
**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 12, 2016

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 previously announced it will participate in the 2016 Deutsche Bank Global Auto Industry Conference in Detroit, Michigan on January 12, 2016. President and Chief Executive Officer James Kamsickas and Interim Chief Financial Officer Rod Filcek will provide a brief overview of the company and answer questions for approximately 40 minutes, beginning at 2:20 p.m. EST.

A copy of the press release announcing Dana's preliminary 2015 financial results and 2016 guidance is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

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 the conference, is attached hereto as Exhibit 99.2.

The information in this item (including Exhibit 99.2 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. The following items are filed and furnished with this report.

<u>Exhibit No.</u>	<u>Description</u>
99.1	Dana Holding Corporation News Release dated January 12, 2016
99.2	Deutsche Bank Global Auto Industry 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: January 12, 2016

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>
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News Release



IMMEDIATE

Dana Holding Corporation Announces Preliminary 2015 Financial Results, 2016 Guidance and \$300 Million Share Repurchase Program

MAUMEE, Ohio, Jan. 12, 2016 – Dana Holding Corporation (NYSE: DAN) today announced preliminary financial results for 2015 and guidance for 2016. The company also announced that its Board of Directors has authorized the repurchase of an additional \$300 million of common shares. This is in addition to the \$1.4 billion share repurchase authorization completed in last year's fourth quarter.

Preliminary 2015 Financial Results Announced

- Sales of \$6.0 billion;
- Adjusted EBITDA of \$655 million, 10.9 percent of sales;
- Strong free cash flow of \$150 million; and
- Repurchase of \$311 million of common stock in 2015.

Preliminary sales for the year approximated \$6.0 billion. After adjusting for currency translation of more than \$500 million and the divestiture of the company's Venezuela operations, full-year 2015 sales were comparable with a year ago. Contributions from new business wins and strong North American vehicular markets largely offset weaker demand in the global off-highway and Brazilian markets. Adjusted EBITDA for the year of approximately \$655 million, or 10.9 percent of sales, was 40 basis points lower than 2014. This was due largely to supply-chain inefficiencies in the company's Commercial Vehicle segment, which led to increased costs and lower sales with a significant customer. The company continued to generate strong free cash flow of approximately \$150 million for the year, including significant capital investment for new program launches that will drive organic growth. Dana also repurchased \$311 million of common stock in 2015, completing its \$1.4 billion share repurchase authorization.

Company Updates Sales Backlog

Dana's 2016-2018 sales backlog as of Dec. 31, 2015, rose to \$750 million, 10 percent higher than the revised three-year backlog announced at the beginning of 2015, after adjustment for currency and market demand expectations. New business wins, primarily in the Light Vehicle Driveline, Off-Highway Driveline, and Power Technologies businesses, drove the net increase in the sales backlog, which more than offset lower expected customer share in Commercial Vehicle Driveline and currency and market demand impacts.

Company Issues 2016 Guidance

While overall demand across served end markets is expected to be relatively flat in 2016, increased sales from new customer program launches are expected to provide a partial offset to anticipated currency headwinds. Adjusted EBITDA margin is expected to be comparable or slightly above last year, while free cash flow is expected to remain strong. Financial guidance for 2016 includes:

- Sales of \$5.8 to \$6.0 billion;
- Adjusted EBITDA of \$640 to \$670 million;
- Adjusted EBITDA as a percent of sales of 11.0 to 11.2 percent;
- Diluted adjusted EPS of \$1.65 to \$1.80 (excluding the impact of share repurchases after Dec. 31, 2015);
- Capital spending of \$280 to \$300 million; and
- Free cash flow of \$160 to \$180 million.

“Despite the challenging economic environment in some of our markets, our Light Vehicle Driveline, Off-Highway Driveline, and Power Technologies segments each achieved organic sales growth and improved year-over-year margin. Our Commercial Vehicle segment was challenged this past year due to a major supplier transition, and while adversely impacting our 2015 performance, this completed initiative has better positioned this business for future success,” said Mr. James Kamsickas, Dana president and chief executive officer. “Looking ahead, we successfully retained our key replacement programs while continuing to grow our sales backlog with new programs in all of our businesses – an indication that our technology, products, and customer focus continues to support the needs of our customers around the world.”

