

DANA HOLDING CORP  
Form 8-K  
January 27, 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): January 26, 2016**

**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 5.03. Amendments to Articles of Incorporation or By-Laws; Change in Fiscal Year.**

On January 26, 2016, the Board of Directors (the Board) of Dana Holding Corporation ( Dana ) amended and restated Dana s Bylaws (as so amended and restated, the Bylaws ) to implement proxy access. Section 16 has been added to the Bylaws to permit a shareholder, or a group of up to 20 shareholders, owning at least 3% of Dana s outstanding common stock continuously for at least three years to nominate and include in Dana s proxy materials for an annual meeting director candidates constituting up to 25% of the Board, provided that the shareholder(s) and the nominee(s) satisfy the requirements specified in the Bylaws. Proxy access will first be available to shareholders in connection with Dana s 2017 annual meeting of shareholders.

The Bylaws were also amended (i) to make clarifications, updates and refinements to the advance notice bylaws now contained in Sections 9 and 15 and the special meeting bylaw contained in Section 3, (ii) to add a new section 17 containing certain informational requirements applicable to all director nominees, and (iii) to make certain other technical and organizational changes.

The foregoing is a summary of the amendments to the Bylaws. The summary does not purport to be complete and is qualified in its entirety by reference to the full text of the Bylaws, a copy of which is included as Exhibit 3.1 to this report and incorporated by reference herein.

**Item 9.01. Financial Statements and Exhibits.**

(d) Exhibits. The following exhibit is filed with this report.

Exhibit

| No. | Description  |
|-----|--|
| 3.1 | Amended and Restated Bylaws of Dana Holding Corporation, effective as of January 26, 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: January 26, 2016

By: /s/ Marc S. Levin

Name: Marc S. Levin

Title: Senior Vice President, General Counsel

and Secretary

**EXHIBIT INDEX**

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