
**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): November 30, 2011

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, Ohio 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.

Dana Holding Corporation (“Dana”) previously announced that Executive Vice President and Chief Financial Officer Jim Yost will participate in the Bank of America Merrill Lynch 2011 Leveraged Finance Conference on November 30, 2011. Mr. Yost will provide a brief overview of the company and answer questions for approximately 30 minutes, beginning at 2:40 p.m., EST.

Information on accessing a live webcast will be posted to Dana’s investor website (www.dana.com/investors) prior to the event. In addition, the audio replay will be available the next business day via the Dana investor website. A copy of the presentation slides, which will be discussed at that conference, is attached hereto as Exhibit 99.1.

The information in this Item 7.01 (together with Exhibit 99.1 hereto) is being “furnished” and shall not be deemed “filed” for the purposes of Section 18 of the Securities Exchange Act of 1934, as amended, is not subject to the liabilities of that section and is not deemed incorporated by reference in any filing under the Securities Act of 1933, as amended, or the Securities Exchange Act of 1934, as amended, except as shall be expressly set forth by specific reference in such a filing.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

<u>Exhibit No.</u>	<u>Description</u>
99.1	Bank of America Merrill Lynch 2011 Leveraged Finance Conference Presentation Slides

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: November 30, 2011

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	Bank of America Merrill Lynch 2011 Leveraged Finance Conference Presentation Slides

The Dana Story

Dana Holding Corporation
Bank of America Merrill Lynch Leveraged Finance Conference

Jim Yost
Executive Vice President & CFO

November 30, 2011

Safe Harbor Statement



Certain statements and projections contained in this presentation are, by their nature, forward-looking within the meaning of the Private Securities Litigation Reform Act of 1995. These forward-looking statements are based on our current expectations, estimates and projections about our industry and business, management's beliefs, and certain assumptions made by us, all of which are subject to change. Forward-looking statements can often be identified by words such as "anticipates," "expects," "intends," "plans," "predicts," "believes," "seeks," "estimates," "may," "will," "should," "would," "could," "potential," "continue," "ongoing," similar expressions, and variations or negatives of these words. These forward-looking statements are not guarantees of future results and are subject to risks, uncertainties and assumptions that could cause our actual results to differ materially and adversely from those expressed in any forward-looking statement. Dana's Annual Report on Form 10-K, subsequent Quarterly Reports on Form 10-Q, recent Current Reports on Form 8-K, and other Securities and Exchange Commission filings discuss important risk factors that could affect our business, results of operations and financial condition. The forward-looking statements in this presentation speak only as of this date. Dana does not undertake any obligation to revise or update publicly any forward-looking statement for any reason.



Company Snapshot

- Founded in 1904
- Based in Maumee, Ohio
- 2010 sales: \$6.1 billion
- Global customers and operations
 - Production facilities in 26 countries
 - 14 technical centers
 - 87 manufacturing facilities
 - Customers in 125 countries
 - About 24,000 employees