Additional Share Repurchase Program

Dana announced today that its board of directors approved a new share repurchase program, authorizing the purchase of up to \$300 million of common shares over the next two years. The company plans to repurchase shares either in the open market or through privately negotiated transactions and expects to have sufficient free cash flow and liquidity during this period to support this initiative. Execution under this program is subject to prevailing market conditions, available growth opportunities, and other considerations.

“This additional authorization by our board reflects our confidence in the long-term prospects of the business and a continued commitment to delivering value to our shareholders” said Mr. Kamsickas.

Dana to Present at 2016 Deutsche Bank Global Auto Industry Conference Today President and Chief Executive Officer James Kamsickas and Senior Vice President and Interim Chief Financial Officer Rodney Filcek will provide a brief overview of the company and answer questions for approximately 40 minutes, beginning at 2:20 p.m. EST.

Information on accessing the webcast will be posted to Dana's Investor website, www.dana.com/investors, prior to the event.

Non-GAAP Financial Information

This release refers to adjusted EBITDA, a non-GAAP financial measure, which we have defined as earnings from continuing and discontinued operations before interest, taxes, depreciation, amortization, equity grant expense, restructuring expense and other nonrecurring items (gain/loss on debt extinguishment, pension settlements or divestitures, impairment, etc.). Adjusted EBITDA is a primary driver of cash flows from operations and a measure of our ability to maintain and continue to invest in our operations and provide shareholder returns. 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 is a non-GAAP financial measure, which we have 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 any nonrecurring income tax items, restructuring and impairment expense, amortization expense and other 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 a non-GAAP financial measure, which we have defined as cash provided by (used in) operating activities, 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 the reconciliations of these measures, where used, to the comparable GAAP measures.

Forward-Looking Statements

Certain statements and projections contained in this news release 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 news release speak only as of this date. Dana does not undertake any obligation to revise or update publicly any forward-looking statement for any reason.

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. In 2015, preliminary sales were \$6.0 billion. For more information, please visit dana.com.

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Dana Holding Corporation
Deutsche Bank
Global Auto Industry Conference
January 12, 2016

- Honesty & Integrity
- Good Corporate Citizen
- Open Communication
- Continuous Improvement



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.



- ▶ **Founded in 1904**
- ▶ **Based in Maumee, Ohio**
- ▶ **2015 sales: ~\$6 billion***
- ▶ **23,000 people**
- ▶ **Global operations and customers**
 - ▶ **Over 90 major facilities**
 - ▶ **25 countries on six continents**
 - ▶ **Customers in over 125 countries**
- ▶ **16 R&D centers**

*Preliminary

Dana Overview



Dana Business Units

Light Vehicle Driveline



41%

Commercial Vehicle Driveline



25%

Off-Highway Driveline



17%

Power Technologies



17%

Dana Core Technologies



Driveline Technologies

Vehicle Driveline:

Axles, driveshafts, transmissions, and tire management



Sealing Solutions

Vehicle Engine and Transmission:

Gaskets and seals, cam cover and oil pan modules, heat shields, and fuel cell plates

