
**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 23, 2015

Dana Holding Corporation

(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, OH 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))
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ITEM 7.01 REGULATION FD DISCLOSURE.

On January 26, 2015, Dana Holding Corporation (“Dana”) issued a press release announcing that it has completed the sale of its Venezuelan operations, C.A. Danaven, to Manufacturing and Logistics Limited, an independent and locally operated company. The text of the press release announcing the transaction is attached hereto as Exhibit 99.1.

ITEM 9.01 FINANCIAL STATEMENTS AND EXHIBITS.

(d) Exhibits.

| <u>Exhibit No.</u> | <u>Description</u> |
|--------------------|---|
| 99.1 | Dana Holding Corporation Press Release dated January 26, 2015 |

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 HOLDING CORPORATION

Date: January 26, 2015

By: /s/ Marc S. Levin

Name: Marc S. Levin

Title: Senior Vice President, General Counsel and Secretary

Exhibit Index

| <u>Exhibit No.</u> | <u>Description</u> |
|--------------------|---|
| 99.1 | Dana Holding Corporation Press Release dated January 26, 2015 |

News Release



IMMEDIATE

Dana Holding Corporation Announces Divestiture of Venezuelan Operations

MAUMEE, Ohio, Jan. 26, 2015 – Dana Holding Corporation (NYSE: DAN) today announced that it has completed the sale of its Venezuelan operations, C.A. Danaven, to Manufacturing and Logistics Solutions Limited, an independent and locally operated company.

C.A. Danaven provides drivetrain products principally to global automotive vehicle manufacturers in Venezuela and has manufacturing and assembly facilities in Valencia and Guacara. C.A. Danaven had sales of approximately \$110 million in 2014.

Manufacturing and Logistics Solutions Limited will operate the business in Venezuela and license the use of the Danaven name. Under various supply and other agreements, Dana will provide components and technical support to the company as a Tier 2 supplier transacting business outside of Venezuela.

“This business decision was made to improve Dana shareholder value by reducing uncertainty associated with foreign currency and other regulatory pressures,” said President and Chief Executive Officer Roger Wood. “The management team in Venezuela will remain intact. They have a deep knowledge of the business and local market along with the necessary experience and expertise to meet the high standards of their customers in the region.”

Terms of the agreement were not disclosed; however, Dana expects that its net income attributable to the parent company in the fourth quarter of 2014 will include a net charge approximating \$77 million (of which \$29 million represents cash balances) relating to this divestiture. Dana’s 2014 Adjusted EBITDA results will not be impacted by this charge. Dana’s other operations in South America are not affected by this transaction.

(more)

About Dana Holding Corporation

Dana is a global leader in the supply of highly engineered driveline, sealing, and thermal-management technologies that improve the efficiency and performance of vehicles with both conventional and alternative-energy powertrains. Serving three primary markets – passenger vehicle, commercial truck, and off-highway equipment – Dana provides the world’s original-equipment manufacturers and the aftermarket with local product and service support through a network of nearly 100 engineering, manufacturing, and distribution facilities. Founded in 1904 and based in Maumee, Ohio, the company employs approximately 23,000 people in 25 countries on six continents. Dana reported preliminary sales of \$6.6 billion in 2014. For more information, please visit dana.com.

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