
**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 29, 2018

Dana Incorporated
(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))

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.

Item 7.01. Regulation FD.

In connection with the announcement of the Acquisition (as defined below) and the related debt financing, Dana Incorporated (“Dana”) intends to present and/or distribute to certain investors a slide presentation dated July 30, 2018, which is attached hereto as Exhibit 99.1 and incorporated by reference herein (the “Investor Presentation”). Dana undertakes no obligation to update, supplement or amend the materials attached hereto as Exhibit 99.1. The Investor Presentation may also be used by executive management of Dana in future meetings with investors and analysts. The Investor Presentation will also be available on Dana’s website at www.dana.com.

The information in this section is being “furnished” and shall not be deemed “filed” for 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 8.01. Other Events.

On July 30, 2018, Dana issued a news release announcing the entry into a definitive agreement to purchase the Drive Systems business of the Oerlikon Group (the “Acquisition”). A copy of the press release is attached to this report as Exhibit 99.2 and is incorporated herein by reference.

Cautionary Note Regarding Forward-Looking Statements

Certain statements and projections contained in this communication 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. Forward-looking statements include, among other things, statements about the potential benefits of the proposed transaction; the prospective performance and outlook of the company’s business, performance and opportunities following the completion of the transaction, including the ability of the parties to complete the proposed transaction and the expected timing of completion of the proposed transaction; as well as any assumptions underlying any of the foregoing. 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. Such risks and uncertainties, include, without limitation, risks related to Dana’s ability to complete the proposed transaction on the proposed terms and schedule, including obtaining regulatory approvals; unforeseen liabilities; future capital expenditures; risks associated with the proposed transaction such as the risk that the acquired business will not be integrated successfully, that such integration may be more difficult, time-consuming or costly than expected or that the expected benefits of the proposed transaction will not occur; risks related to future opportunities and plans for the company, including

uncertainty of the expected financial performance and results of the company following completion of the proposed transaction; disruption from the proposed transaction, making it more difficult to conduct business as usual or maintain relationships with customers, employers or suppliers; and the possibility that if the company does not achieve the perceived benefits of the proposed transaction as rapidly or to the extent anticipated by financial analysts or investors, the market price of the company's shares could decline, as well as other risks related to Dana's business. 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 communication speak only as of this date. Dana does not undertake any obligation to revise or update publicly any forward-looking statement for any reason.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits. The following exhibits are being filed and furnished with this report.

<u>Exhibit No.</u>	<u>Description</u>
99.1	Investor Presentation, dated July 30, 2018.
99.2	Dana Incorporated News Release, dated July 30, 2018.

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: July 30, 2018

DANA INCORPORATED

By: /s/ Douglas H. Liedberg
Name: Douglas H. Liedberg
Title: Senior Vice President, General
Counsel & Secretary



Acquisition of Oerlikon Drive Systems

July 30, 2018





Safe Harbor Statement

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.



Transaction Summary

Transaction Terms

- » Dana to acquire Oerlikon's Drive Systems segment:
 - CHF 600 million in cash
 - Assumption of certain net liabilities
- » Transaction Value
 - Implied ~6x NTM adjusted EBITDA
 - ~4x NTM adjusted EBITDA (pro forma for expected cost synergies)
- » Includes a controlling interest in a Chinese joint venture
 - Will be consolidated in Dana financials

Timing / Approvals

- » Subject to customary regulatory approvals
- » Estimated close in late 2018 or Q1 2019

Deal Financing

- » Committed financing in place
- » Pro forma 2018 net leverage to remain well below 2x





Business Overview / Strategic Rationale



Oerlikon Drive Systems Snapshot

\$ 2018T Revenue:
~\$800M

End Markets

- Construction
- Agriculture
- Mining
- Light Vehicle
- Commercial Vehicle

Diverse Product Portfolio



Key Brands

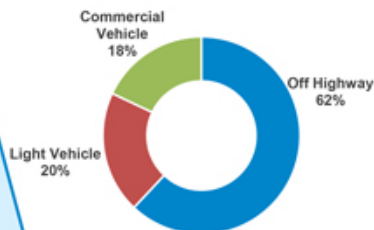


~6,000 people

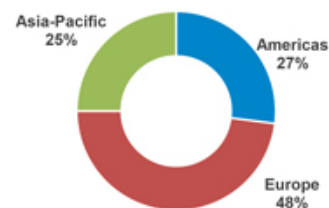
5 R&D test centers
12 Manufacturing sites
Includes facilities currently under construction

