

**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): November 9, 2023

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))

Title of Each Class	Trading Symbol	Name of Each Exchange on which Registered
Common Stock, \$.01 par value	DAN	New York Stock Exchange

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 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers

Effective November 9, 2023, Brett Icahn resigned from the Board of Directors (the “Board”) of Dana Incorporated (the “Company”). His resignation was not due to any disagreement with the Company.

On November 9, 2023, the Board appointed Steven Miller to the Board effective immediately as a replacement for Mr. Icahn in accordance with the Director Appointment and Nomination Agreement, by and among the Company and Carl C. Icahn and the persons and entities listed therein, dated as of January 7, 2022.

Mr. Miller, 34, has been a Portfolio Manager of Icahn Capital LP (Icahn Capital) since October 2020. Mr. Miller has also served on the boards of Bausch Health Companies, Inc., a pharmaceutical, medical device, and consumer healthcare company; Conduent Incorporated, a business process outsourcing company; Xerox Holdings Corporation, a print and digital document products and services company; and Herc Holdings Inc., an international provider of equipment rental and services. Prior to joining Icahn Capital, Mr. Miller was an Analyst in the Distressed and Special Situations investment group in the New York office of BlueMountain Capital Management, LLC.

Mr. Miller will receive the same compensation for his services as will be consistent with that of the Company’s other non-employee directors. Mr. Miller will serve on the Compensation Committee and the Technology and Sustainability Committee.

A copy of the Company’s press release regarding the actions above is being filed as Exhibit 99.1 to this report.

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	Dana Incorporated Press Release dated November 13, 2023
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.

DANA INCORPORATED

Date: November 13, 2023

By: /s/ Douglas H. Liedberg

Name: Douglas H. Liedberg

Title: Senior Vice President, General Counsel and Secretary

News Release



Dana Incorporated Appoints Steven Miller to Board of Directors

Steven Miller Replaces Brett Icahn as Icahn Capital Board Designee in Connection with Previously Announced Agreement

MAUMEE, Ohio, Nov. 13, 2023 – Dana Incorporated (NYSE: DAN) today announced that Steven Miller has been appointed to the Dana Board of Directors, effective Nov. 9, 2023. Mr. Miller will replace Brett Icahn as an Icahn Capital board designee, pursuant to the January 2022 Director Appointment and Nomination Agreement between Icahn Capital and Dana.

“On behalf of the Dana board of directors, I want to welcome Steven as a director, and we look forward to collaborating as we continue to drive profitable growth,” said James Kamsickas, Dana chairman and CEO. “We would also like to thank Brett Icahn for contributing his insights and experience over the past two years.”

“I am grateful for the opportunity to have served on the Dana Board and to have worked with the dedicated Dana team,” said Brett Icahn. “Over the past two years, Dana has continued to drive progress in electrification across its mobility end markets and sustained improvement across the enterprise.”

Mr. Miller is a portfolio manager at Icahn Capital LP, a subsidiary of Icahn Enterprises L.P., a diversified holding company engaged in a variety of businesses. He previously served as an analyst at BlueMountain Capital Management, LLC and an analyst at Goldman, Sachs & Co. Mr. Miller serves as a director at Bausch Health Companies, Inc. and Conduent Incorporated and was previously a director at Xerox Holdings Corporation and Herc Holdings Inc. He received a B.S. summa cum laude from Duke University in 2011.

With this announcement, the board will continue to be composed of 10 directors, nine of whom are independent.

About Dana Incorporated

Dana is a leader in the design and manufacture of highly efficient propulsion and energy-management solutions that power vehicles and machines in all mobility markets across the globe. The company is shaping sustainable progress through its conventional and clean-energy solutions that support nearly every vehicle manufacturer with drive and motion systems; electrodynamic technologies, including software and controls; and thermal, sealing, and digital solutions.

Based in Maumee, Ohio, USA, the company reported sales of \$10.2 billion in 2022 with 42,000 people in 31 countries across six continents. With a history dating to 1904, Dana was named among the “World’s Most Ethical Companies” for 2023 by Ethisphere and as one of “America’s Most Responsible Companies 2023” by Newsweek. The company is driven by a high-performance culture that focuses on valuing others, inspiring innovation, growing responsibly, and winning together, earning it global recognition as a top employer. Learn more at dana.com.

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