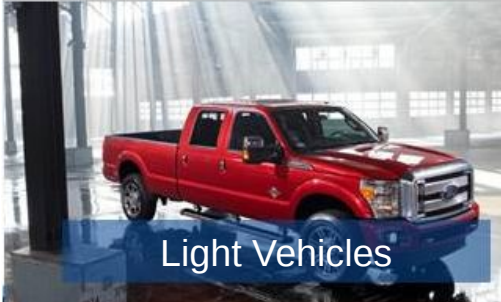


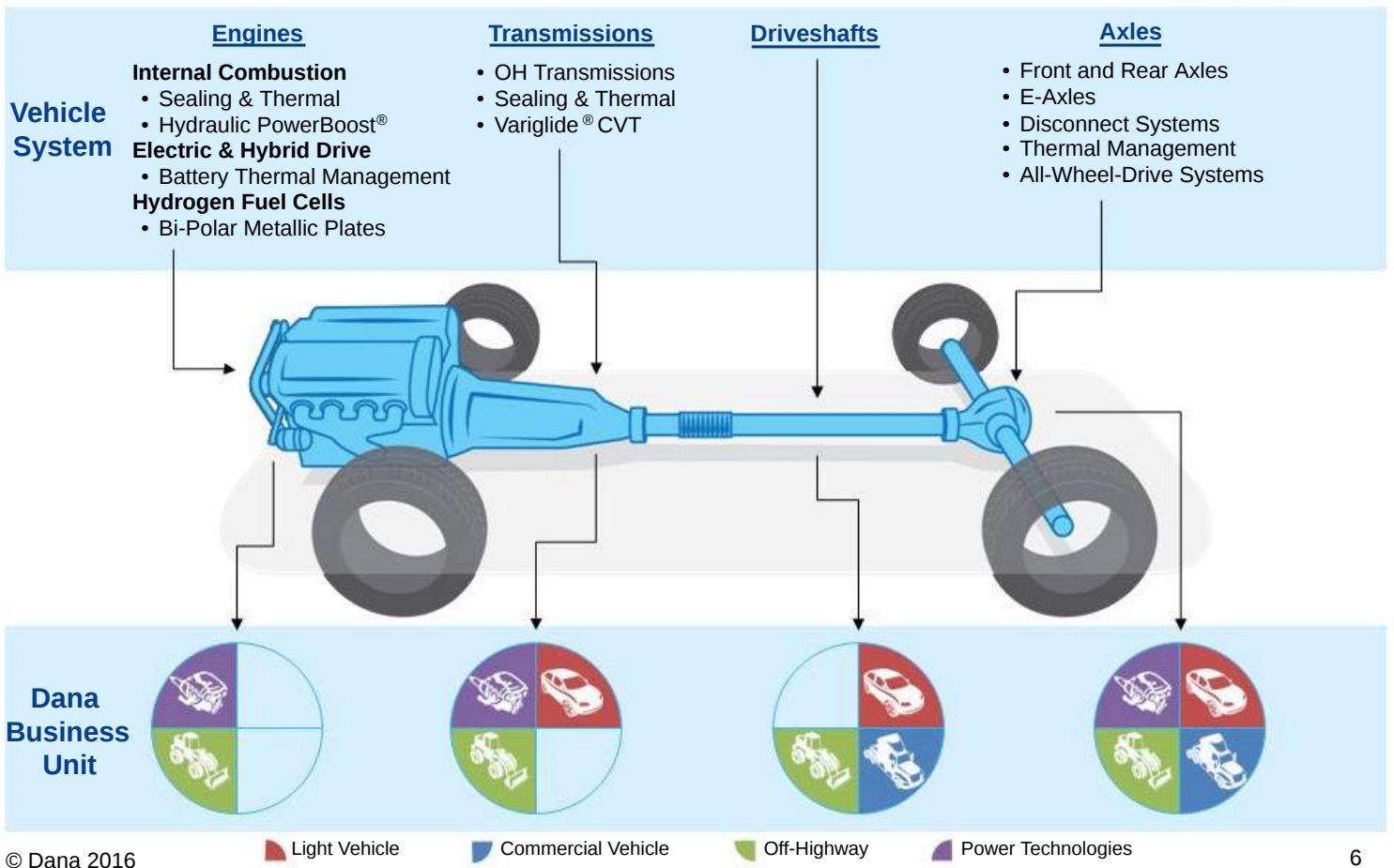
Thermal Management

Vehicle Engine and Transmission:





Oil cooling, battery and electronics cooling, charge air cooling, exhaust-gas heat recovery, hydrogen reformers, and balance-of-plant solutions

End Markets







<p>2007-2008 <i>Reorganize</i></p>	<p>2009-2012 <i>Re-Emerge</i></p>	<p>2013-2015 <i>Build</i></p>	<p>2016→ <i>Grow</i></p>
			
<ul style="list-style-type: none"> • Improved structure • Strong balance sheet • Divested non-core 	<ul style="list-style-type: none"> • New operating system • Lower cost structure • Focused operations 	<ul style="list-style-type: none"> • Financial strength • New technology • New business awards 	<ul style="list-style-type: none"> • Operational excellence • Continue organic growth • Inorganic growth

