

DANA HOLDING CORP  
Form 8-K  
October 06, 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): October 6, 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)

**3939 Technology Drive, Maumee, OH 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))
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**ITEM 8.01. OTHER EVENTS.**

On October 6, 2009, Dana Holding Corporation ( Dana ) announced that Goldman, Sachs & Co., as representative of the underwriters in Dana s recent common stock offering that closed on September 29, 2009, exercised the option to purchase 5,083,100 additional shares of Dana common stock. In accordance with the terms of its credit agreement, Dana will use approximately 50 percent of the proceeds to repay debt.

The text of the press release announcing the exercise of the option to purchase additional shares, which is attached hereto as Exhibit 99.1, is incorporated by reference herein in its entirety.

**ITEM 9.01. FINANCIAL STATEMENTS AND EXHIBITS.**

(d) Exhibits.

Exhibit No.	Description
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99.1	Dana Holding Corporation Press Release dated October 6, 2009
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**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: October 6, 2009

By: /s/ Marc S. Levin

Name: Marc S. Levin

Title: Senior Vice President, General Counsel and Secretary

3

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**Exhibit Index**

Exhibit No.	Description
99.1	Dana Holding Corporation Press Release dated October 6, 2009