
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 3, 2010

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 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

On November 4, 2010, Dana Holding Corporation (“Dana”) issued a press release announcing changes to its executive management and its Board of Directors as discussed below. The text of this press release is furnished as Exhibit 99.1.

(i) On November 4, 2010, James E. Sweetnam, Dana’s Chief Executive Officer and President as well as a member of its Board of Directors (the “Board”), resigned as Chief Executive Officer and President of Dana and as a member of its Board, effective immediately.

(ii) In connection with Mr. Sweetnam’s resignation from Dana, Mr. Sweetnam will receive benefits and payments pursuant to his executive employment agreement previously disclosed in a Quarterly Report on Form 10-Q for the period ended September 30, 2009 (the “Employment Agreement”) calculated, for purposes of determining such amounts, as a resignation for “good reason” (as defined in the Employment Agreement). Mr. Sweetnam will be subject to various restrictive covenants, including covenants relating to non-competition, non-solicitation, confidentiality, and cooperation as outlined in his Employment Agreement. In addition, Mr. Sweetnam will be required to execute a release of claims against Dana as a condition to receiving certain benefits.

(iii) Effective on the same date, the Board appointed John M. Devine, Dana’s current Executive Chairman, to serve as Dana’s interim Chief Executive Officer in addition to his current role. Mr. Devine, age 66, has served as Executive Chairman of Dana since July 2009. Previously, he served as Chairman, President and Chief Executive Officer from January 2009 to July 2009. Prior to this, Mr. Devine held the positions of Executive Chairman from January 2008 to December 2008 and Acting Chief Executive Officer from February to April 2008. He was Vice Chairman of General Motors Corporation from January 2001 to June 2006 and its Chief Financial Officer from January 2001 to December 2005. Mr. Devine currently serves as a member of the Board of Directors of Amerigon Incorporated.

(iv) In connection with Mr. Devine’s appointment as interim Chief Executive Officer, Mr. Devine will receive an annual base salary of \$1,040,000 and be eligible for a 2011 Annual Incentive Plan target payment of 100% of his annual base salary. Mr. Devine will also receive a one-time stock option grant in the amount of \$500,000.00 at time of issuance.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits. The following exhibit is furnished with this report.

| <u>Exhibit No.</u> | <u>Description</u> |
|--------------------|---|
| 99.1 | Dana Holding Corporation Press Release dated November 4, 2010 |

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 5, 2010

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 November 4, 2010 |

News Release



Dana Holding Corporation Names Executive Chairman John Devine to Additional Position of Interim CEO Upon Resignation of CEO Jim Sweetnam

MAUMEE, Ohio, November 4, 2010 — Dana Holding Corporation (NYSE: DAN) today announced that James E. Sweetnam, President and Chief Executive Officer, has resigned by mutual agreement with Dana's Board of Directors. John M. Devine, Executive Chairman, will serve as Interim CEO while the Board conducts a search for a permanent successor. A Search Committee led by director Richard F. Wallman will conduct the search with the assistance of a leading executive search firm.

Mr. Devine has played a leadership role at Dana since 2008. In addition to serving as Executive Chairman of the Board since that time, he has also previously served as CEO. Mr. Devine has held senior executive positions during a more than 30-year career in the automobile industry, including Vice Chairman and CFO of General Motors and CFO of Ford Motor Company.

Keith E. Wandell, Lead Independent Director, said, "The Board appreciates Jim's service to Dana. He helped lead the company through a difficult period and we thank him for his efforts. At this juncture, the Board has concluded that new leadership is appropriate to take Dana to the next level. We wish Jim well in his future endeavors."

Mr. Wandell continued, "John Devine has been an integral part of the leadership team at Dana since 2008. He is a proven leader with deep knowledge of our company and the industry, and he has played a key role in positioning Dana for growth and delivering value to shareholders. He has guided the development of Dana's current goals and direction, which will help to ensure continuity and progress. He is the ideal person to have at the helm during this management transition."

Mr. Devine said, "I will continue to work closely with our Board, leadership team, and employees to drive Dana's continuing success. As our recently reported third-quarter results attest, Dana is delivering improved financial performance and meeting the challenges of a dynamic global marketplace. I'm looking forward to closely working with the entire Dana team in the coming period."

Mr. Sweetnam said, "Dana has an excellent team that has shown great resilience and dedication, and I am proud of what we accomplished together. I am confident that Dana is in good hands and has a bright future."

Investor Call at 9 a.m. EDT

Dana will host an investor call at 9 a.m. EDT today. Participants may listen to the audio portion of the conference call either through audio streaming online or by telephone. To dial into the conference call, domestic locations should call 1-888-311-4590 (Conference I.D. # 23351461). International locations should call 1-706-758-0054 (Conference I.D. # 23351461). Please ask for the Dana Holding Corporation Conference Call. Phone registration will be available beginning at 8:30 a.m. EDT.

An audio recording of the call will be available after 5 p.m. To access this recording, please dial 1-800-642-1687 (U.S. or Canada) or 1-706-645-9291 (international) and enter Conference I.D. # 23351461.

About Dana Holding Corporation

Dana is a world leader in the supply of driveline products (axles and driveshafts), power technologies (sealing and thermal-management products), and genuine service parts for light and heavy manufacturers. 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 2009 sales of \$5.2 billion. For more information, please visit: www.dana.com.

Financial Contact

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