

DANA HOLDING CORP  
Form 8-K  
July 31, 2013

**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): July 30, 2013**

**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 No.)

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**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)**

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 8.01 Other Events.**

On July 30, 2013, Dana Holding Corporation ( Dana ) announced that it priced \$450 million aggregate principal amount of its 5.375% Senior Notes due 2021 and \$300 million aggregate principal amount of its 6.000% Senior Notes due 2023, in each case at an issue price of 100.00%. The aggregate offering size was increased by \$150 million from the \$600 million previously announced, to \$750 million.

Dana issued a press release in connection with the pricing of the offering, a copy of which is attached to this report as Exhibit 99.1 and is incorporated herein by reference.

**Item 9.01 Financial Statements and Exhibits.**

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

Exhibit

No.	Description
99.1	Press release dated July 30, 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 30<sup>th</sup> day of July, 2013.

**DANA HOLDING CORPORATION**

By: /s/ Marc S. Levin

Marc S. Levin

Vice President, General Counsel and Secretary

**EXHIBIT INDEX**

Exhibit

No.	Description
99.1	Press release dated July 30, 2013.