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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): November 5, 2019**

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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 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)

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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))

Title of Each Class	Trading Symbol	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 7.01 Regulation FD Disclosure**

On November 5, 2019, Dana Incorporated (“Dana”) issued a press release announcing the commencement of a tender offer to purchase for cash any and all of the \$300,000,000 aggregate principal amount of its outstanding 6.000% Senior Notes due 2023 (the “Notes”) and the related consent solicitation. A copy of the press release is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

On November 5, 2019, Dana announced the commencement of a registered public offering of \$300 million aggregate principal amount of senior unsecured notes. A copy of the press release is attached hereto as Exhibit 99.2 and is incorporated herein by reference.

The information in this item (including Exhibits 99.1 and 99.2 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 exhibits are filed with this report.

<u>Exhibit No.</u>	<u>Description</u>
99.1	<a href="#">Dana Incorporated News Release dated November 5, 2019</a>
99.2	<a href="#">Dana Incorporated News Release dated November 5, 2019</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.

Date: November 5, 2019

**DANA INCORPORATED**

By: /s/ Douglas H. Liedberg

Name: Douglas H. Liedberg

Title: Senior Vice President, General Counsel and Secretary

# News Release



## Dana Incorporated Announces Tender Offer and Consent Solicitation for 2023 Notes

**MAUMEE, Ohio, November 5, 2019/PRNewswire/** – Dana Incorporated (NYSE: DAN) (“Dana”) today announced the commencement of a cash tender offer (the “Offer”) to purchase any and all of the outstanding \$300 million aggregate principal amount of its 6.000% Senior Notes due 2023 (CUSIP No. 235825AD8) (the “Notes”), upon the terms and conditions set forth in the Offer to Purchase and Consent Solicitation Statement dated November 5, 2019 (the “Statement”).

In connection with the Offer, Dana is also soliciting the consent of holders of the Notes (the “Solicitation”) to certain proposed amendments to the indenture governing the Notes to, among other things, eliminate substantially all of the restrictive covenants, certain events of default and certain other provisions, and to shorten the required notice period for redemptions of the Notes from 30 days to two business days (the “Proposed Amendments”). Holders of Notes (“Holders”) who tender their Notes will be deemed to have given their consent to the Proposed Amendments with respect to their tendered Notes. The consent from holders of a majority in aggregate principal amount of outstanding Notes not owned by Dana or its affiliates is required to approve the Proposed Amendments.

The Offer is scheduled to expire at 9:00 a.m., New York City time, on December 5, 2019 (unless extended) (the “Expiration Time”).

Holders who validly tender their Notes at or prior to 5:00 p.m., New York City time, on November 19, 2019 (the “Early Tender Time”) will be eligible to receive the “Total Consideration” of \$1,022.50 per \$1,000 principal amount of Notes tendered, which includes the “Consent and Early Tender Payment” of \$30.00 per \$1,000 of the Notes. Holders who validly tender their Notes after the Early Tender Time but at or before the Expiration Time will be eligible to receive the “Tender Offer Consideration” which is equal to the “Total Consideration” minus the “Consent and Early Tender Payment.”

Dana’s obligation to accept for purchase, and to pay for, Notes validly tendered is subject to certain conditions, including the consummation of a new debt financing, the proceeds of which will be used to purchase Notes tendered in the Offer. Dana may waive any of the conditions if they are not satisfied.

Subject to the satisfaction or waiver of certain conditions, Dana reserves the right, following the Early Tender Time, to accept for purchase prior to the final settlement date all Notes validly tendered on or prior to the Early Tender Time (an “Early Settlement Election”). Dana will announce whether it intends to exercise the Early Settlement Election following the Early Tender Time.

If Dana exercises the Early Settlement Election, Dana currently expects the settlement date for Notes tendered at or prior to the Early Tender Time to be promptly after the exercise of the Early Settlement Election. The settlement date for Notes tendered after the Early Tender Time and at or prior to the Expiration Time, and accepted by Dana for purchase in the Offer will occur promptly after the Expiration Time. Notes tendered may be validly withdrawn at any time prior to 5:00 p.m., New York City time, on November 19, 2019, but not thereafter. In addition to the Total Consideration or Tender Offer Consideration, Holders whose Notes are accepted for purchase in the Offer will receive accrued and unpaid interest up to, but not including, the applicable settlement date.

Citigroup Global Markets Inc. (“Citi”) is acting as sole dealer manager and solicitation agent for the Offer. For additional information regarding the terms of the Offer, please contact Citi at (800) 558-3745 (U.S. toll-free) or (212) 723-6106. Requests for documents may be directed to D.F. King & Co., Inc., which is acting as the tender and information agent for the Offer, at (800) 714-2193 (toll-free), (212) 269-5550 (collect for Banks and Brokers) or via email at [dana@dfking.com](mailto:dana@dfking.com).

None of Dana, the dealer manager and solicitation agent or the tender and information agent make any recommendations as to whether Holders should tender their Notes pursuant to the Offer, and no one has been authorized by any of them to make such recommendations. Holders must make their own decisions as to whether to tender their Notes, and, if so, the principal amount of Notes to tender.