Nearly 100 year history

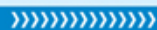
Sales by End Market



Sales by Region



Key Customers



Acquisition Benefits



Product Portfolio Overview

Markets	Products	Description and Applications
LV CV OH 	Advanced Gearing 	Broad range of high-precision helical gear solutions
	Shifting solutions 	Wide range of synchronisers, clutches and clutch packs
	Planetary drives 	Electric and hydraulic planetary drives for off-highway applications
	Drive Systems 	Complete drive axle systems
	High Performance Drivelines 	Power transfer units, front and rear differentials, AWD systems
		High performance transmissions: manual, automated manual, dual-clutch transmission
		e-drives for hybrid and electric light vehicles





Advanced Electrification Engineering



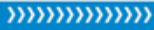
Core Competencies

- 20+ years of expertise in electric driveline design and engineering
- 30+ years driveline control software engineering
- Electronic hardware and actuation controls
- Integrated software and hardware design
- Vehicle application, calibration, and testing



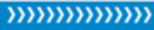
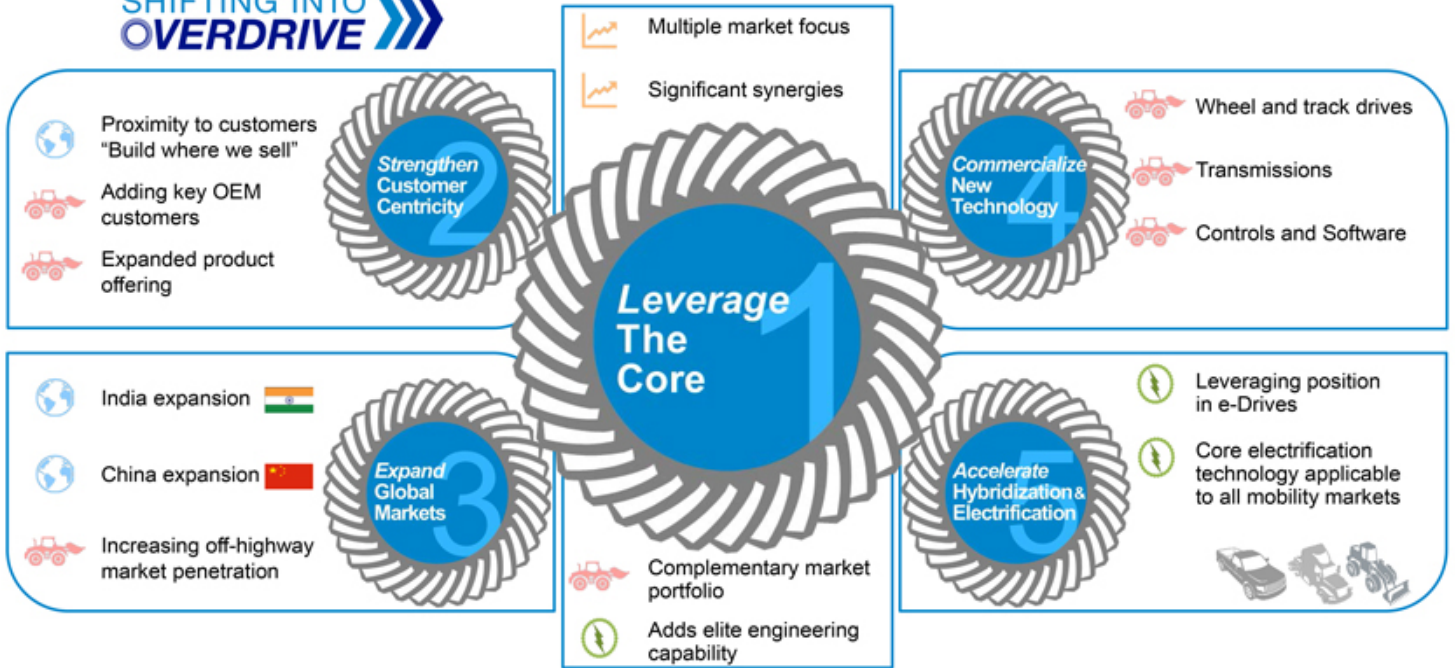
Applications

