

DANA HOLDING CORP  
Form 8-K  
May 24, 2016

**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): May 24, 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)**

**3939 Technology Drive, Maumee, Ohio 43537**

**26-1531856**  
**(IRS Employer**

**Identification Number)**

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**(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))

**Item 7.01. Regulation FD Disclosure.**

On May 24, 2016, Dana Holding Corporation ( Dana ) issued a news release announcing the intention of its wholly-owned subsidiary, Dana Financing Luxembourg S.à r.l. (the Issuer ), to offer \$375 million aggregate principal amount of senior unsecured notes due 2026 (the 2026 Notes ) in a private offering that is exempt from the registration requirements of the Securities Act of 1933, as amended. The 2026 Notes will be fully and unconditionally guaranteed by Dana. On May 24, 2016 Dana also issued a notice of redemption in respect of all of its outstanding 6.750% Notes due 2021 (the 2021 Notes ). The redemption is conditioned on the closing of the proposed offering of 2026 Notes.

Dana intends to use the net proceeds from the offering of the 2026 Notes to redeem all of its outstanding 2021 Notes, to pay related fees and expenses and for general corporate purposes, which may include repayment of indebtedness. A copy of such news release is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

The information in this report (including Exhibit 99.1 hereto) is being furnished and shall not be deemed filed for 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 filing.

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

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

**Exhibit**

<b>No.</b>	<b>Description</b>
99.1	Dana Holding Corporation News Release dated May 24, 2016.

**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: May 24, 2016

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

**Exhibit Index**

**Exhibit**

<b>No.</b>	<b>Description</b>
99.1	Dana Holding Corporation News Release dated May 24, 2016