

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

**SCHEDULE 14A
PROXY STATEMENT PURSUANT TO SECTION 14(a) OF THE SECURITIES
EXCHANGE ACT OF 1934
(AMENDMENT NO.)**

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

Preliminary Proxy Statement

CONFIDENTIAL, FOR USE OF THE COMMISSION ONLY (AS PERMITTED BY RULE 14a-6(e)(2))

Definitive Proxy Statement

Definitive Additional Materials

Soliciting Material Pursuant to Section 240.14a-12

DANA INCORPORATED

(NAME OF REGISTRANT AS SPECIFIED IN ITS CHARTER)

(NAME OF PERSON(S) FILING PROXY STATEMENT, IF OTHER THAN THE REGISTRANT)

Payment of Filing Fee (Check the appropriate box):

No fee required.

Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

(1) Title of each class of securities to which transaction applies:

(2) Aggregate number of securities to which transaction applies:

(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (Set forth the amount on which the filing fee is calculated and state how it was determined):

(4) Proposed maximum aggregate value of transaction:

(5) Total fee paid:

Fee paid previously with preliminary materials.

Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

(1) Amount Previously Paid:

(2) Form, Schedule or Registration Statement No.:

(3) Filing Party:

(4) Date Filed:



DANA INCORPORATED
3939 TECHNOLOGY DRIVE
MAUMEE, OH 43537

Your **Vote** Counts!

DANA INCORPORATED

2021 Annual Meeting
Vote by April 20, 2021
11:59 PM ET



D36775-P47812

You invested in DANA INCORPORATED and it's time to vote!

You have the right to vote on proposals being presented at the Annual Meeting. **This is an important notice regarding the availability of proxy material for the shareholder meeting to be held on April 21, 2021.**

Get informed before you vote

View the Notice & Proxy Statement and 10K Wrap online OR you can receive a free paper copy of voting material(s) by requesting prior to April 7, 2021. If you would like to request a copy of the voting material(s), you may (1) visit www.ProxyVote.com, (2) call 1-800-579-1639 or (3) send an email to sendmaterial@proxyvote.com. If sending an email, please include your control number (indicated below) in the subject line.



For complete information and to vote, visit www.ProxyVote.com

Control #

Smartphone users

Point your camera here and vote without entering a control number



Vote Virtually at the Meeting*

April 21, 2021
8:30 a.m., Eastern Time

Virtually at:
www.virtualshareholdermeeting.com/DAN2021

*Many shareholder meetings have attendance requirements including, but not limited to, the possession of an attendance ticket issued by the entity holding the meeting. Please check the meeting materials for any special requirements for meeting attendance.

THIS IS NOT A VOTABLE BALLOT

This is an overview of the proposals being presented at the upcoming shareholder meeting. Please follow the instructions on the reverse side to vote these important matters.

Voting Items	Board Recommends										
<p>1. Election of directors:</p> <table><tbody><tr><td>01) Rachel A. Gonzalez</td><td>06) Michael J. Mack, Jr.</td></tr><tr><td>02) James K. Kamsickas</td><td>07) R. Bruce McDonald</td></tr><tr><td>03) Virginia A. Kamsky</td><td>08) Diarmuid B. O'Connell</td></tr><tr><td>04) Bridget E. Karlin</td><td>09) Keith E. Wandell</td></tr><tr><td>05) Raymond E. Mabus, Jr.</td><td></td></tr></tbody></table>	01) Rachel A. Gonzalez	06) Michael J. Mack, Jr.	02) James K. Kamsickas	07) R. Bruce McDonald	03) Virginia A. Kamsky	08) Diarmuid B. O'Connell	04) Bridget E. Karlin	09) Keith E. Wandell	05) Raymond E. Mabus, Jr.		✔ For
01) Rachel A. Gonzalez	06) Michael J. Mack, Jr.										
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04) Bridget E. Karlin	09) Keith E. Wandell										
05) Raymond E. Mabus, Jr.											
2. Approval of a non-binding advisory proposal approving executive compensation.	✔ For										
3. Ratification of the appointment of PricewaterhouseCoopers LLP as the independent registered public accounting firm.	✔ For										
4. Approval of the Dana Incorporated 2021 Omnibus Incentive Plan.	✔ For										

Prefer to receive an email instead? While voting on www.ProxyVote.com, be sure to click "Sign up for E-delivery".