

DANA HOLDING CORP  
Form 8-K  
March 27, 2009

**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): March 25, 2009**

**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)

**4500 Dorr Street, Toledo, Ohio 43615**  
(Address of principal executive offices) (Zip Code)  
**(419) 535-4500**

(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))
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**Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

Richard A. Gephardt has tendered his resignation from the Board of Directors of Dana Holding Corporation ( Dana ), effective March 25, 2009. In addition, Mr. Gephardt informed the Nominating and Corporate Governance Committee of Dana s Board of Directors that he is withdrawing as a nominee for Director at the upcoming Dana Annual Meeting of Shareholders to be held on Tuesday, April 21, 2009. The Board of Directors will not be in a position to present a replacement nominee at the Annual Meeting of Shareholders, but intends to fill this position thereafter once an appropriate candidate has been identified.

**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: March 27, 2009

By: /s/ Marc S. Levin

Name: Marc S. Levin

Title: Vice President, General Counsel  
and Secretary

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