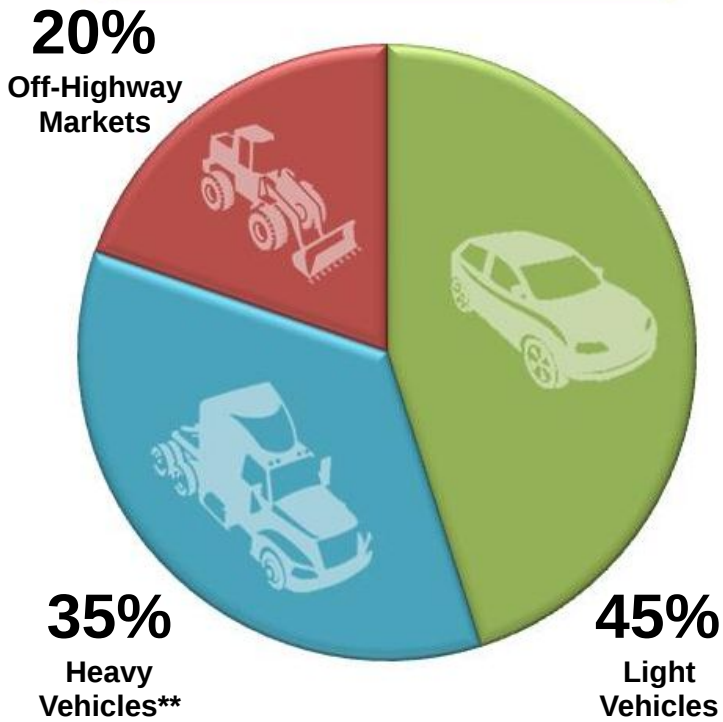


Thermal Management

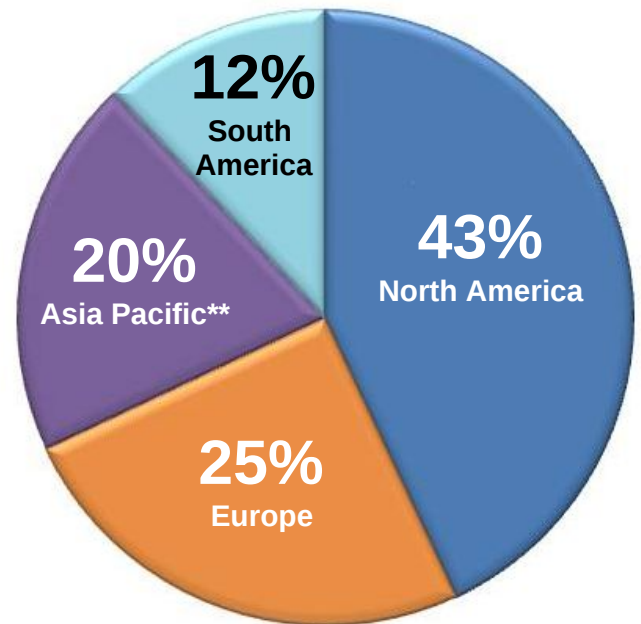
Sales by Market and Region



2012 Sales by Market*



2012 Sales by Region*



* 2012 Preliminary

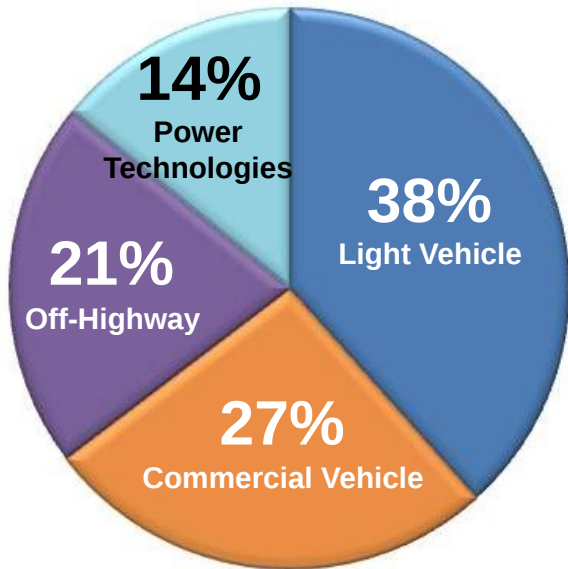
© Dana 2013

** Includes 100% of DDAC preliminary 2012 sales of ~\$700M

Segment Sales and Performance

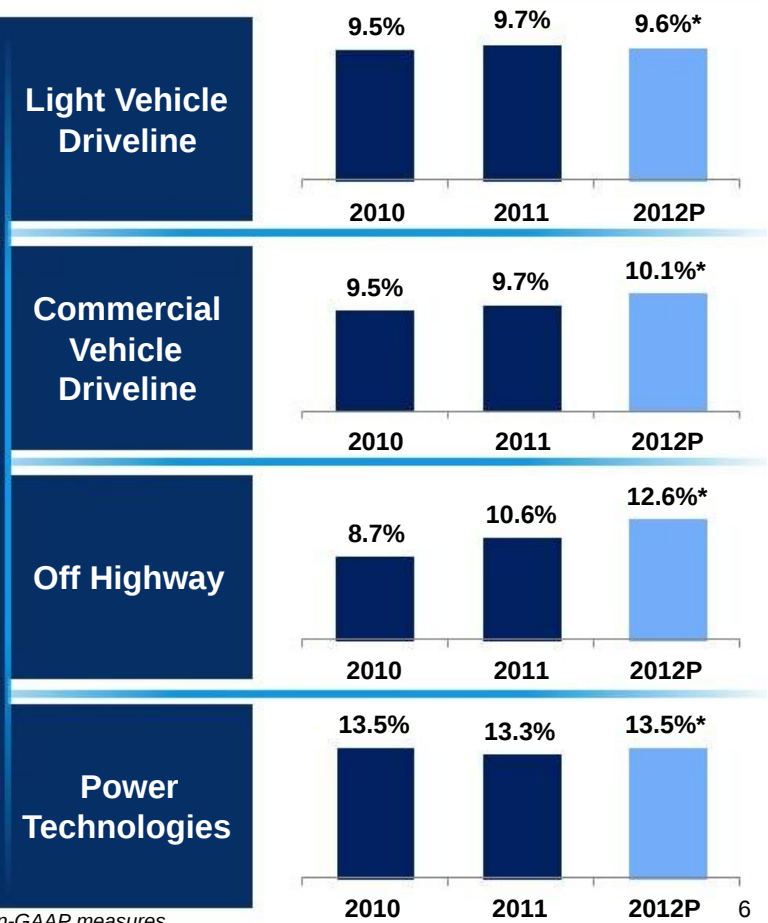


2012 Sales by Business Segment*



Total Sales - \$7.2 Billion*

Segment EBITDA Margin Performance



* 2012 Preliminary

© Dana 2013 See appendix for comments regarding the presentation of non-GAAP measures

Recent Product Introductions



**Technology / Product Innovation Addressing
Market-Based Value Drivers**

- ▶ **Furthered technology / innovation strategy – new product introductions and strategic technology alliance**
- ▶ **Continued operating model integration – driving profitability and investment return throughout the organization**
- ▶ **Profitability actions**
 - ▶ *North America Commercial Vehicle initiatives*
 - ▶ *Final wind-down of Structures business*
 - ▶ *Divestiture of Leisure Products*
 - ▶ *Exit of certain legacy programs*
