
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): September 23, 2009

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 8.01. OTHER EVENTS.

On September 23, 2009, Dana Holding Corporation announced the upsizing and pricing of an underwritten registered public offering of its common stock. The text of the press release announcing the upsizing and pricing of the public offering, which is attached hereto as Exhibit 99.1, is incorporated by reference herein in its entirety.

ITEM 9.01. FINANCIAL STATEMENTS AND EXHIBITS.

(d) Exhibits.

Exhibit No.	Description
99.1	Dana Holding Corporation Press Release dated September 23, 2009

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: September 23, 2009

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 September 23, 2009

News Release



Dana Holding Corporation Announces the Upsizing and Pricing of Common Stock Offering

TOLEDO, Ohio – September 23, 2009 – Dana Holding Corporation (NYSE: DAN) today announced that it has priced a public offering of 34 million shares of its common stock at \$ 6.75 per share. The size of the common stock offering has been increased from the previously announced 27 million shares. In conjunction with the offering, Dana has granted the underwriters a 30-day option to purchase up to 5.1 million additional shares. Goldman, Sachs & Co. is serving as the sole book-runner, with Citi, J.P. Morgan, Barclays Capital, Deutsche Bank Securities and UBS Investment Bank serving as co-managers for the offering.

Dana has indicated that it intends to use the net proceeds for general corporate purposes including flexibility for future expansion and restructuring of operations. Additionally, in accordance with the terms of its credit agreement, the company will use approximately 50 percent of the proceeds to repay debt.

The shares will be issued pursuant to an effective shelf registration statement filed with the Securities and Exchange Commission (SEC). A final prospectus supplement related to the offering will be filed with the SEC and will be available on its Web site: www.sec.gov. Copies of the prospectus supplement and accompanying base prospectus related to the offering may be obtained from Goldman, Sachs, & Co. via telephone at: (866) 471-2526; via facsimile at: (212) 902-9316; via e-mail at: prospectus-ny@ny.email.gs.com; or via standard mail at Goldman, Sachs, & Co., Prospectus Department, 85 Broad Street, New York, N.Y. 10004.

This news release shall not constitute an offer to sell or the solicitation of an offer to buy, nor shall there be any sale of these securities in any state or jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such state or other jurisdiction.

About Dana Holding Corporation

Dana is a world leader in the supply of axles; driveshafts; and structural, sealing, and thermal-management products; as well as genuine service parts. The company's customer base includes virtually every major vehicle manufacturer in the global automotive, commercial vehicle, and off-highway markets. Based in Maumee, Ohio, the company employs approximately 22,500 people in 26 countries and reported 2008 sales of \$8.1 billion.

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