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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

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**FORM 8-K**

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**CURRENT REPORT  
Pursuant to Section 13 or 15(d)  
of the Securities Exchange Act of 1934**

**Date of Report (Date of earliest event reported): August 12, 2013**

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**Dana Holding Corporation**

(Exact name of registrant as specified in its charter)

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**Delaware**  
(State or other jurisdiction  
of incorporation)

**1-1063**  
(Commission  
File Number)

**26-1531856**  
(IRS Employer  
Identification No.)

**3939 Technology Drive,  
Maumee, Ohio 43537**  
(Address of principal executive offices) (Zip Code)

**(419) 887-3000**  
(Registrant's telephone number, including area code)

**N/A**  
(Former Name or Former Address, if Changed Since Last Report)

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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 1.01. Entry Into a Material Definitive Agreement.**

On August 12, 2013, Dana Holding Corporation (“Dana”) entered into an accelerated share repurchase agreement (the “ASR Agreement”) with J.P. Morgan Securities LLC, as agent for JPMorgan Chase Bank, National Association (“JPMorgan”), to repurchase Dana’s common stock as part of Dana’s existing share repurchase program.

Under the ASR Agreement, Dana will pay an initial purchase price of \$200 million to JPMorgan, and will receive an initial delivery of approximately 7.3 million shares of Dana’s common stock. The total number of shares to ultimately be purchased by Dana under the ASR Agreement will generally be based on the average of the daily volume-weighted average prices of Dana’s common stock during the term of the ASR Agreement, less an agreed discount. Upon final settlement of the ASR Agreement, Dana may be entitled to receive additional shares of Dana’s common stock from JPMorgan or, under certain circumstances specified in the ASR Agreement, Dana may be required to deliver shares or make a cash payment, at its option, to JPMorgan. The ASR Agreement is scheduled to expire in approximately four months, but may conclude earlier at JPMorgan’s option, and may be terminated early upon the occurrence of certain events.

The foregoing description of the ASR Agreement is a summary and is qualified in its entirety by the terms of the ASR Agreement. A copy of the ASR Agreement will be filed as an exhibit to Dana’s Annual Report on Form 10-K for the fiscal year ended December 31, 2013.

**Item 8.01. Other Events.**

On August 12, 2013, Dana issued a press release announcing the ASR Agreement. A copy of the press release is attached hereto as Exhibit 99.1.

**Item 9.01. Financial Statements and Exhibits.**

(d) Exhibits. The following items are filed with this report.

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press release dated August 12, 2013

**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 this 12<sup>th</sup> day of August, 2013.

**DANA HOLDING CORPORATION**

By: /s/ Marc S. Levin  
Marc S. Levin  
Senior Vice President, General Counsel and  
Secretary

**EXHIBIT INDEX**

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press release dated August 12, 2013

# News Release



## Dana Announces \$200 Million Accelerated Share Repurchase Agreement

MAUMEE, Ohio, Aug. 12, 2013 – Dana Holding Corporation (NYSE: DAN) today announced that it has entered into an Accelerated Share Repurchase agreement (ASR) with JPMorgan Chase Bank, National Association, whereby Dana will purchase \$200 million of its outstanding shares of common stock.

At the inception of the ASR, Dana will receive approximately 7.3 million shares. The total number of shares ultimately purchased will be based on the share price of Dana's common stock over the averaging period set forth in the agreement. The ASR is expected to be completed before the end of this year.

Including the initial 7.3 million common shares received under the ASR, Dana will have reduced its number of common share equivalents by more than 34 million, returning approximately \$775 million to shareholders under its \$1 billion share repurchase program. Share repurchases utilizing the remaining \$225 million under this program may occur from time to time in the open market or through privately negotiated transactions and are subject to prevailing market conditions and other considerations.

### 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 world-leading supplier of driveline, sealing, and thermal-management technologies that improve the efficiency and performance of passenger, commercial, and off-highway vehicles with both conventional and alternative-energy powertrains. The company's global network of engineering, manufacturing, and distribution facilities provides original-equipment and aftermarket customers with local product and service support. Based in Maumee, Ohio, Dana employs more than 23,000 people in 26 countries and reported 2012 sales of \$7.2 billion. For more information, please visit [www.dana.com](http://www.dana.com).

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