Innovation and Technology Core Competencies

- Driveline Technologies
- Sealing Systems
- Thermal Management Solutions

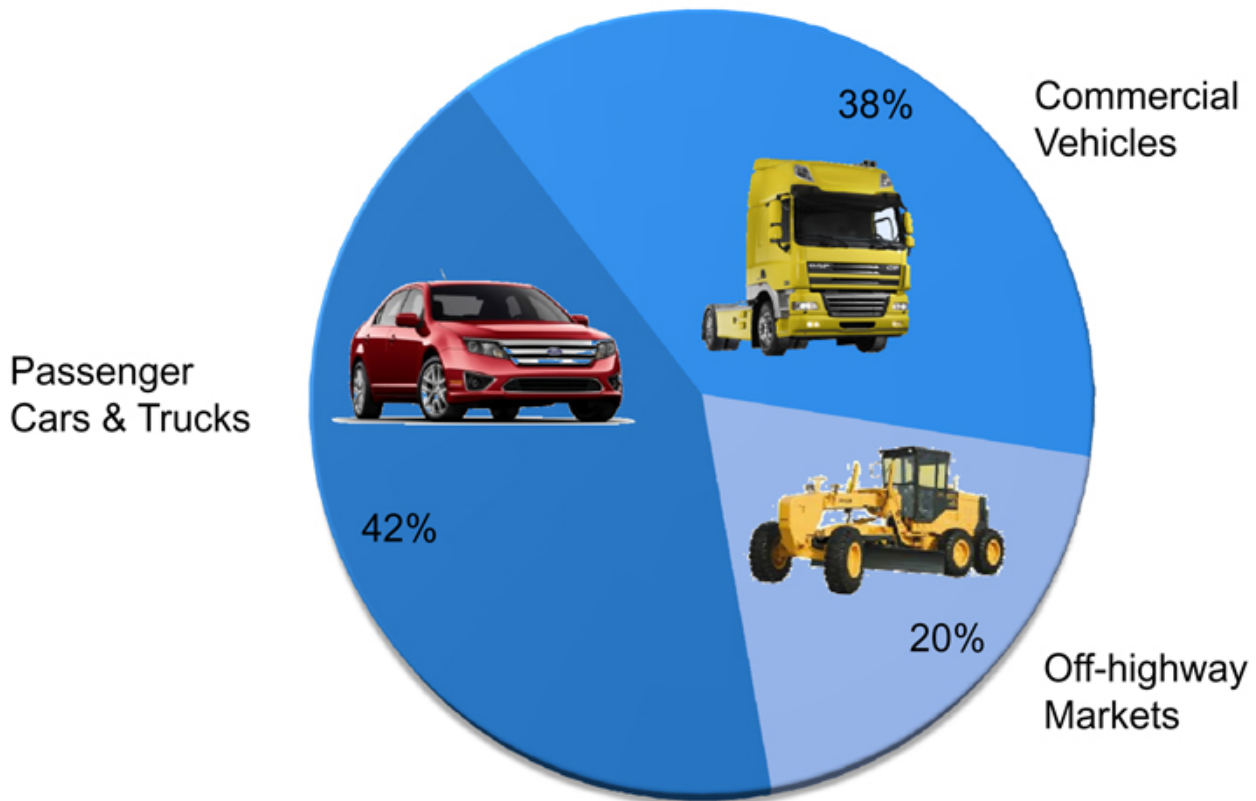
Customer and market diversity

Global footprint



Market Diversity

(September 30, 2011 YTD*)

