

Edgar Filing: DANA CORP - Form 8-K

DANA CORP  
Form 8-K  
November 02, 2004

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): November 1, 2004

DANA CORPORATION  
(Exact name of registrant as specified in its charter)

|   |   |  |
|---|---|--|
| Virginia<br>-----<br>(State or other<br>jurisdiction of<br>incorporation) | 1-1063<br>-----<br>(Commission File Number) | 34-4361040<br>-----<br>(IRS Employer<br>Identification Number) |
|---|---|--|

|   |                              |
|---|------------------------------|
| 4500 Dorr Street, Toledo, Ohio<br>-----<br>(Address of principal executive offices) | 43615<br>-----<br>(Zip Code) |
|---|------------------------------|

Registrant's telephone number, including area code: (419) 535-4500  
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(Former name or former address, if changed since last report)

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 1.01. ENTRY INTO A MATERIAL DEFINITIVE AGREEMENT.

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On November 1, 2004, Dana Corporation ("Dana") entered into an amendment to the agreement to sell its automotive aftermarket businesses to Affinia Group Inc. ("Affinia," f/k/a AAG Opco Corp.), an affiliate of The Cypress Group.

The amendment provides, among other things, that the purchase price for the automotive aftermarket businesses will consist of (i) \$950 million in cash and (ii) a note issued to Dana by an Affinia affiliate with an initial face amount of \$74.5 million.

The text of the amendment, and Dana's press release announcing the amendment, are attached to this Form 8-K as Exhibits 99.1 and 99.2, respectively, and are hereby incorporated herein by reference.

### ITEM 9.01. FINANCIAL STATEMENTS AND EXHIBITS.

#### (c) Exhibits

- 99.1 Amendment No. 1 to the Stock and Asset Purchase Agreement, dated as of November 1, 2004
- 99.2 Press release issued by Dana Corporation on November 1, 2004

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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 Corporation

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(Registrant)

Date: November 2, 2004 By: /s/ Michael L. DeBacker

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Name: Michael L. DeBacker  
Title: Vice President, General Counsel and  
Secretary

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#### EXHIBIT INDEX

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