Sales Backlog

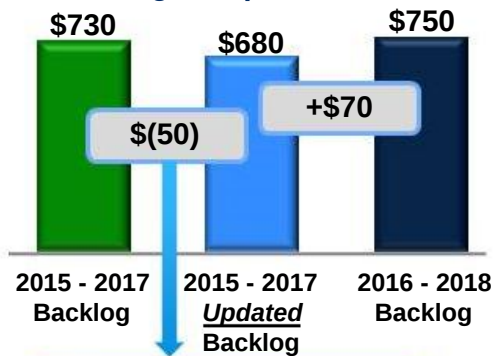


(\$ in millions)

Sales Backlog Providing Top-Line Growth in Excess of Market Factors

Represents new business awards, net of any known losses. Excludes replacement business wins

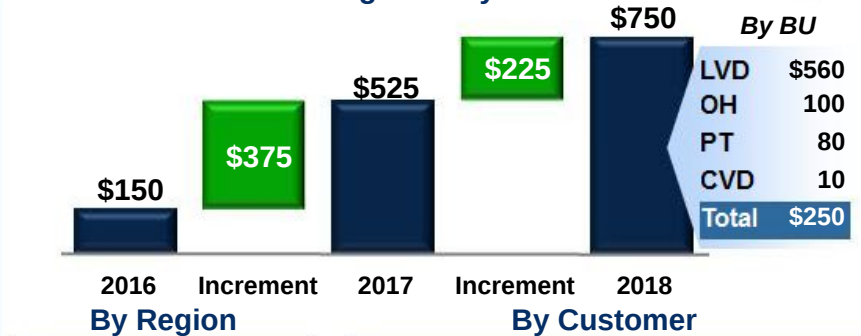
Sales Backlog Comparison



2015-2017*	\$ 730
Market	5
New Bus	135
Increase	\$ 140
Fx	(65)
Market Share	(125)
2015-2017 Updated	\$ 680

* As presented in Jan. 2015

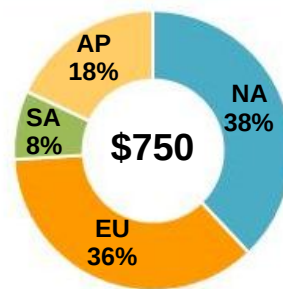
2016 - 2018 Sales Backlog Flow by Year



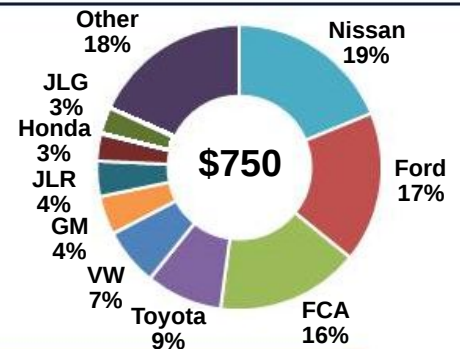
By BU

LVD	\$560
OH	100
PT	80
CVD	10
Total	\$250

By Region



By Customer























New business wins increased sales backlog despite currency and CV market share change

Key Program Launches

Light Vehicle Driveline and Power Technologies



 <p>2017 Ford F-250/350/450 Super Duty Front and Rear Driveshafts, Front and Rear Axles, Charge Air, Transmission & Diesel Fuel Coolers, Heat Shields, Valve Stem Seals, Cam Cover</p> 	 <p>2016 Volkswagen Touran Transmission Gaskets, Cylinder Head Gaskets, Secondary Gaskets</p> 	 <p>2016 Chevrolet Camaro Engine Oil Cooler, Transmission Oil Cooler, Heat Shields, Cylinder Head Gaskets, Secondary Gaskets</p> 	 <p>2016 Ford Galaxy Engine Oil Cooler and Transmission Oil Cooler, Exhaust Gaskets, Cylinder Head Gaskets</p> 
 <p>2016 Opel Astra Engine Oil Cooler, Heat Shields, Secondary Gasket</p> 	 <p>2016 Mercedes-Benz GLC Cylinder Head Gaskets, Heat Shields, Secondary Gasket</p> 	 <p>2016 Chevrolet Malibu Engine Oil Cooler, Valve Stem Seals, Heat Shields, Cylinder Head Gaskets</p> 	 <p>2017 Chrysler Town & Country Exhaust Gaskets, Heat Shields</p> 
 <p>2016 Nissan Titan Exhaust Manifold Shields, Front and Rear Driveshafts</p> 	 <p>2016 Ford Taurus Engine Oil Cooler, Transmission Oil Cooler</p> 	 <p>2016 Volkswagen Tiguan Cylinder Head Gaskets, Transmission Gaskets, Secondary Gaskets</p> 	 <p>2017 Mercedes-Benz E-Class Cylinder Head Gaskets, Heat Shields, Secondary Gaskets</p> 
 <p>2016 Renault Megane Engine Oil Cooler, Cylinder Head Gaskets, Transmission Pump Gaskets, Secondary Gaskets</p> 	 <p>2017 Jaguar F-Pace Front Propshaft and Rear Axle</p> 	 <p>2016 Toyota Hilux Front and Rear Driveshafts and Rear Differential</p> 	 <p>2016 BMW X1 Cylinder Head Gasket, Secondary Gaskets, Engine Oil Cooler, Heat Shields</p> 

