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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): February 26, 2014**

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**Dana Holding Corporation**

(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))
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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.**

The Board of Directors of Dana Holding Corporation (“Dana”) appointed R. Bruce McDonald to serve on Dana’s Board of Directors effective February 26, 2014. Mr. McDonald will serve on Dana’s Audit and Compensation Committees. On February 26, 2014, Dana issued a press release regarding this appointment. A copy of the press release is attached hereto as Exhibit 99.1.

Additionally, Steven B. Schwarzwaelder notified Dana that he will not stand for re-election, and will depart from Dana’s Board of Directors, effective May 2, 2014 prior to the commencement of Dana’s Annual Shareholder Meeting at 8:30 AM ET.

**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               | Press Release dated February 26, 2014 |

**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 26, 2014

By: /s/ Marc S. Levin

Name: Marc S. Levin

Title: Senior Vice President, General Counsel  
and Secretary

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**Exhibit Index**

| <u>Exhibit No.</u> | <u>Description</u>                    |
|--------------------|---------------------------------------|
| 99.1               | Press Release dated February 26, 2014 |

**IMMEDIATE****Contact: Jeff Cole  
+1-419-887-3535  
jeff.cole@dana.com****R. Bruce McDonald Appointed to Board of Directors of Dana Holding Corporation**

**MAUMEE, Ohio, Feb. 26, 2014 – R. Bruce McDonald has been appointed to the board of directors of Dana Holding Corporation (NYSE: DAN), effective today. Mr. McDonald is executive vice president and chief financial officer of Johnson Controls Inc. He will serve on the audit and compensation committees of the board.**

**Mr. McDonald, 53, joined Johnson Controls in November 2001 as vice president and corporate controller and was promoted to assistant chief financial officer in 2004. He was appointed vice president and chief financial officer in 2005 and named executive vice president in 2006.**

**“We are pleased to have someone of Bruce McDonald’s abilities and experience join the Dana board,” said Joseph Muscari, chairman. “He is an exceptional business leader with strong financial acumen, international experience, and knowledge of Dana’s markets.”**

**Mr. McDonald began his career with Ernst & Young. In 1987, he joined Varsity Corporation, where he held a variety of operational finance positions in the United Kingdom from 1993 to 1998. In 1998, McDonald was appointed vice president, finance, legal, and IT of Lucas Varsity Automotive in Livonia, Mich., which was subsequently acquired by TRW, Inc. He held a variety of financial positions of increasing responsibility at TRW, where he became vice president of finance for TRW Automotive.**

**Mr. McDonald received a Bachelor of Commerce degree from McMaster University. He is a chartered accountant and a certified public accountant. He serves as chairman of the board of directors for Columbia St. Mary’s Hospital in Milwaukee, a member of the board of trustees and treasurer for the Milwaukee Art Museum, and a member of the board of directors and treasurer for the United Way of Greater Milwaukee.**

**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 23,000 people in 26 countries on six continents. In 2013, Dana generated sales of \$6.8 billion. For more information, visit [dana.com](http://dana.com).**

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