

DANA HOLDING CORP  
Form 8-K  
April 22, 2008

**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 16, 2008**

**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 7.01 Regulation FD Disclosure.**

Pursuant to the terms of the Series A Preferred Stock, par value \$0.01 per share and the Series B Preferred Stock, par value \$0.01 per share (collectively, the Preferred Stock ) of Dana Holding Corporation (Dana) contained in our Restated Certificate of Incorporation, Dana has determined that the initial conversion price of the Preferred Stock is \$13.19. The method by which the initial conversion price was calculated is set forth in Part I, Item 1 of our 2007 Annual Report on Form 10-K.

**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: April 22, 2008

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