Strong Launch Cadence with Diversified Customers

Key Program Launches Commercial Vehicle and Off-Highway



<p>Daimler New Model Spicer AG S130 and S145</p>  	<p>MAN VW Constellation Truck Spicer 1710 / 1810 / SPL 250 Driveshafts</p>  	<p>Lonestar Truck Group TBD Spicer Glider Axles</p>  	<p>Eicher 2100 8x2, 6x4 Tipper Spicer Driveshafts</p>  
<p>Sany 5T Wheel Loader Spicer Rui Ma TZL 16 and Spicer TE16</p>  	<p>Fendt AG Tractor X1015 Spicer 990 Axle</p>  	<p>Claas A7X AG Tractor Spicer Modular Ag Axles</p>  	<p>Deutz Series 6-7 AG Tractor Spicer Modular Ag Axles</p>  
<p>Kubota M Serie AG Tractor Spicer M40 Ag Axles</p>  	<p>Dynapac Single Drum Compactor Spicer 192 Axles</p>  	<p>New Model Spicer Full Air Suspension</p>  	<p>New Model Spicer Drive Axle, Steer Axle, and Driveshafts</p>  

Strong Launch Cadence with Diversified Customers

Robust Technology Pipeline



Technology		Product	Market
AdvanTEK® Dual Range Disconnect™			
Electronics Cooling			
Spicer PowerBoost®			
Optimized Tire Pressure Management			
Hybrid Transmission			
AdvanTEK® Disconnecting Drive Unit			

Opening New Commercial Channels Construction and Agriculture Equipment



**Dana Spicer
PowerBoost®**



Waste Energy Recovery and Re-use

Up to 40% Fuel Savings

Incremental Vehicle Content

In Field Evaluation with Customer

Opening New Commercial Channels Passenger Car and Small SUV



**AdvanTek®
Disconnecting
All Wheel Drive Unit**

Industry Leading Technology

Global Vehicle Platform

Incremental Vehicle Content

Incremental to 2016-2018 Backlog



▶ **Enhance competitive position and grow our core business**

- ▶ Relentless focus on customer satisfaction
- ▶ Sustained investment in innovative technologies and differentiated products
- ▶ Continue to grow organically
- ▶ Pursue complementary inorganic opportunities

▶ **Continue driving profit margin improvement**

- ▶ Accelerate lean manufacturing initiatives to eliminate waste and reduce cost
- ▶ Ensure seamless launch of new business programs
- ▶ Improve CV while continuing strong performance in LV, OH, and PT

▶ **Maintain a strong balance sheet**

- ▶ Continue capital investment discipline to drive returns
- ▶ Retain flexibility to take advantage of new opportunities
- ▶ Return excess capital to shareholders

2016 Market Expectations and Dana Sales Impact vs 2015



North America

	LV	CV	OH	PT
MKT	↑	↓	↓	↑
DANA	↑	↓	↔	↑

LV Market Gains offset by CV



Europe

	LV	CV	OH	PT
MKT	↔	↔	↔	↑
DANA	↓	↔	↔	↑

Sales Impacted by FX

Key Market Themes

- ▶ **NA** Light vehicle markets remain strong. Commercial vehicle markets down from the peak
- ▶ **SA** Economic uncertainty and high interest rates stifling demand; Fx headwinds
- ▶ **EU** Expected to remain relatively flat; Fx headwinds continue
- ▶ **AP** Some market growth offset by currency
- ▶ Worldwide Agriculture demand remains depressed; Construction flat