- Electric vehicle drivetrains
- Hybrid powertrain
- Automated manual transmission
- Dual clutch transmission
- Active differentials



Strategic Fit

SHIFTING INTO
OVERDRIVE >>>



Strategic Inorganic Growth

Q1 2016

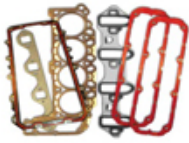
Q4 2016

Q1 2017

Q1 2017

Q2 2018

Q4 2018





Acquisition Benefits



Acquisition Benefits





Core Planetary Hub Drive Technology



FAIRFIELD Torque-Hub®

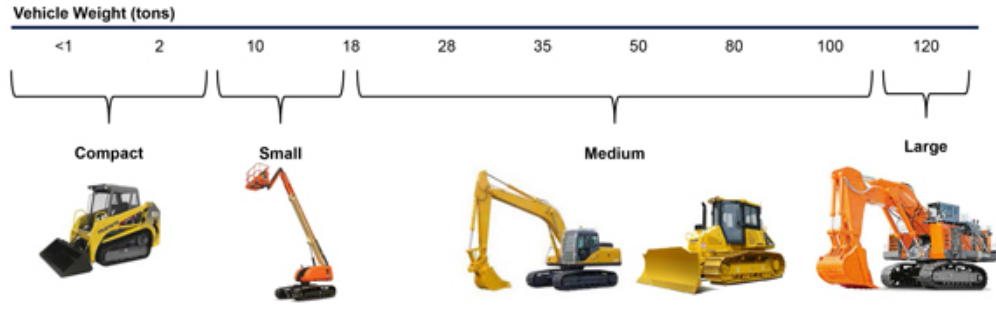
- 20 Wheel Drives
- 20 Track Drives
- 20 Slew Drives
- 20 Mobile Gearboxes
- 20 Electric Drives



Product Expansion

oerlikon
drive systems

oerlikon
drive systems





e-Drive Expansion



Oerlikon Electric Drive Capabilities

Single-speed e-Axes

Multi-speed e-Axes

e-Drive



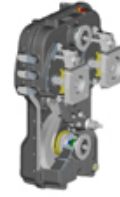
Dana Electric Drive Capabilities

Integrated e-Axes

e-Drive

Motors & Inverters

Cooling Systems



Select Vehicles

Recreational

Utility

Passenger Car

City Delivery

Light Trucks

Freight Truck

Transit Bus

Mining Truck



Club Car



Taylor Dunn



Bolloré Blue Car



Zenith Electric Van



DongFeng Alpha Bus



Sandvik DD422iE

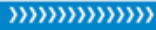


Gross Vehicle Weight Continuum

Gross Vehicle Weight Continuum



Dana and Oerlikon's electric-vehicle capabilities and end markets are highly complementary





