

DANA HOLDING CORP  
Form 8-K  
May 06, 2011

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**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 4, 2011**

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

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**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 4, 2011 (the Annual Meeting ), shareholders considered four proposals that are described in more detail in Dana's definitive proxy statement dated April 4, 2011 for the Annual Meeting of Shareholders. There were 210,984,146 shares of Dana common stock, including our Series A Preferred and Series B Preferred Stock on an as-if-converted basis for voting purposes, eligible to vote at the meeting. Each of the Board's 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:

*Election of six directors for a one-year term expiring in 2012 or upon the election and qualification of their successors:*

|                     | <b>FOR</b>  | <b>WITHHOLD</b> | <b>BROKER<br/>NON-VOTE</b> |
|---------------------|-------------|-----------------|----------------------------|
| John M. Devine      | 140,662,850 | 798,537         | 9,364,093                  |
| Terrence J. Keating | 140,503,422 | 957,965         | 9,364,093                  |
| Joseph C. Muscari   | 138,983,704 | 2,477,683       | 9,364,093                  |
| Richard F. Wallman  | 120,896,826 | 20,565,561      | 9,364,093                  |
| Keith E. Wandell    | 134,885,873 | 6,574,794       | 9,364,093                  |
| Roger J. Wood       | 135,802,941 | 5,658,456       | 9,364,093                  |

*Approval of a non-binding advisory vote on executive compensation:*

| <b>FOR</b>  | <b>AGAINST</b> | <b>ABSTAIN</b> | <b>BROKER NON-VOTE</b> |
|-------------|----------------|----------------|------------------------|
| 129,209,170 | 7,854,413      | 4,667,904      | 9,364,093              |

*Approval of a non-binding vote on the frequency of the advisory vote on executive compensation:*

| <b>ONE YEAR</b> | <b>TWO YEARS</b> | <b>THREE YEARS</b> | <b>ABSTAIN</b> | <b>BROKER NON-VOTE</b> |
|-----------------|------------------|--------------------|----------------|------------------------|
| 125,393,294     | 160,193          | 11,683,162         | 4,224,747      | 9,364,093              |

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*Ratification of the appointment of PricewaterhouseCoopers LLP as the independent registered public accounting firm for the fiscal year ending December 31, 2011:*

**FOR**  
149,864,412

**AGAINST**  
858,343  
3

**ABSTAIN**  
102,735

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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: May 6, 2011

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