
**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): January 4, 2022

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

Delaware
(State or other jurisdiction
of incorporation)

1-1063
(Commission
File No.)

26-1531856
(IRS Employer
Identification No.)

3939 Technology Drive, Maumee, Ohio 43537
(Address of principal executive offices)

(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(s)	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.

On January 4, 2022, the Board of Directors (the “Board”) of Dana Incorporated (the “Company”) appointed Ernesto M. Hernández to the Board effective immediately.

Mr. Hernández, 63, is a veteran mobility-industry executive with extensive knowledge of product engineering, manufacturing, planning, program management, sales, marketing, and the aftermarket. He recently retired from General Motors after a 40-year career culminating in the role of president and managing director of General Motors, Mexico. Mr. Hernández also serves on the boards of BRP Inc., the recreational products business previously owned by Bombardier Inc.; and Constellation Brands, Inc., a producer of beers, wines, and distilled spirits.

Mr. Hernández will receive the same compensation for his services as will be consistent with that of the Company’s other non-employee directors. There are no arrangements or understandings between Mr. Hernández and any other persons pursuant to which Mr. Hernández was selected as a director, and there are no transactions in which Mr. Hernández has an interest requiring disclosure under Item 404(a) of Regulation S-K.

Also, the Company announced today that Raymond E. Mabus, Jr., will not stand for re-election at the Company’s 2022 Annual Meeting of Shareholders and will retire from the Board, effective the date of the Company’s 2022 Annual Meeting of Shareholders.

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 exhibit is filed with this report.

<u>Exhibit No.</u>	<u>Description</u>
99.1	Dana Incorporated Press Release dated January 4, 2022
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

Dated: January 4, 2022

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

News Release



IMMEDIATE

Dana Incorporated Appoints Ernesto M. Hernández to its Board of Directors

MAUMEE, Ohio, Jan. 4, 2021 – Dana Incorporated (NYSE: DAN) announced today that Ernesto M. Hernández has been appointed to the company’s board of directors, effective immediately.

Mr. Hernández is a veteran mobility-industry executive with extensive knowledge of product engineering, manufacturing, planning, program management, sales, marketing, and the aftermarket. He recently retired from General Motors after a 40-year career culminating in the role of president and managing director of General Motors, Mexico.

“I am delighted to welcome Ernesto to the Dana board of directors,” said James Kamsickas, Dana chairman and CEO. “He brings a unique combination of industry expertise across all mobility segments, a global perspective, and a keen understanding of advanced technologies – all of which will be of great value to our board as we strategically and profitably grow the company and continue our leadership position in alternative vehicle propulsion.”

Mr. Hernández also serves on the boards of BRP Inc., the recreational products business previously owned by Bombardier Inc.; and Constellation Brands, Inc., a producer of beers, wines, and distilled spirits.

The company also announced that Raymond E. Mabus, Jr., will retire from the board of directors at the 2022 Annual Meeting of Shareholders, and will serve as a director until that time.

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 \$7.1 billion in 2020 with 38,000 associates in 33 countries across six continents. Founded in 1904, Dana was named one of “America’s Most Responsible Companies 2021” by *Newsweek* for its emphasis on sustainability and social responsibility. 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, including “World’s Best Employer” from *Forbes* magazine. Learn more at dana.com.

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