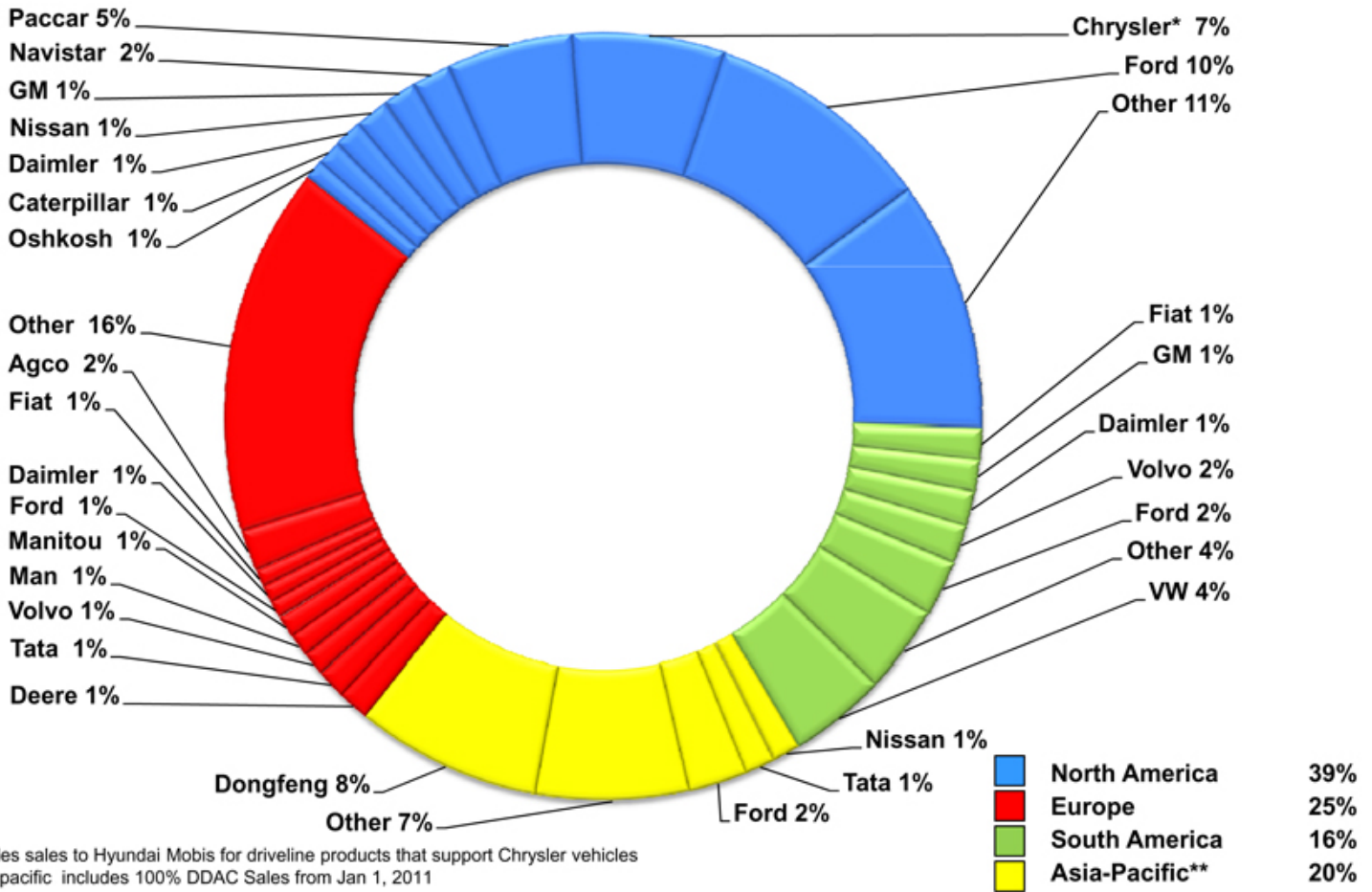


* 100% of DDAC sales included from Jan 1, 2011

Customer and Geographic Diversity



September 30, 2011 YTD

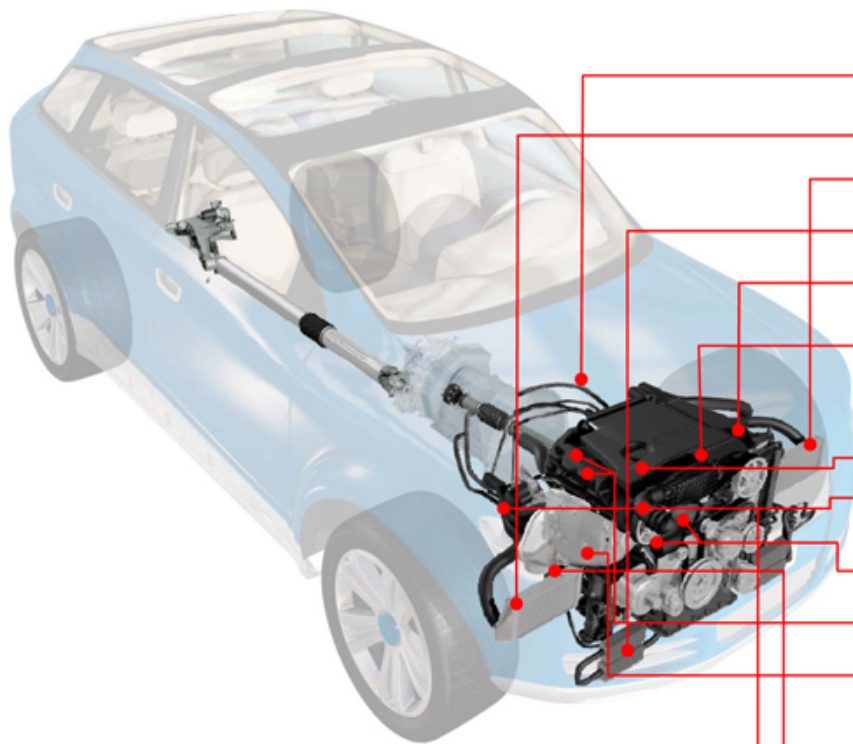


* Includes sales to Hyundai Mobis for driveline products that support Chrysler vehicles
 ** Asia Pacific includes 100% DDAC Sales from Jan 1, 2011



