

DANA HOLDING CORP  
Form 10-K/A  
March 17, 2009

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, DC 20549**

**Form 10-K/A**

**ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF  
THE SECURITIES EXCHANGE ACT OF 1934**

**For the Fiscal Year Ended December 31, 2008**

**Commission File Number 1-1063**

**Dana Holding Corporation**

*(Exact name of registrant as specified in its charter)*

**Delaware**

*(State or other jurisdiction of  
incorporation or organization)*

**26-1531856**

*(IRS Employer  
Identification No.)*

**4500 Dorr Street, Toledo, Ohio**

*(Address of principal executive offices)*

**43615**

*(Zip Code)*

Registrant's telephone number, including area code:

**(419) 535-4500**

**Securities registered pursuant to Section 12(b) of the Act:**

<b>Title of each class</b>	<b>Name of each exchange on which registered</b>
Common Stock, par value \$0.01 per share	New York Stock Exchange

**Securities registered pursuant to section 12(g) of the Act:**

**None**

*(Title of Class)*

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes  No

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or 15(d) of the Act. Yes  No

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes  No

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K.

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer  Accelerated filer  Non-accelerated filer  Smaller reporting company   
(Do not check if a smaller reporting company)

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes  No

The aggregate market value of the common stock held by non-affiliates of the registrant, computed by reference to the average high and low trading prices of the common stock as of the closing of trading on June 30, 2008, was approximately \$568,000,000.

**APPLICABLE ONLY TO ISSUERS INVOLVED IN BANKRUPTCY  
PROCEEDINGS DURING THE PRECEDING FIVE YEARS:**

Indicate by check mark whether the registrant has filed all documents and reports required to be filed by Section 12, 13 or 15(d) of the Securities Exchange Act of 1934 subsequent to the distribution of securities under a plan confirmed by a court. Yes  No

**APPLICABLE ONLY TO CORPORATE ISSUERS:**

There were 100,065,061 shares of the registrant's common stock outstanding at February 27, 2009.

**DOCUMENTS INCORPORATED BY REFERENCE**

Portions of the definitive Proxy Statement to be delivered to shareholders in connection with the Annual Meeting of Shareholders to be held on April 21, 2009 are incorporated by reference into Part III.

**EXPLANATORY NOTE**

This amendment to the Annual Report on Form 10-K for the year ended December 31, 2008 (Amendment No. 1) is being filed solely for the purpose of including a page that was inadvertently omitted at the end of the Exhibit List under Item 15(a)4 of Part IV of the Annual Report on Form 10-K for the year ended December 31, 2008 of Dana Holding Corporation (2008 Annual Report). All other Items of the 2008 Annual Report on Form 10-K are unaffected by the change described above and have been omitted from this amendment.

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No.	Description	Method of Filing or Furnishing
10.70	Revolving Credit and Guaranty Agreement, dated as of January 31, 2008, among Dana Holding Corporation, as Borrower, the guarantors party thereto, Citicorp USA, Inc., as administrative agent and collateral agent, Citigroup Capital Markets, Inc., as joint lead arranger and joint bookrunner, Lehman Brothers Inc., as joint lead arranger, joint bookrunner and syndication agent, Barclays Capital, as joint bookrunner and documentation agent, and the lenders and other financial institutions party thereto	Filed as Exhibit 10.6 to Registrant's Current Report on Form 8-K dated February 6, 2008, and incorporated herein by reference
10.71	Term Facility Security Agreement, dated as of January 31, 2008, among Dana Holding Corporation, the guarantors party thereto and Citicorp USA, Inc., as collateral agent	Filed as Exhibit 10.7 to Registrant's Current Report on Form 8-K dated February 6, 2008, and incorporated herein by reference
10.72	Revolving Facility Security Agreement, dated as of January 31, 2008, among Dana Holding Corporation, the guarantors party thereto and Citicorp USA, Inc., as collateral agent	Filed as Exhibit 10.8 to Registrant's Current Report on Form 8-K dated February 6, 2008, and incorporated herein by reference
10.73	Intercreditor Agreement, dated as of January 31, 2008, among Dana Holding Corporation, Citicorp USA, Inc., as collateral and administrative agents under the Term Facility Credit and Guaranty Agreement and the Revolving Credit and Guaranty Agreement	Filed as Exhibit 10.9 to Registrant's Current Report on Form 8-K dated February 6, 2008, and incorporated herein by reference
10.74	Amendment No. 1 to the Term Facility Credit and Guaranty Agreement dated as of November 21, 2008	Filed with this Report
21	List of Subsidiaries of Dana Holding Corporation	Filed with this Report
23	Consent of PricewaterhouseCoopers LLP	Filed with this Report
24	Power of Attorney	Filed with this Report
31.1	Rule 13a-14(a)/15d-14(a) Certification by Chief Executive Officer	Filed with this Report
31.2	Rule 13a-14(a)/15d-14(a) Certification by Chief Financial Officer	Filed with this Report
32	Section 1350 Certification of Periodic Report (pursuant to Section 906 of the Sarbanes Oxley Act of 2002)	Furnished with this Report

\*\* Management contract or compensatory plan required to be filed as an exhibit pursuant to Item 15(b) of Form 10-K.

**SIGNATURES**

Pursuant to the requirements of Section 13 or 15(d) 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**

By:  
/s/ John M. Devine\*

Date: March 16, 2009

John M. Devine  
Chairman, Chief Executive Officer and President

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below on this 16th day of March 2009 by the following persons on behalf of the registrant and in the capacities indicated, including a majority of the directors.

**Signature**

**Title**

/s/ John M. Devine\*

Chairman, Chief Executive Officer,  
and President (Principal Executive Officer)

John M. Devine

/s/ James A. Yost\*

Executive Vice President and Chief Financial Officer  
(Principal Financial Officer)

James A. Yost

/s/ Richard J. Dyer\*

Vice President and Chief Accounting Officer  
(Principal Accounting Officer)

Richard J. Dyer

/s/ Gary L. Convis\*

Director

Gary L. Convis

/s/ Mark T. Gallogly\*

Director

Mark T. Gallogly

/s/ Richard A. Gephardt\*

Director

Richard A. Gephardt

/s/ Stephen J. Girsky\*

Director

Stephen J. Girsky

/s/ Terrence J. Keating\* Director

Terrence J. Keating

/s/ Mark A. Schulz\* Director

Mark A. Schulz

/s/ Keith E. Wandell\* Director

Keith E. Wandell

/s/ Jerome B. York\* Director

Jerome B. York

\*By: /s/ Marc S. Levin  
Marc S. Levin, Attorney-in-Fact