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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): April 30, 2025**

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**Dana Incorporated**  
(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))

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.

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

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**Item 5.07 Submission of Matters to a Vote of Security Holders**

At the Dana Incorporated (“Dana”) Annual Meeting of Shareholders held on April 24, 2025 (the “Annual Meeting”), shareholders considered five proposals that are described in more detail in Dana’s Definitive Proxy Statement dated March 14, 2025 for the Annual Meeting of Shareholders. The holders of record of 134,428,725 shares, or 92.24% of Dana’s 145,724,477 outstanding shares of common stock, were represented in person or by proxy, constituting a quorum and more than a majority of the shares entitled to vote.

The vote results detailed below represent final results as certified by the Inspector of Election:

*PROPOSAL I - Election of nine directors for a one-year term expiring in 2026 or upon the election and qualification of their successors:*

	<u>FOR</u>	<u>WITHHOLD</u>
Christian A. Garcia	122,765,487	1,804,007
Ernesto M. Hernández	118,861,945	5,707,549
Brett M. Icahn	120,661,628	3,907,866
Bridget E. Karlin	122,142,638	2,426,856
Nora E. LaFreniere	123,139,327	1,430,167
Michael J. Mack, Jr.	122,748,353	1,821,141
R. Bruce McDonald	118,061,228	6,508,266
Diarmuid B. O’Connell	122,778,328	1,791,166
Keith E. Wandell	114,016,484	10,553,010

*PROPOSAL II - Approval of a non-binding advisory vote on executive compensation:*

<u>FOR</u>	<u>AGAINST</u>	<u>ABSTAIN</u>
97,723,996	26,801,802	43,696

*PROPOSAL III – Ratification of the appointment of PricewaterhouseCoopers LLP as the independent registered public accounting firm for the fiscal year ending December 31, 2025:*

<u>FOR</u>	<u>AGAINST</u>	<u>ABSTAIN</u>
131,469,891	2,873,644	85,190

*PROPOSAL IV – Approval of an amendment to the Dana Incorporated 2021 Omnibus Incentive Plan:*

<u>FOR</u>	<u>AGAINST</u>	<u>ABSTAIN</u>
116,722,034	7,804,598	42,862

*PROPOSAL V – Shareholder proposal to require an independent Board Chairman:*

<u>FOR</u>	<u>AGAINST</u>	<u>ABSTAIN</u>
31,895,141	92,643,056	31,297

**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: April 30, 2025

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