

DANA HOLDING CORP  
Form 8-K  
July 06, 2011

**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): June 30, 2011

**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)

Edgar Filing: DANA HOLDING CORP - Form 8-K

**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))

**Item 2.01 Completion of Acquisition or Disposition of Assets.**

As previously disclosed, Dana Holding Corporation ( Dana ), through a subsidiary, is a party to a Sale and Purchase Agreement with Dongfeng Motor Company, Ltd. and certain of its affiliates dated March 10, 2005 (as amended, the Agreement ) filed as Exhibit 10-U(1) to Dana s Quarterly Report on Form 10-Q for the quarter ended March 31, 2005, which provided for Dana to acquire a 50% interest in Dongfeng Axle Co., Ltd. ( DAC ). The Agreement was amended on March 14, 2007 to permit Dana to acquire, directly or indirectly, a 4% interest in DAC soon thereafter and a remaining 46% equity interest at a later date. Such amendment was filed as Exhibit 10-O(1) to Dana s Quarterly Report on Form 10-Q for the quarter ended March 31, 2007. Dana previously acquired on June 28, 2007 a 4% equity interest in DAC, and DAC was renamed Dongfeng Dana Axle Co., Ltd. ( DDAC ).

On June 30, 2011, Dana completed the acquisition of the remaining 46% of additional equity in DDAC pursuant to the terms of the Agreement, as further amended in 2011, for a cash payment of \$124 million. A sales incentive agreement between DDAC and an affiliate of Dongfeng Motor Company, Ltd. entered in connection with this transaction could effectively increase Dana s consideration by as much as \$20 million if specified profitability targets are achieved; however, the valuation of the arrangement has not been finalized.

**Item 7.01 Regulation FD Disclosure.**

On July 5, 2011, Dana issued a press release announcing the closing of the DDAC transaction. A copy of the press release is attached hereto as Exhibit 99.1.

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

(d) Exhibits. The following item is filed with this report.

Exhibit No.	Description
99.1	Press Release dated July 5, 2011

**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: July 6, 2011

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

**Exhibit Index**

Exhibit No.	Description
99.1	Press Release dated July 5, 2011