- ▶ **Continued margin expansion and cash flow generation despite volatile / lower end-market demand**
- ▶ **Capital structure / shareholder return actions – pension funding, common dividend, and share repurchase plan**

Looking Forward – 2013 Markets



Europe	Market Conditions	Impact on Dana Sales	Comment
Light Vehicle	➔	▲	New Business
Commercial Vehicle	➔	▼	Change in mix
Off-Highway	▼	▼	Construction Weak

North America	Market Conditions	Impact on Dana Sales	Comment
Light Vehicle	▲	▼	Program Roll-offs
Commercial Vehicle	➔	➔	Class 8 stable
Off-Highway	▲	▼	Insourcing / Mfg Shift to AP

Asia Pacific	Market Conditions	Impact on Dana Sales	Comment
Light Vehicle	➔	▲	Program Ramp-up
Commercial Vehicle	▲	▲	New Business
Off-Highway	▲	▲	Mfg Shift from NA







South America	Market Conditions	Impact on Dana Sales	Comment
Light Vehicle	▲	▲	Market Recovery
Commercial Vehicle	▲	▲	Market Recovery
Off-Highway	▲	▲	Market Recovery

- ▶ **New technology based on market value drivers**
- ▶ **Cross-selling across customer base, regions and markets**
- ▶ **Synergies in technology applications**
- ▶ **Systems solutions**
- ▶ **Continued execution of lean operating model**



