

## SECURITIES AND EXCHANGE COMMISSION

## FORM S-8

## REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933

Dana Corporation  
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(Exact name of registrant as specified in its charter)

Virginia  
-----

(State or other jurisdiction of incorporation or organization)

34-4361040  
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(I.R.S. Employer Identification No.)

P.O. Box 1000, Toledo, Ohio 43697  
-----

(Address of principal executive offices)

Dana Corporation 1999 Restricted Stock Plan  
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(Full title of the plan)

Martin J. Strobel, Secretary  
Dana Corporation, P.O. Box 1000, Toledo, Ohio 43697  
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(Name and address of agent for service)

419-535-4500  
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(Telephone number of agent for service)

## Calculation of Registration Fee

Title of securities to be registered	Amount to be registered	Proposed maximum offering price per unit (1)	Proposed maximum aggregate offering price (1)	Amount of registration fee
Common stock (par value \$1 per share)	750,000 shares and related Preferred Share Purchase Rights	\$42.844	\$32,133,000	\$8,932.97

(1) Estimated solely for the purpose of determining the amount of the registration fee pursuant to Securities Act Rule 457(c) on the basis of the average high and low prices reported on the New York Stock Exchange Composite Tape on July 30, 1999.

PART I

INFORMATION REQUIRED IN THE SECTION 10(A) PROSPECTUS

ITEM 1. PLAN INFORMATION

Not required to be included herein.

ITEM 2. REGISTRANT INFORMATION AND EMPLOYEE PLAN ANNUAL INFORMATION.

Not required to be included herein.

## PART II

## INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

## ITEM 3. INCORPORATION OF DOCUMENTS BY REFERENCE.

The following documents which Dana has previously filed with the Commission are incorporated by reference in this registration statement:

- (a) Dana's annual report on Form 10-K for the fiscal year ended December 31, 1998;
- (b) All other reports filed pursuant to Section 13(a) or 15(d) of the Exchange Act since the end of the 1998 fiscal year; and
- (c) The description of common stock contained under these captions in the following registration statements: (i) "Description of Registrant's Securities to be Registered" in Dana's Form 8-A, dated on or about July 12, 1946, as amended by its Form 8, dated August 8, 1991, and (ii) "Dana Capital Stock" in Dana's Form S-4 filed on May 15, 1998, as amended by its Amendment No. 1 to Form S-4 filed on June 1, 1998.

In addition, all documents that Dana files hereafter pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Securities Exchange Act of 1934 before filing a post-effective amendment to indicate that all the securities offered have been sold or to deregister all the securities then remaining unsold, shall be deemed to be incorporated by reference in this registration statement from the dates such documents are filed.

## ITEM 4. DESCRIPTION OF SECURITIES.

Not applicable.

## ITEM 5. INTEREST OF NAMED EXPERTS AND COUNSEL.

Not applicable.

## ITEM 6. INDEMNIFICATION OF DIRECTORS AND OFFICERS.

Under the Virginia Stock Corporation Act, Dana is authorized to indemnify its directors and officers in certain circumstances against liabilities and defense expenses incurred in proceedings in which they are named as parties because of such positions with Dana. Accordingly, Dana's stockholders have adopted the SIXTH Article of its Restated Articles of Incorporation. This Article provides that Dana directors and officers shall not be liable for monetary damages exceeding \$50,000 in proceedings brought by any stockholder on behalf of Dana or the stockholders with respect to any transaction, occurrence or course of conduct unless they engaged in willful misconduct or a knowing violation of criminal law or of federal or state securities law. The Article requires Dana to indemnify any director or officer who is a party to such a proceeding

because of such position against liabilities incurred in connection with the proceeding, unless he or she engaged in willful misconduct or a knowing violation of criminal law. Under certain conditions, Dana must pay or reimburse the reasonable expenses incurred by such director or officer in connection with the proceeding before the disposition of the proceeding. Generally, the indemnification will be made in accordance with Section 13.1-701 of the Virginia Stock Corporation Act.

As authorized in the Restated Articles, Dana's Board has adopted a By-law provision under which Dana will also indemnify its directors and officers in comparable manner against liabilities they may incur when serving at Dana's request as directors, officers, employees or agents of other corporations or certain other enterprises.

