

DANA HOLDING CORP  
Form 8-K  
May 07, 2014

**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 2, 2014**

**Dana Holding Corporation**

**(Exact name of registrant as specified in its charter)**

**Delaware**  
**(State or other jurisdiction**

**of incorporation)**

**1-1063**  
**(Commission**

**File Number)**

**3939 Technology Drive, Maumee, Ohio 43537**

**26-1531856**  
**(IRS Employer**

**Identification Number)**

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

At Dana Holding Corporation's ( Dana ) Annual Meeting of Shareholders held on May 2, 2014 (the Annual Meeting ), shareholders considered three proposals that are described in more detail in Dana's definitive proxy statement dated March 13, 2014 for the Annual Meeting of Shareholders. Including its Series B Preferred Stock on an as-if-converted basis for voting purposes, there were 157,896,791 shares of Dana common stock eligible to vote at the meeting. 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 2015 or upon the election and qualification of their successors:*

|                     | <b>FOR</b>  | <b>WITHHOLD</b> |
|---------------------|-------------|-----------------|
| Virginia A. Kamsky  | 134,076,094 | 7,082,174       |
| Terrence J. Keating | 140,028,534 | 1,129,734       |
| R. Bruce McDonald   | 140,708,461 | 449,807         |
| Joseph C. Muscari   | 137,908,794 | 3,249,474       |
| Mark A. Schulz      | 140,422,205 | 736,063         |
| Keith E. Wandell    | 139,046,929 | 2,111,339       |
| Roger J. Wood       | 140,858,698 | 299,570         |

*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> |
|-------------|----------------|----------------|------------------------|
| 124,253,033 | 10,328,478     | 6,576,757      | 11,035,526             |

*PROPOSAL III Ratification of the appointment of PricewaterhouseCoopers LLP as the independent registered public accounting firm for the fiscal year ending December 31, 2014:*

| <b>FOR</b>  | <b>AGAINST</b> | <b>ABSTAIN</b> |
|-------------|----------------|----------------|
| 149,752,202 | 2,269,567      | 172,025        |

**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 7, 2014

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