2012 Preliminary Financial Results



	2012 Guidance	Preliminary Results	Compared to 2011
Sales	\$7.2 – \$7.3 B	\$7.2B	 Currency and lower CV end-market demand
Adjusted EBITDA	\$780 – \$800 M	\$780M	 ~ \$15M improvement – pricing and cost actions
Margin	~11.0%	~10.8%	 ~ 70 bps improvement
Capital Spend	\$160 – \$170 M	\$160M	 Investment discipline
Free Cash Flow*	\$240 – \$260 M	\$320M	 ~ \$145M improvement
Cash**		\$1.1B	 ~ \$140M increase

* Excluding voluntary pension contribution of \$150 million in Q1 2012

** Includes marketable securities

See appendix for comments regarding the presentation of non-GAAP measures

Global Vehicle Production Dana Forecasts (Units in 000s)



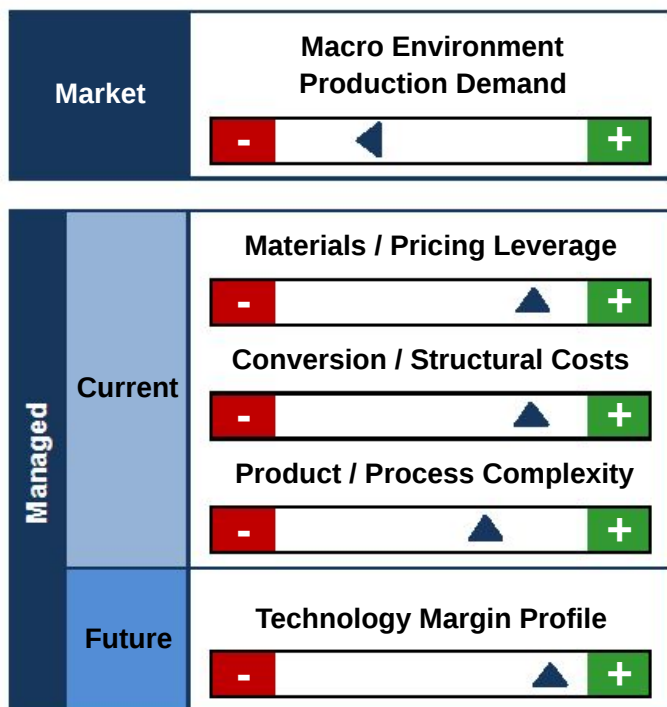
	2012 Prelim.	2013 Outlook
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North America		
Light Vehicle Total	15,300	15,900 – 16,100
Light Truck (Full Frame)	3,400	3,200 – 3,400
Medium Truck	180	180 – 190
Heavy Truck (Class 8)	274	265 – 275
Agricultural Equipment	69	65 – 75
Construction Equipment	156	160 – 170
Europe (Incl. Eastern Europe)		
Light Vehicle	18,900	18,000 – 19,000
Medium/Heavy Truck	400	390 – 410
Agricultural Equipment	255	245 – 255
Construction Equipment	322	285 – 295
South America		
Light Vehicle	4,300	4,400 – 4,600
Medium/Heavy Truck	167	180 – 190
Agricultural Equipment	48	50 – 55
Construction Equipment	19	15 – 20
Asia Pacific		
Light Vehicle	41,000	41,000 – 42,000
Medium/Heavy Truck	1,500	1,600 – 1,700
Agricultural Equipment	750	780 – 790
Construction Equipment	614	650 – 660

Summary

- ▶ **North America**
 - ▶ Overall light vehicle strong
 - ▶ Full frame trucks in line with last year
 - ▶ Class 8 truck production flat
- ▶ **Europe**
 - ▶ Light vehicle continued softness
 - ▶ Construction equipment weakens
- ▶ **South America**
 - ▶ Heavy and medium truck rebounding
- ▶ **Asia Pacific**
 - ▶ Heavy truck strengthening
 - ▶ Ag & Construction improving

Dana Margin Levers



Summary

- ▶ Production volumes largely flat to 2012 preliminary results
 - ▶ Currency, divestitures and program roll-offs lower 2013 sales expectation
-
- ▶ Continued focus and execution on controllable levers to further margin expansion
 - ▶ Maintain cost and investment discipline
 - ▶ Remain flexible as markets expected to remain volatile during the course of 2013