Dana has executive liability and indemnification insurance covering certain liabilities incurred by directors, elected officers, and some appointed officers in the performance of their duties. Subject to deductibles, the insurers will pay or reimburse covered costs up to an annual aggregate of \$100 million. However, coverage is excluded for purchases or sales of securities in violation of Section 16(b) of the Exchange Act, deliberately fraudulent or willful violations of any statute or regulation, illegal personal gain, and certain other acts.

ITEM 7. EXEMPTION FROM REGISTRATION CLAIMED.

Not applicable.

ITEM 8. EXHIBITS.

See the Exhibit Index for a list of the documents filed herewith.

ITEM 9. UNDERTAKINGS.

The undersigned registrant hereby undertakes:

- (1) To file, during any period in which offers or sales are being made, a post-effective amendment to this registration statement to include any material information with respect to the plan of distribution not previously disclosed in the registration statement or any material change to such information in the registration statement.
- (2) That, for the purpose of determining any liability under the Securities Act, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.
- (3) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.

The undersigned registrant hereby undertakes that, for purposes of determining any liability under the Securities Act, each filing of the registrant's annual report pursuant to Section 13(a) or Section 15(d) of the Exchange Act that is incorporated by reference in this registration statement shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

Insofar as indemnification for liabilities arising under the Securities Act may be permitted to directors, officers and controlling persons of the registrant pursuant to the foregoing provisions, or otherwise, the registrant has been advised that in the opinion of the Commission such indemnification is against public policy as expressed in the Securities Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the registrant of expenses incurred or paid by a director, officer or controlling person of the registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Securities Act and will be governed by the final adjudication of such issue.

## SIGNATURES

THE REGISTRANT. Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Toledo, State of Ohio, on August 3, 1999.

DANA CORPORATION (registrant)

By: /s/ Martin J. Strobel

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 Martin J. Strobel  
 Vice President, General Counsel and Secretary

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities and on the date indicated.

Signature -----	Title -----	Date -----
PRINCIPAL EXECUTIVE OFFICER:		
*/s/ J. M. Magliochetti ----- J. M. Magliochetti	Chief Executive Officer and Director	August 3, 1999
PRINCIPAL FINANCIAL OFFICER:		
/s/ J. S. Simpson ----- J. S. Simpson	Chief Financial Officer	August 3, 1999
PRINCIPAL ACCOUNTING OFFICER:		
/s/ C. W. Hinde ----- C. W. Hinde	Chief Accounting Officer	August 3, 1999

Signature -----	Title -----	Date -----
<b>DIRECTORS:</b>		
* /s/ B. F. Bailar ----- B. F. Bailar	Director	August 3, 1999
* /s/ A. C. Baillie ----- A. C. Baillie	Director	August 3, 1999
* /s/ E. M. Carpenter ----- E. M. Carpenter	Director	August 3, 1999
* /s/ E. Clark ----- E. Clark	Director	August 3, 1999
* /s/ G. H. Hiner ----- G. H. Hiner	Director	August 3, 1999
* /s/ M. R. Marks ----- M. R. Marks	Director	August 3, 1999
* /s/ S. J. Morcott ----- S. J. Morcott	Director	August 3, 1999
* /s/ R. B. Priory ----- R. B. Priory	Director	August 3, 1999

\* By: /s/ Martin J. Strobel  
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Martin J. Strobel  
Attorney-in-Fact

## EXHIBIT INDEX

Exhibit No. - - - -	Description -----	Method of Filing -----
4-A	Restated Articles of Incorporation	Filed by reference to Exhibit 4 to Dana's Form 8-A/A, Amendment No. 3, dated October 4, 1994
4-B	Single Denomination Stock Certificate	Filed by reference to Exhibit 4-B to Dana's Form S-3, filed December 20, 1996
4-C	Rights Agreement, dated as of April 25, 1996, between Dana and ChemicalMellon Shareholder Services, L.L.C., Rights Agent	Filed by reference to Dana's Form 8-A, filed May 1, 1996
5	Opinion of Hunton & Williams	Filed herewith at page II-7
23-A	Consent of PricewaterhouseCoopers	Filed herewith at page II-8
23-B	Consent of Hunton & Williams	Included in Exhibit 5
24	Power of Attorney	Filed herewith at page II-9