Our global manufacturing and engineering footprint is a competitive strength

- Supports the growth of our global customers
- Gains access to many new, non-traditional customers in emerging markets



Propshafts

Axles

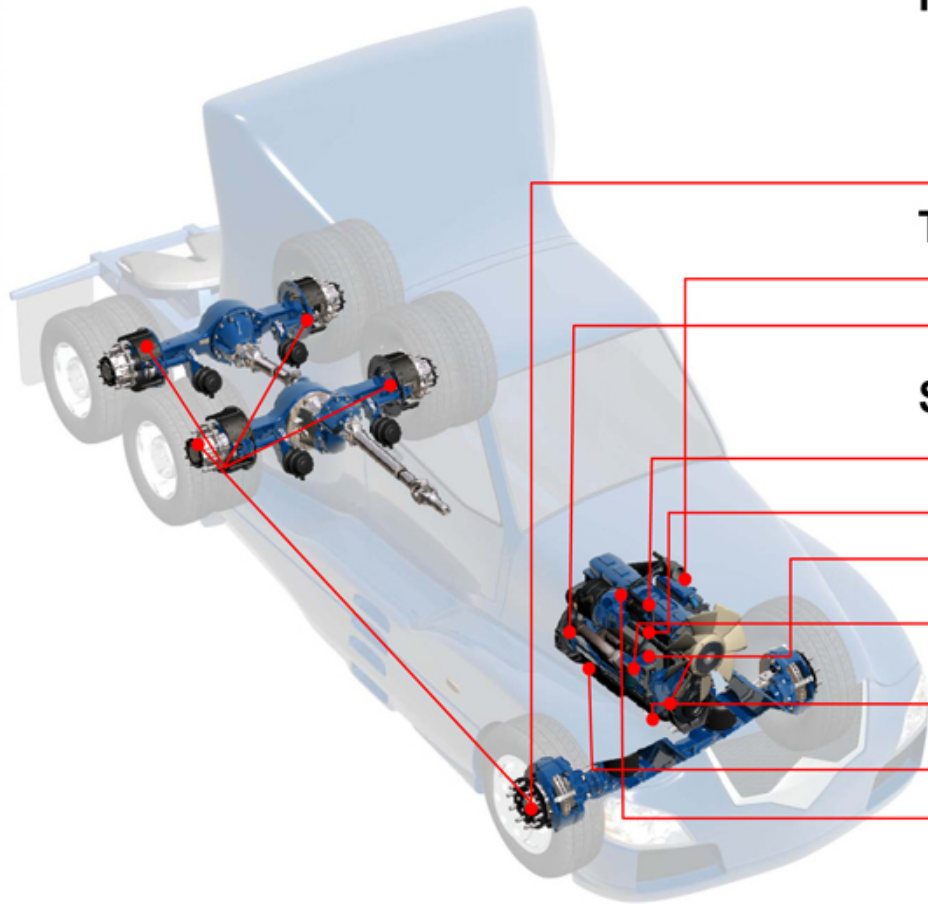
Thermal

- Engine Oil Cooler
- Active Warm-up Unit
- Charge Air Cooler
- Transmission Oil Cooler
- Fuel Cooler
- Power Steering Oil Cooler

Sealing

- Cylinder Head Cover Module
- Cylinder Head Gasket
- Secondary Gaskets
- Valve Stem Seals
- Thermal Acoustical Protective Shielding
- Thermoplastic Oil Pan
- Exhaust Gasket