Markets Mostly Flat; New Business Offsetting Currency Headwinds in S. America and Asia



South America

	LV	CV	OH	PT
MKT	↓	↔	↔	↔
DANA	↑	↓	↔	↔

LV New Business Offset by FX

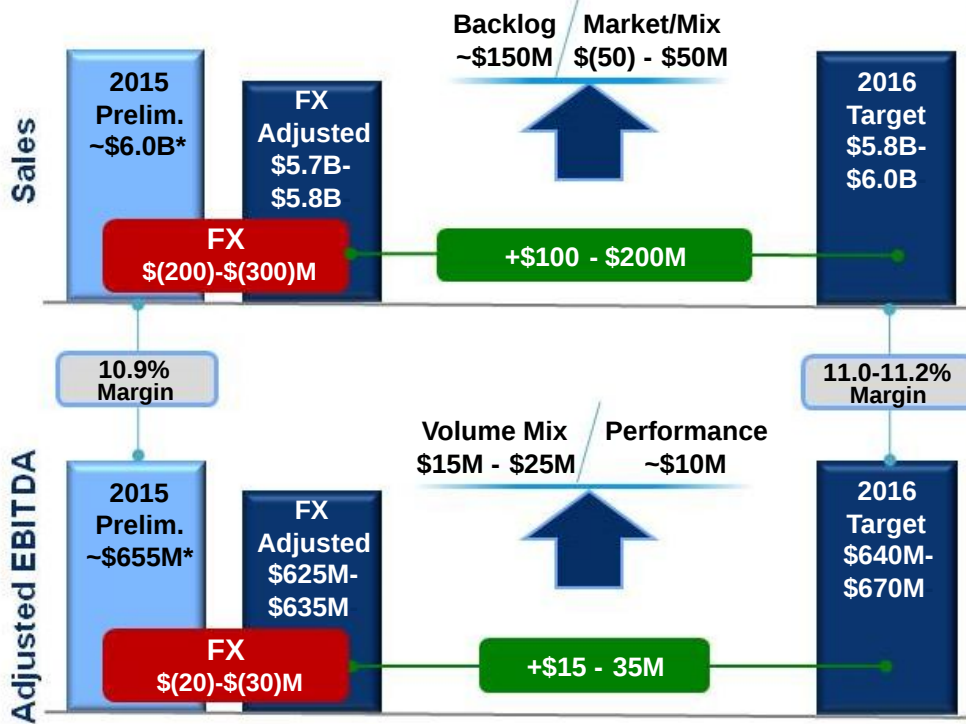


Asia Pacific

	LV	CV	OH	PT
MKT	↑	↑	↔	↑
DANA	↔	↔	↔	↔

Sales Impacted by FX

Sales and Adjusted EBITDA



2016 Targets	
Sales	\$5.8 – \$6.0 B
Adjusted EBITDA	\$640 – \$670 M
Diluted Adjusted EPS*	\$1.65 – \$1.80
Margin	11.0 – 11.2%
Capital Spend	\$280 – \$300 M
Free Cash Flow	\$160 – \$180 M
U.S. GAAP Tax Rate	30%
Cash Tax Rate	24%
Adjusted EPS Tax Rate*	27%

