

DANA INC
Form 8-K
May 02, 2018

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 26, 2018

Dana Incorporated

(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)

(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))
Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 5.03 Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.

On April 26, 2018, at the 2018 Annual Meeting of Shareholders of Dana Incorporated (the Company), the Company's shareholders approved amending and restating the Company's Certificate of Incorporation (as amended and restated, the Certificate) to eliminate the supermajority voting provisions set forth therein and to make certain other non-material changes as more fully described in Proposal IV Amend Certificate of Incorporation to Eliminate Supermajority Voting Requirements in the 2018 Proxy Statement of the Company, which description is incorporated herein by reference. The Certificate was filed with the Secretary of State of Delaware on May 2, 2018, and became effective on such date.

Upon effectiveness of the amendments to the Certificate discussed above, corresponding and conforming changes to the Bylaws of the Company became effective to eliminate supermajority voting requirements.

The foregoing description of the Certificate and Bylaws is qualified in its entirety by reference to the full text of the Certificate and Bylaws, copies of which are attached hereto as Exhibits 3.1 and 3.2, respectively, and incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits. The following exhibits are filed with this report.

| Exhibit No. | Description |
|--------------------|---|
| 3.1 | <u>Third Amended and Restated Certificate of Incorporation.</u> |
| 3.2 | <u>Amended and Restated Bylaws.</u> |

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 INCORPORATED

Date: May 2, 2018

By: /s/ Douglas H. Liedberg
Name: Douglas H. Liedberg
Title: Senior Vice President, General Counsel &
Secretary