Optimize Performance Within Controllable Levers

2013 Financial Targets



Key Financial Metrics	2013 Plan
Sales	~\$7.1B
Adjusted EBITDA	\$800 – \$820 M
Margin	~11.4%
Diluted Adjusted EPS*	\$1.88 – \$1.95
Capital Spend	\$180 – \$200 M
Free Cash Flow	\$240 – \$260 M
Other / Selected Cash Flow Items	
Depreciation / Amortization	~\$275M
Cash Taxes	\$125 – \$135 M
Net Interest	~\$70M
Pension Funding, Net	~\$60M
Restructuring	\$45 – \$55 M

*Assumes 24% effective tax rate & excludes impact of the share repurchase program

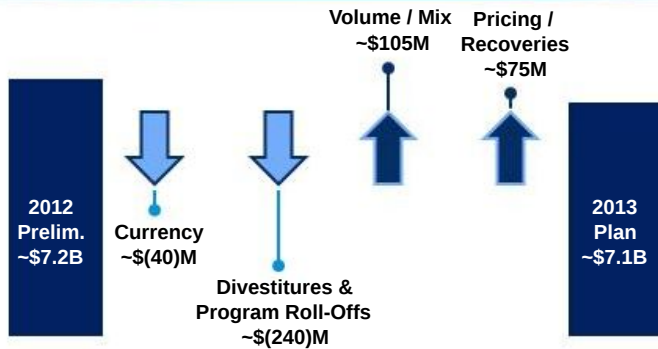
Key Fx rate assumptions for 2013: EUR \$1.27, GBP \$1.60, BRL \$0.53, MXN \$ 0.68

© Dana 2013 See appendix for comments regarding the presentation of non-GAAP measures

2013 Sales and Adjusted EBITDA



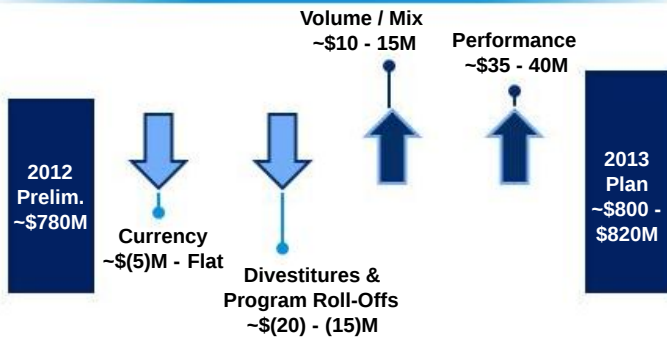
Sales Progression



Sales by Business Segment



Adjusted EBITDA Progression



Margin by Business Segment





Honesty & Integrity

Good Corporate Citizen

Open Communication

Continuous Improvement

Appendix

Non-GAAP Financial Information



The preceding slides refer to Adjusted EBITDA, which we've defined to be earnings from continuing and discontinued operations before interest, taxes, depreciation, amortization, non-cash equity grant expense, restructuring expense and other nonrecurring items (gain/loss on debt extinguishment or divestitures, impairment, etc.). The most significant impact on Dana's ongoing results of operations as a result of applying fresh start accounting following our emergence from bankruptcy was higher depreciation and amortization. By using adjusted EBITDA, a performance measure which excludes depreciation and amortization, the comparability of results is enhanced. Management also believes that adjusted EBITDA is an important measure since the financial covenants in our debt agreements are based, in part, on adjusted EBITDA. Adjusted EBITDA should not be considered a substitute for income (loss) before income taxes, net income (loss) or other results reported in accordance with GAAP. Adjusted EBITDA may not be comparable to similarly titled 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. We define adjusted net income as net income (loss) attributable to the parent company excluding restructuring expense, amortization expense and nonrecurring items (as used in adjusted EBITDA), net of any associated income tax effects. We define adjusted diluted shares as diluted shares as determined in accordance with GAAP based on adjusted net income. This measure is considered useful for purposes of providing investors, analysts and other interested parties with an indicator of ongoing financial performance that provides enhanced comparability to EPS reported by other companies. Diluted adjusted EPS is neither intended to represent nor be an alternative measure to diluted EPS reported under GAAP.

Free cash flow is a non-GAAP financial measure which we have defined as cash provided by (used in) operating activities excluding any bankruptcy claim-related payments, less purchases of property, plant and equipment. We believe this measure is useful to investors in evaluating the operational cash flow of the company inclusive of the spending required to maintain the operations. 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. 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 our GAAP results and the reconciliations of these measures, where used, to the comparable GAAP measures.