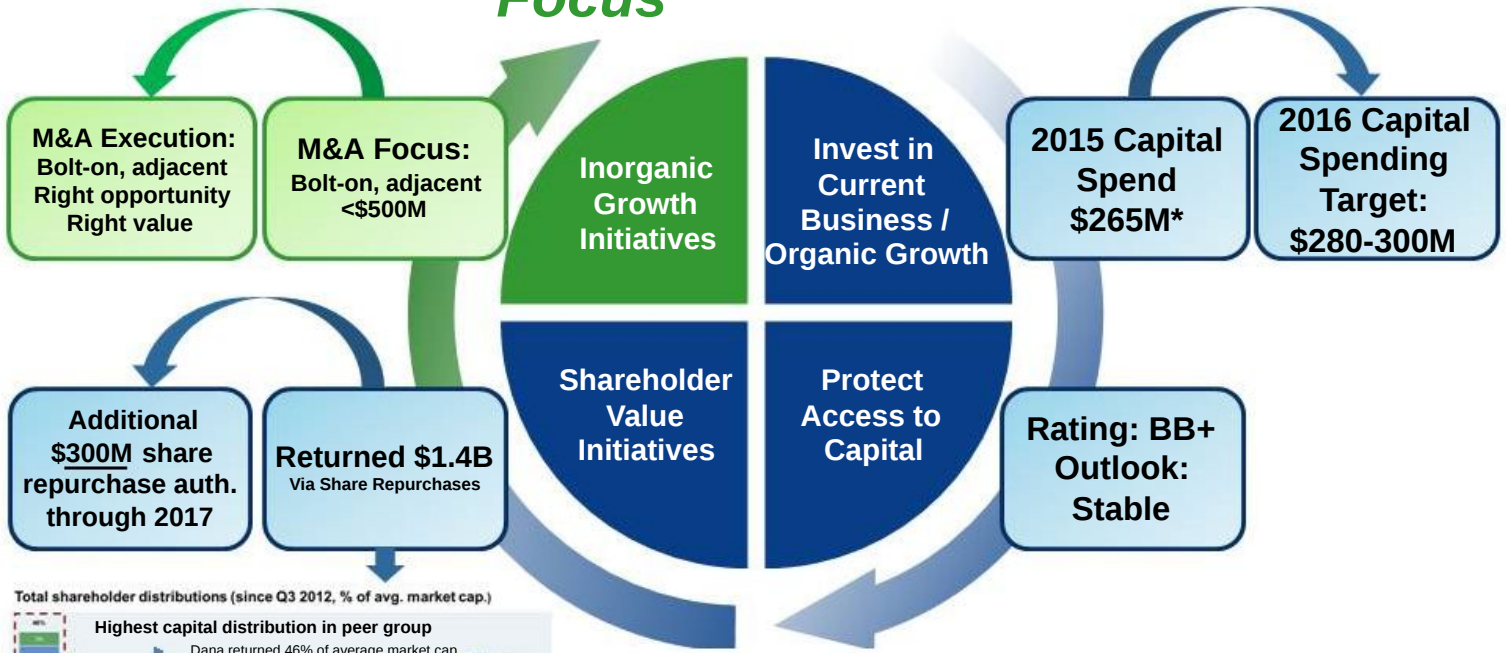
- ▶ Significant new business helping to offset currency and market headwinds
- ▶ Margin improvement driven by new business and lower cost structure
- ▶ Strong cash flow including ongoing capital investment to support future growth

* Preliminary 2015 results

* Excludes the impact of share repurchases after 12/31/15



Focus



Strength



Core Expertise

- ▶ **Complementary core businesses**
 - ▶ Differentiating technology and innovation that drives value
 - ▶ Strong global footprint and brand recognition
- ▶ **Positioned for top line growth**
 - ▶ Major program replacement business secured
 - ▶ New business growth with a strong sales backlog
 - ▶ Increased focus on complementary inorganic opportunities
 - ▶ Positive demand outlook in key markets
- ▶ **Strong financial position**
 - ▶ Robust free cash flow generation
 - ▶ Strong balance sheet and disciplined capital allocation
 - ▶ Profit margin improvement opportunities
 - ▶ Demonstrated commitment to return excess capital to shareholders
- ▶ **Proven ability to generate solid returns in challenging markets**



**Driveline
Technologies**



**Sealing
Solutions**



**Thermal
Management**

Appendix

Non-GAAP Financial Information



The preceding slides refer to Adjusted EBITDA, which we've defined to be earnings from continuing and discontinued operations before interest, taxes, depreciation, amortization, equity grant expense, restructuring expense and other nonrecurring items (gain/loss on debt extinguishment, pension settlements or divestitures, impairment, etc.). Adjusted EBITDA is a primary driver of cash flows from operations and a measure of our ability to maintain and continue to invest in our operations and provide shareholder returns. 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 is a non-GAAP financial measure which we have defined as adjusted net income divided by adjusted diluted shares. We define adjusted net income as net income attributable to the parent company excluding any nonrecurring income tax items, restructuring and impairment expense, amortization expense and other 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.

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