Manufacturing Footprint Focus



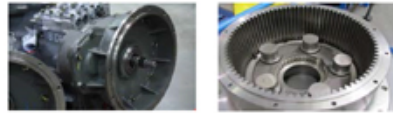
India



Selected Customers



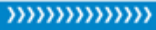
China



Selected Customers



Includes facilities currently under construction





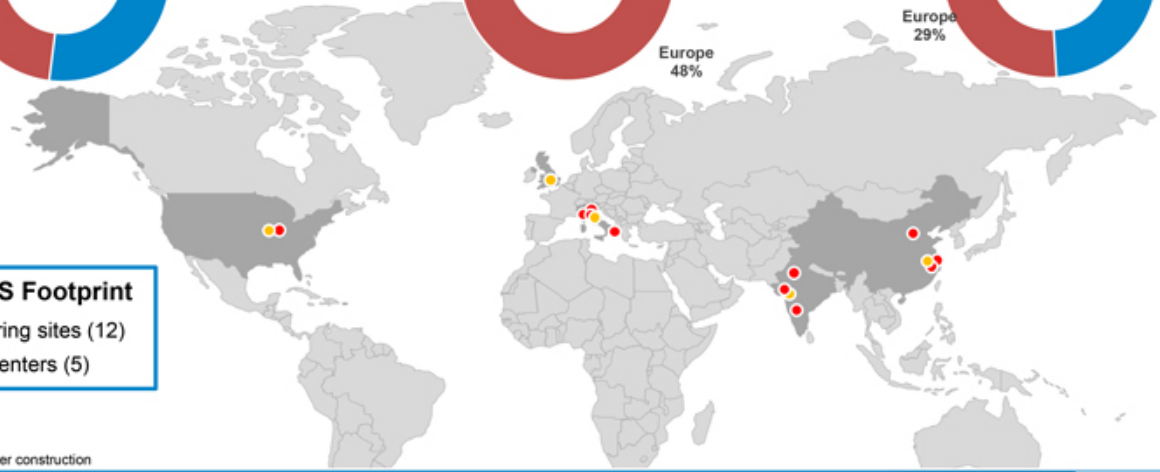
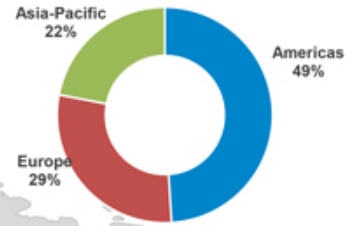
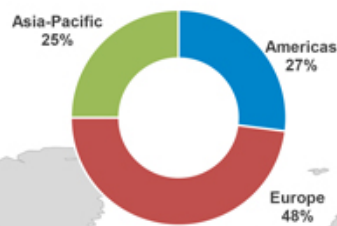
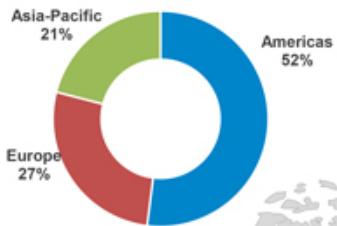
Optimizes Geographic Footprint



Dana¹

Oerlikon DS

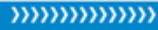
Pro Forma¹



Oerlikon DS Footprint

- Manufacturing sites (12)
- R&D test centers (5)

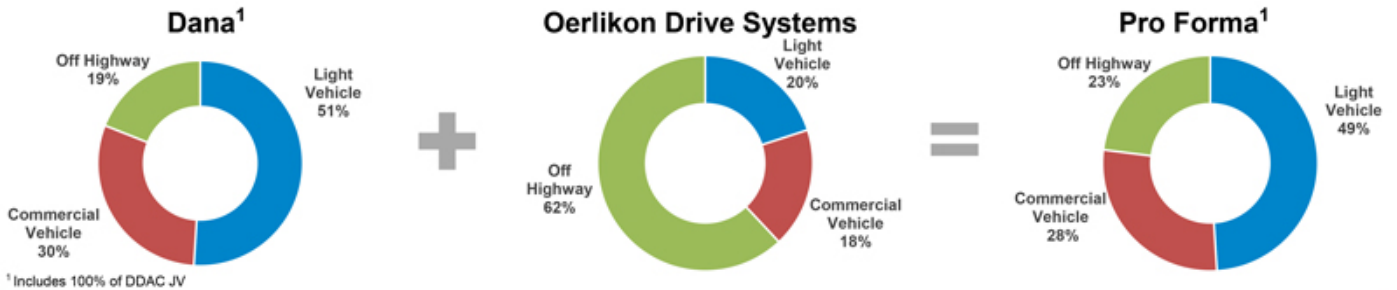
¹ Includes 100% of DDAC JV
Includes facilities currently under construction





Penetration in Off-Highway

Pro Forma Segment Revenue Mix



Drive System Market Growth

Light Vehicle

Off-Highway

Commercial Vehicle





Synergies and Value Creation



Near Term (Cost)
\$40 Million
Over 24 Months

- ▣ Purchasing efficiencies
- ▣ Lean implementation and increased productivity
- ▣ Fixed cost rationalization
- ▣ Manufacturing footprint optimization

Medium to Long
Term Opportunity
(Commercial)

- ▣ Cross-selling of products across both companies customer bases
- ▣ Expands addressable market into tracked vehicle driveline

Immediate EPS accretion and creation of ~\$240M in equity value





Strong Balance Sheet



Pro Forma Capitalization

(\$ in millions)	Dana 12/31/2018	Transaction Adjustments	Pro forma Dana
Cash and Marketable Securities	\$600	\$100	\$700
Revolver	\$575	\$(40)	\$535
Liquidity	\$1,175	\$60	\$1,235
New Financing		\$600	\$600
Term Loan A	\$265		\$265
Senior Notes	1,500		\$1,500
Other Debt	\$35		\$35
Total Debt	\$1,800	\$640	\$2,440
Net Debt	\$1,200	\$540	\$1,740
Adjusted EBITDA (pre-synergies)	\$980	\$90	\$1,070
Net Leverage	1.2x		1.6x

