

DANA HOLDING CORP  
Form 8-K  
May 02, 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): April 28, 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 5.07 Submission of Matters to a Vote of Security Holders**

At Dana Holding Corporation's ( Dana ) Annual Meeting of Shareholders held on April 28, 2016 (the Annual Meeting ), shareholders considered three proposals that are described in more detail in Dana's definitive proxy statement dated March 11, 2016 for the Annual Meeting of Shareholders. There were 148,840,204 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 2017 or upon the election and qualification of their successors:*

	<b>FOR</b>	<b>WITHHOLD</b>	<b>BROKER NON-VOTE</b>
James K. Kamsickas	134,079,932	638,358	4,936,033
Virginia A. Kamsky	133,757,137	961,153	4,936,033
Terrence J. Keating	133,684,877	1,033,413	4,936,033
R. Bruce McDonald	132,990,493	1,727,797	4,936,033
Joseph C. Muscari	127,016,967	7,701,323	4,936,033
Mark A. Schulz	134,088,012	630,278	4,936,033
Keith E. Wandell	132,986,619	1,731,671	4,936,033

*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>
105,259,129	29,398,055	61,106	4,936,033

*PROPOSAL III - Ratification of the appointment of PricewaterhouseCoopers LLP as the independent registered public accounting firm for the fiscal year ending December 31, 2016:*

<b>FOR</b>	<b>AGAINST</b>	<b>ABSTAIN</b>
139,164,145	463,457	26,721

*PROPOSAL IV - Consideration of a shareholder proposal regarding proxy access:*

<b>FOR</b>	<b>AGAINST</b>	<b>ABSTAIN</b>	<b>BROKER NON-VOTE</b>
46,424,509	88,213,370	80,411	4,936,033

**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 2, 2016

By: /s/ Marc S. Levin

Name: Marc S. Levin

Title: Senior Vice President, General Counsel and  
Secretary