Commercial Vehicle Products



Full Driveline Offering

- Steer Axles
- Drive Axles
- Propshafts
- Tire Management System

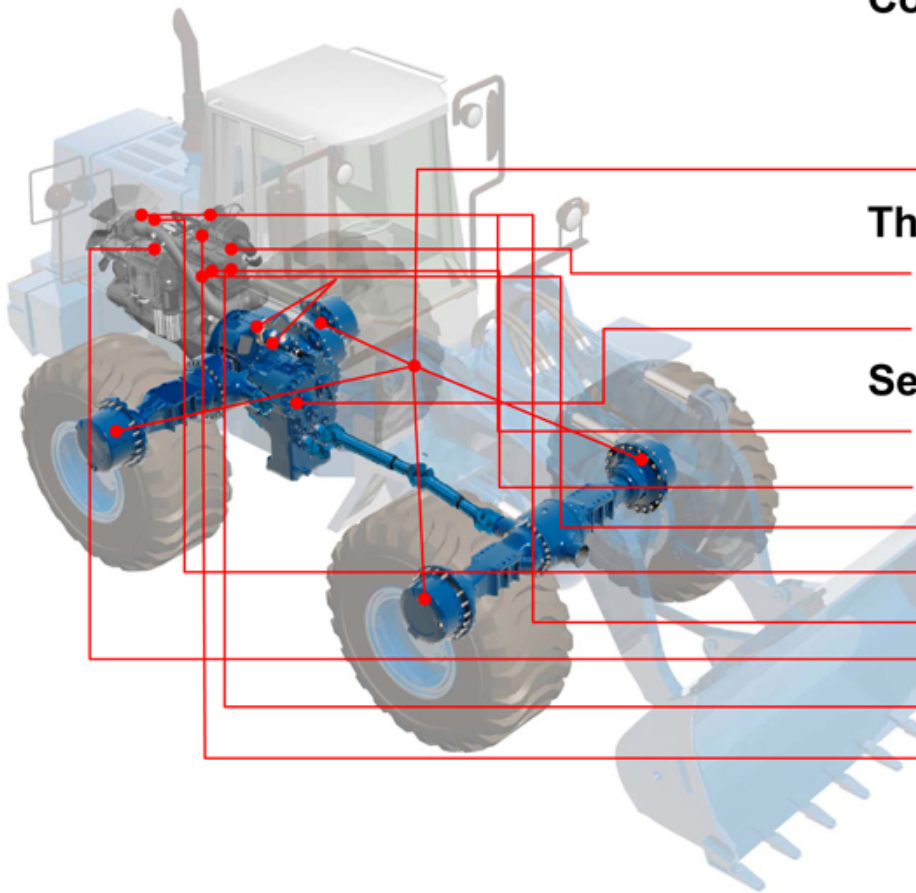
Thermal

- Engine Oil Cooler
- Transmission Oil Cooler

Sealing

- Cylinder Head Cover Module
- Cylinder Head Gasket
- Secondary Gaskets
- Thermal Acoustical Protective Shielding
- Thermoplastic Oil Pan
- Exhaust Gasket
- Valve Stem Seals

Off-Highway Products



Complete System Offering

- Transmission
- Axles
- Propshafts
- Central Tire Inflation System

Thermal

- Engine Oil Cooler
- Transmission Oil Cooler

Sealing

- Cylinder Head Cover Module
- Cylinder Head Gasket
- Secondary Gaskets
- Valve Stem Seals
- Thermal Acoustical Protective Shielding
- Thermoplastic Oil Pan
- Exhaust Gasket

Battery Cooling Technology

20 Electric and Hybrid-Electric Platforms



Chevrolet Volt



**Azure Dynamics
(Ford Transit Connect EV)**



Tesla Roadster



Ford Focus EV

Common Value Drivers

- Fuel efficiency
- Emissions control
- Electric and hybrid-electric solutions
- Durability and cost of ownership
- Regionalization



New Product Technologies



Diamond™ Series driveshaft



AdvanTEK® axle



Pro-40™ tandem drive axle



Active warm-up unit



Hydro-mechanical variable powersplit transmission system

- **Sales and net income growth**
- **Cost discipline**
- **Strong balance sheet**



Financial Summary

(\$ in Millions, except EPS)



Q3 2011

	<u>Actual</u>	<u>vs. Q3 2010</u>	<u>Memo: Year-to-Date</u>
Sales	\$ 1,952	\$ 436	\$ 5,685
Adjusted EBITDA	200	52	582
Income before Interest Expense And Income Taxes*	155	91	290
Net Income* (attributable to Dana)	110	64	148
Diluted Adjusted EPS	0.45	0.17	1.24
Capital Spend	56	(20)	127
Free Cash Flow	50	(9)	59

*2011 includes a \$53 million charge for the extinguishment of debt in the first quarter of 2011 and a \$60 million gain for sale of Getrag equity affiliate interests in the third quarter

See appendix for comments regarding the presentation of non-GAAP measures

Free Cash Flow

(\$ in Millions)