This press release does not constitute an offer to purchase or a solicitation of an offer to sell Notes or other securities, nor shall there be any purchase of Notes in any state or jurisdiction in which such offer, solicitation or purchase would be unlawful prior to the registration or qualification under the securities laws of any such jurisdiction. The Offer and Solicitation are being made solely by the Statement. This press release does not constitute an offer to sell or the solicitation of an offer to buy any securities and shall not constitute an offer, solicitation or sale in any jurisdiction in which, or to any persons to whom, such offering, solicitation or sale would be unlawful. Any offer of concurrently offered securities will be made only by means of an offering memorandum, prospectus and/or prospectus supplement.

### **Forward-Looking Statements**

Certain statements and projections contained in this news release 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," and similar expressions, and variations or negatives of these words. These forward-looking statements, including the expected settlement for Notes tendered on or prior to the Early Tender Time, 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 news release speak only as of this date. Dana does not undertake any obligation to revise or update publicly any forward-looking statement for any reason.

### **About Dana Incorporated**

Dana is a world leader in providing power-conveyance and energy-management solutions for vehicles and machinery. The company's portfolio improves the efficiency, performance, and sustainability of light vehicles, commercial vehicles, and off-highway equipment. From axles, driveshafts, and transmissions to electrodynamic, thermal, sealing, and digital solutions, the company enables the propulsion of conventional, hybrid, and electric-powered vehicles by supplying nearly every vehicle manufacturer in the world.

Founded in 1904, Dana employs more than 37,000 people who are committed to delivering long-term value to customers. Based in Maumee, Ohio, USA, and with locations in 33 countries across six continents, the company reported sales of \$8.1 billion in 2018. Having established a dynamic, high-performance culture, the company has been recognized globally as a top employer, with significant honors in Asia, India, Italy, Mexico, and the United States.

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**Investor Contact: Craig Barber**  
**+1-419-887-5166**  
**craig.barber@dana.com**

# News Release



## Dana Launches \$300 Million Senior Notes Offering

**MAUMEE, Ohio, November 5, 2019/PRNewswire/** – Dana Incorporated (NYSE: DAN) (“Dana”) today announced that it is commencing, subject to market conditions, a registered offering of \$300 million aggregate principal amount of senior unsecured notes due 2027. The company intends to use the net proceeds from the offering, together with cash on hand, to purchase in the company’s concurrently announced tender offer, or redeem, all of the company’s outstanding 6.000% Senior Notes due 2023 and to pay related fees and expenses.

Citigroup Global Markets Inc.; Barclays Capital Inc.; BMO Capital Markets Corp., BofA Securities, Inc.; Credit Suisse Securities (USA) LLC; Goldman Sachs & Co. LLC; J.P. Morgan Securities LLC; Mizuho Securities USA LLC and RBC Capital Markets, LLC are acting as joint-bookrunning managers in the offering.

The offering is being made pursuant to the company’s automatic shelf registration statement on Form S-3 filed with the Securities and Exchange Commission (the “SEC”) on November 5, 2019, and pursuant to a preliminary prospectus supplement, which will also be filed with the SEC.

A prospectus and prospectus supplement concerning the offering may be obtained from:

- Citigroup Global Markets Inc., c/o Broadridge Financial Solutions, 1155 Long Island Avenue, Edgewood, NY 11717, Attention: Prospectus Department, by calling 1-800-831-9146 or by emailing [prospectus@citi.com](mailto:prospectus@citi.com);
- Barclays Capital Inc., c/o Broadridge Financial Solutions, 1155 Long Island Avenue, Edgewood, NY 11717, by calling 1-888-603-5847 or by emailing [barclaysprospectus@broadridge.com](mailto:barclaysprospectus@broadridge.com);
- BMO Capital Markets Corp., 3 Times Square, 25<sup>th</sup> Floor, New York, NY 10036, Attention: High Yield Capital Markets, by calling 1-212-702-1882;
- BofA Securities, Inc. NC1-004-03-43, 200 North College Street, 3rd Floor, Charlotte NC 28255-0001, Attention: Prospectus Department, by emailing [dg.prospectus\\_requests@bamf.com](mailto:dg.prospectus_requests@bamf.com);
- Credit Suisse Securities (USA) LLC, Eleven Madison Avenue, 3rd Floor, New York, NY 10010, Attention: Prospectus Department, by calling 1-800-221-1037 or by emailing [ecm.prospectus@credit-suisse.com](mailto:ecm.prospectus@credit-suisse.com);
- Goldman Sachs & Co. LLC, 200 West Street, New York, NY 10282, Attention: Prospectus Department, by calling 1-866-471-2526, by faxing 212-902-9316 or by emailing [prospectus-ny@ny.email.gs.com](mailto:prospectus-ny@ny.email.gs.com);
- J.P. Morgan Securities LLC, c/o Broadridge Financial Solutions, 1155 Long Island Avenue, Edgewood, NY 11717, Attention: Prospectus Department, by calling 1-866-803-9204;
- Mizuho Securities USA LLC, 320 Park Avenue, 12th Floor, New York, NY 10022, Attention: Debt Capital Markets Syndicate, by calling 1-866-271-7403; or
- RBC Capital Markets, LLC, 200 Vesey Street, 8th Floor, New York, NY 10281, Attention: Leveraged Capital Markets, by calling 1-877-280-1299.

This news release shall not constitute an offer to sell or the solicitation of an offer to buy, nor shall there be any sale of these securities in any state or jurisdiction in which such offer, solicitation, or sale would be unlawful prior to registration or qualification under the securities laws of any such state or other jurisdiction.

## **Forward-Looking Statements**

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

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