

DANA HOLDING CORP
Form 8-K
July 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): July 21, 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.

Stephen J. Girsky tendered his resignation from the Board of Directors (the Board) of Dana Holding Corporation (Dana), effective July 21, 2009 as a result of his appointment as a member of the Board of Directors of General Motors Co. On the same date, the holders of our 4.0% Series A Preferred Convertible Stock (Series A Preferred) notified Dana that they appointed David Trucano as a member of the Board of Dana pursuant to Dana's Restated Certificate of Incorporation and the Shareholders Agreement dated January 31, 2008 which give the holders of our Series A Preferred the right to appoint Mr. Girsky's successor as a Series A Preferred elected director. Mr. Trucano will serve on both the Audit Committee and Compensation Committee of the Board.

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: July 27, 2009

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