- » Attractive acquisition multiple
- » Committed financing in place
- » No note maturities until 2023
- » Maintain robust liquidity
- » Flexible financing and strong cash flow generation enables rapid deleveraging

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



Acquisition Benefits





Accelerating
Electrified
Mobility



Growing Through
Transformation



Executing Enterprise
Strategy



Increasing
Shareholder Value

People Finding A Better Way®

Non-GAAP Financial Information

The preceding slides refer to Adjusted EBITDA, a non-GAAP financial measure which we have defined as net income before interest, taxes, depreciation, amortization, equity grant expense, restructuring expense, non-service cost components of pension and other postretirement benefit costs and other adjustments not related to our core operations (gain/loss on debt extinguishment, pension settlements, divestitures, impairment, etc.). Adjusted EBITDA is a measure of our ability to maintain and continue to invest in our operations and provide shareholder returns. We use adjusted EBITDA in assessing the effectiveness of our business strategies, evaluating and pricing potential acquisitions and as a factor in making incentive compensation decisions. In addition to its use by management, we also believe adjusted EBITDA is a measure widely used by securities analysts, investors, and others to evaluate financial performance of our company relative to other Tier 1 automotive suppliers. Adjusted EBITDA should not be considered a substitute for income before income taxes, net income 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 any nonrecurring income tax items, restructuring charges, amortization expense, and other adjustments not related to our core operations (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, 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.

The accompanying financial information provides reconciliations of adjusted EBITDA, diluted adjusted EPS and free cash flow to the most directly comparable financial measures calculated and presented in accordance with GAAP. We have not provided a reconciliation of our adjusted EBITDA and diluted adjusted EPS outlook to the most comparable GAAP measures of net income and diluted EPS. Providing net income and diluted EPS guidance is potentially misleading and not practical given the difficulty of projecting event-driven transactional and other non-core operating items that are included in net income and diluted EPS, including restructuring actions, asset impairments and income tax valuation adjustments. The accompanying reconciliations of these non-GAAP measures with the most comparable GAAP measures for the historical periods presented are indicative of the reconciliations that will be prepared upon completion of the periods covered by the non-GAAP guidance.

Please reference the "Non-GAAP financial information" 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.



IMMEDIATE

Contact: Jeff Cole
419-887-3535
jeff.cole@dana.com

Dana to Purchase Drive Systems Segment of Oerlikon Group

*Acquisition adds complementary products, key electrification technologies
for each of Dana's end markets*

MAUMEE, Ohio, July 30, 2018 – Dana Incorporated (NYSE: DAN) announced today that it has signed a definitive agreement to purchase the Drive Systems segment of the Oerlikon Group (SIX: OERL), a global manufacturer of high-precision gears; planetary hub drives for wheeled and tracked vehicles; and products, controls, and software that support vehicle electrification across the mobility industry.

Under the terms of the agreement, Dana will acquire Oerlikon's Drive Systems business for CHF 600 million (approximately \$600 million). Committed financing has been arranged to complete the transaction, which will be immediately accretive to earnings upon closing. Subject to customary regulatory approvals, the acquisition is expected to close in late 2018 or the first quarter of 2019.

Consistent with Dana's enterprise strategy, the acquisition of Oerlikon Drive Systems provides numerous opportunities to drive profitable growth. Among them, the transaction:

- complements and extends Dana's current technology portfolio, especially with respect to high-precision helical gears for the light- and commercial-vehicle markets and planetary hub drives for wheeled and tracked vehicles in the off-highway market;
- provides products, controls, and software that support vehicle electrification in each of Dana's end markets – light vehicle, commercial vehicle, and off-highway;
- optimizes Dana's global manufacturing presence to be closer to customers in key growth markets such as China and India, as well as the United States; and
- adds five research and development facilities to Dana's extensive network of technology centers.