	Q3 2011		
	<u>Actual</u>	<u>vs.</u> <u>2010</u>	<u>Memo:</u> <u>Year-to-Date</u>
Adjusted EBITDA	\$ 200	\$ 52	\$ 582
Working Capital*	3	48	(239)
Capital Spend	(56)	(20)	(127)
Interest & Taxes	(48)	(35)	(77)
Restructuring	(35)	(22)	(59)
Other	(14)	(32)	(21)
Free Cash Flow	<u>\$ 50</u>	<u>\$ (9)</u>	<u>\$ 59</u>

* The changes in working capital relating to interest, taxes, and restructuring are included in those respective categories

See appendix for comments regarding the presentation of non-GAAP measures

Sources & Uses of Liquidity

(\$ in Millions)



December 31, 2010 Liquidity \$ 1,389

2011 Items (thru 9/30/11)

Free Cash Flow 59

Reinvestment into Business

Net Acquisitions / Growth * (151)

Debt refinancing (127)

Other (primarily increase in credit line availability) 147

September 30, 2011 Liquidity

\$ 1,317



- \$150 Mil SIFCO strategic transaction; \$124 Mil DDAC investment; \$13 Mil Axles India investment partially offset by Getrag entities divestiture of \$136 Mil

2011 Financial Targets



	<u>Plan</u>	<u>Prior</u>	<u>Present</u> *
Sales	Up 10%+ (vs. 2010)	Up 25%+ (vs. 2010)	Up 24% (vs. 2010)
Adjusted EBITDA	\$675 – 700 Mil	~\$780 Mil	\$755 - \$765 Mil
Adjusted EBITDA as % of Sales	10%+	10%+	10%+
Free Cash Flow	>\$100 Mil	>\$200 Mil	\$175 - \$200 Mil

* Changes driven by revenue declines due to flooding in Thailand and the impact of foreign exchange

See appendix for comments regarding the presentation of non-GAAP measures

Financial flexibility

+

Abundance of opportunity

+

The Dana Difference

=

Profitable, sustainable growth



Appendix: Non-GAAP Financial Information



The preceding slides refer to adjusted EBITDA, a non-GAAP financial measure we have defined as earnings before interest, taxes, depreciation, amortization, non-cash equity grant expense, restructuring expense and other nonrecurring items (gain/loss on debt extinguishment or divestitures, impairment, etc.). The most significant impact on Dana's ongoing results of operations as a result of applying fresh start accounting is higher depreciation and amortization. By using adjusted EBITDA, a performance measure which excludes depreciation and amortization, the comparability of results is enhanced. Management also believes that adjusted EBITDA is an important measure since the financial covenants in our debt agreements are based, in part, on adjusted EBITDA. Adjusted EBITDA should not be considered a substitute for income (loss) before income taxes, net income (loss) or other results reported in accordance with GAAP. Adjusted EBITDA may not be comparable to similarly titled measures reported by other companies.

Diluted adjusted EPS, another non-GAAP financial measure referenced in the preceding slides, is defined as adjusted net income divided by adjusted diluted shares. We define adjusted net income as net income (loss) attributable to the parent company excluding restructuring expense, amortization expense and nonrecurring items (as used in adjusted EBITDA), net of any associated income tax effects. We define adjusted diluted shares as diluted shares as determined in accordance with GAAP based on adjusted net income. This measure is considered useful for purposes of providing investors, analysts and other interested parties with an indicator of ongoing financial performance that provides enhanced comparability to EPS reported by other companies. Diluted adjusted EPS is neither intended to represent nor be an alternative measure to diluted EPS reported under GAAP.

Free cash flow is also a non-GAAP financial measure referenced in the preceding slides, which we have defined as cash provided by (used in) operating activities excluding any bankruptcy claim-related payments, less purchases of property, plant and equipment. We believe this measure is useful to investors in evaluating the operational cash flow of the company inclusive of the spending required to maintain the operations. Free cash flow is neither intended to represent nor be an alternative to the measure of net cash provided by (used in) operating activities reported under GAAP. Free cash flow may not be comparable to similarly titled measures reported by other companies.

Please reference the "Non-GAAP financial information" accompanying our quarterly earnings conference call presentations on our website at www.dana.com/investors for our GAAP results and reconciliations of adjusted EBITDA, diluted adjusted EPS and free cash flow to the most directly comparable financial measures calculated and presented in accordance with GAAP.