## OPINION OF HUNTON &amp; WILLIAMS

Hunton & Williams  
Riverfront Plaza, East Tower  
951 East Byrd Street  
Richmond, Virginia 23219-4074

August 3, 1999

Dana Corporation  
P.O. Box 1000  
Toledo, Ohio 43697

Ladies and Gentlemen:

This firm has acted as counsel to Dana Corporation (the "Company") in connection with the Registration Statement (the "Registration Statement") on Form S-8 for the Dana Corporation 1999 Restricted Stock Plan (the "Plan") being filed under the Securities Act of 1933, as amended ("the Act") on or about the date of this letter to register 750,000 shares of common stock, \$1.00 par value per share, including associated Rights (the "Shares"), of the Company, which from time to time may be offered and sold by the Company in connection with the Plan.

We are familiar with the Registration Statement and the Exhibits thereto. We have examined, originals or copies, certified and otherwise identified to our satisfaction, of such corporate documents and records of the Company and certificates of public officials as we have deemed necessary to enable us to express this opinion. We have also relied on certificates of officers of the Company as to certain factual matters. In rendering this opinion, we have assumed (i) the genuineness of all signatures, (ii) the authenticity of all documents submitted to us as originals, and (iii) the conformity to authentic original documents of all documents submitted to us as certified, conformed or photostatic copies.

Based upon and subject to the foregoing, we are of the opinion that:

1. The Company is a corporation duly incorporated, validly existing and in good standing under the laws of the Commonwealth of Virginia.
2. The Shares have been duly authorized and, when offered and sold as described in the Registration Statement, will be legally issued, fully paid and non-assessable.

We hereby consent to the filing of this opinion with the Securities and Exchange Commission as an exhibit to the Registration Statement.

Very truly yours,

HUNTON & WILLIAMS

## CONSENT OF INDEPENDENT ACCOUNTANTS

We hereby consent to the incorporation by reference in this Registration Statement on Form S-8 of our report dated January 25, 1999 relating to the financial statements, which appears in the 1998 Annual Report to Shareholders of Dana Corporation, which is incorporated by reference in Dana Corporation's Annual Report on Form 10-K for the year ended December 31, 1998. We also consent to the incorporation by reference of our report dated January 25, 1999 relating to the financial statement schedule, which appears in such Annual Report on Form 10-K.

PRICEWATERHOUSECOOPERS LLP

Toledo, Ohio  
August 3, 1999

II-8

## POWER OF ATTORNEY

The undersigned directors and/or officers of Dana Corporation (the "Company") hereby appoint Sue A. Griffin, Charles W. Hinde, Southwood J. Morcott, John S. Simpson, and Martin J. Strobel, and each of them severally, as their true and lawful attorneys-in-fact, (i) to execute, in their names and capacities as directors and/or officers of the Company, a registration statement on Form S-8 and all exhibits, amendments and supplements thereto to register the Common Stock of the Company authorized for issuance pursuant to the Dana Corporation 1999 Restricted Stock Plan, and (ii) to file, in the name and on behalf of the Company, such registration statement and any related documents with the Securities and Exchange Commission under the Securities Act of 1933, as amended and/or the Securities Exchange Act of 1934, as amended.

This Power of Attorney automatically ends as to each appointee upon the termination of his or her service with the Company.

In witness whereof, the undersigned have executed this instrument on April 19, 1999.

/s/ B. F. Bailar

/s/ S. J. Morcott

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B. F. Bailar

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S. J. Morcott

/s/ A. C. Baillie

/s/ R. B. Priory

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A. C. Baillie

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R. B. Priory

/s/ E.M. Carpenter

/s/ S. A. Griffin

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E. M. Carpenter

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S. A. Griffin

/s/ E. Clark

/s/ C. W. Hinde

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E. Clark

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C. W. Hinde

/s/ G. H. Hiner

/s/ J. S. Simpson

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G. H. Hiner

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J. S. Simpson

/s/ J. M. Magliochetti

/s/ M. J. Strobel

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J. M. Magliochetti

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M. J. Strobel

/s/ M. R. Marks

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M. R. Marks