"Oerlikon Drive Systems is a well-respected technology company that has provided exceptional product innovation and customer satisfaction for nearly a century," said Jim Kamsickas, president and chief executive officer of Dana. "A great fit culturally, this investment will deliver significant long-term value by accelerating our commitment to vehicle electrification and strengthening the technology portfolio for each of our end markets while further expanding and balancing the manufacturing presence of our off-highway business in key geographical markets."

Founded in 1919, Oerlikon Drive Systems generated revenue of CHF 730 million (approximately \$730 million) in 2017. The business employs approximately 5,900 people and operates 10 manufacturing and engineering facilities in China, India, Italy, the United Kingdom, and the United States, with two additional facilities under construction in China.

The business serves a global roster of original-equipment manufacturers. Selected customers include AGCO, Ashok Leyland, Aston Martin, BMW, Caterpillar, CNH, Daimler, John Deere, Ferrari, Fiat Chrysler Automobiles, MAN, McLaren, Oshkosh, SANY, Scania, Terex, Volkswagen, and AB Volvo.

Oerlikon Drive Systems is composed of two global brands, Oerlikon Graziano and Oerlikon Fairfield, which offer engineering and manufacturing expertise in the development of gear-driven solutions for mobile vehicles and industrial equipment. Its high-tech products can be found in a wide range of applications for operating machinery and equipment used in agriculture, construction, energy, mining, transportation, and high-performance sports cars.

“This strategic deployment of capital for inorganic growth strengthens our product portfolio, will be immediately accretive to earnings upon closing, will create incremental value for shareholders, and preserves our strong balance sheet,” said Jonathan Collins, executive vice president and chief financial officer.

Mr. Kamsickas added: “Oerlikon’s technology will enable Dana to expand our product offerings for customers in the off-highway segment while complementing our rapidly growing portfolio of electrified product offerings for all end markets. Further, Oerlikon’s manufacturing and R&D footprint enhances our ability to serve many of our current customers while connecting us with new customers, especially in India and China.”

This transaction complements Dana’s strategy for accelerating hybridization and electrification and closely follows the company’s acquisition of TM4, which established Dana as the only supplier with full e-Propulsion design, engineering, and manufacturing capabilities – offering electro-mechanical propulsion solutions to each of its end markets.

Goldman Sachs & Co. LLC acted as financial advisor to Dana for this transaction. Citi provided committed financing to Dana for the transaction. Maven Global provided additional advisory services.

Dana to Host Conference Call at 9 a.m. Today

Dana will host a webcast and conference call at 9 a.m. EDT today. Participants may listen to the audio portion of the conference call either through audio streaming online or by telephone. Slide viewing is available online via a link provided on the Dana investor website: www.dana.com/investors. U.S. and Canadian locations should dial 1-888-311-4590 and international locations should

call 1-706-758-0054. Please enter conference I.D. 2052149 and ask for the “Dana Business Update.” Phone registration will be available starting at 8:30 a.m. EDT.

An audio recording of the webcast will be available after 5 p.m. EDT on July 30 by dialing 1-855-859-2056 (U.S. or Canada) or 1-404-537-3406 (international) and entering conference I.D. 2052149. A webcast replay will also be available after 5 p.m. EDT and may be accessed via Dana’s investor website.

About Oerlikon Group

Oerlikon (SIX: OERL) engineers materials, equipment and surfaces and provides expert services to enable customers to have high-performance products and systems with extended lifespans. Drawing on its key technological competencies and strong financial foundation, the group is sustaining mid-term growth by executing three strategic drivers: addressing attractive growth markets, securing structural growth, and expanding through targeted mergers and acquisitions. A leading global technology and engineering group, Oerlikon operates its business in three Segments – Surface Solutions, Manmade Fibers and Drive Systems – and has a global footprint of around 15,000 employees at 186 locations in 37 countries. In 2017, Oerlikon generated CHF 2.8 billion in sales and invested CHF 107 million in R&D.

About Dana Incorporated

Dana is a world leader in highly engineered solutions for improving the efficiency, performance, and sustainability of powered vehicles and machinery. Dana supports the passenger vehicle, commercial truck, and off-highway markets, as well as industrial and stationary equipment applications. Founded in 1904, Dana employs more than 30,000 people in 33 countries on six continents who are committed to delivering long-term value to customers. Based in Maumee, Ohio, USA, the company reported sales of \$7.2 billion in 2017. Dana is ranked among the Drucker Institute’s listing of the 250 most effectively managed companies. For more information, please visit dana.com.

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