

DANA HOLDING CORP  
Form 8-K  
April 25, 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): April 23, 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 Number)

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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)**

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 5.07 Submission of Matters to a Vote of Security Holders**

At Dana Holding Corporation's ( Dana ) Annual Meeting of Shareholders held on April 23, 2013 (the Annual Meeting ), shareholders considered three proposals that are described in more detail in Dana's definitive proxy statement dated March 14, 2013 for the Annual Meeting of Shareholders. There were 212,644,833 shares of Dana common stock, including our Series A Preferred and Series B Preferred Stock on an as-if-converted basis for voting purposes, eligible to vote at the meeting. With the exception of Proposal IV that was not properly presented at the meeting and was therefore not acted upon by the shareholders, each of the proposals was considered and approved by the requisite majority of votes cast or represented.

The vote results detailed below represent final results as certified by the Inspector of Elections:

*PROPOSAL I - Election of seven directors for a one-year term expiring in 2014 or upon the election and qualification of their successors:*

	<b>FOR</b>	<b>WITHHOLD</b>
Virginia A. Kamsky	151,382,264	826,405
Terrence J. Keating	150,165,552	2,043,117
Joseph C. Muscari	151,382,180	826,489
Steven B. Schwarzwaelder	151,325,546	883,123
Richard F. Wallman	137,285,655	14,923,014
Keith E. Wandell	150,476,147	1,732,522
Roger J. Wood	151,902,372	306,297

*PROPOSAL II - Approval of a non-binding advisory vote on executive compensation:*

<b>FOR</b>	<b>AGAINST</b>	<b>ABSTAIN</b>	<b>BROKER NON-VOTE</b>
138,125,210	2,737,352	11,346,107	5,438,601

*PROPOSAL III - Ratification of the appointment of PricewaterhouseCoopers LLP as the independent registered public accounting firm for the fiscal year ending December 31, 2013:*

<b>FOR</b>	<b>AGAINST</b>	<b>ABSTAIN</b>
156,845,208	718,971	83,091

*PROPOSAL IV - Consider a shareholder proposal for executives to retain significant stock:*

Neither the proponent of this proposal nor a representative was in attendance to properly present the proposal at the meeting as required by SEC Rule 14a-8. Accordingly, no vote was taken on this shareholder proposal.

**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: April 25, 2013

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