DANA HOLDING CORP Form 8-K May 13, 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 10, 2016

Dana Holding Corporation

(Exact name of registrant as specified in its charter)

Delaware (State or other jurisdiction

1-1063 (Commission **26-1531856** (IRS Employer

of incorporation)

File Number)

Identification Number)

3939 Technology Drive, Maumee, Ohio 43537

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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 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

On May 10, 2016, Jeffrey S. Bowen, Chief Administrative Officer (CAO) of Dana Holding Corporation (Dana), notified Dana of his intention to retire from his role as CAO. Mr. Bowen will continue in his current capacity through May 31, 2016 and will remain employed with Dana in an advisory role until September 30, 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 13, 2016

By: /s/ Marc S. Levin

Name: Marc S. Levin

Title: Vice President, General Counsel and Secretary

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