DANA HOLDING CORP
Form 424B5
January 24, 2011

The information in this preliminary prospectus supplement is not complete and may be changed. This preliminary prospectus supplement and the accompanying prospectus are not an offer to sell these securities and they are not soliciting an offer to buy these securities in any jurisdiction where the offer or sale is not permitted.

Filed pursuant to Rule 424(b)(5)
Registration No. 333-171826

SUBJECT TO COMPLETION, DATED JANUARY 24, 2011.

PRELIMINARY PROSPECTUS SUPPLEMENT
(To Prospectus dated January 24, 2011)

$700,000,000
Dana Holding Corporation

$ % Notes due 2019
$ % Notes due 2021

We are offering $ aggregate principal amount of our % senior notes due 2019 (the 2019 notes) and $ aggregate principal amount of our % senior notes due 2021 (the 2021 notes, and together with the 2019 notes, the notes). Interest on the notes is payable on and of each year, beginning on , 2011. The 2019 notes will mature on , 2019 and the 2021 notes will mature on , 2021.

At any time on or after , 2015, we may redeem some or all of the 2019 notes at specified redemption prices. At any time on or after , 2016, we may redeem some or all of the 2021 notes at specified redemption prices. In addition, prior to , 2014, we may redeem up to 35% of original aggregate principal amount of each series of notes from the proceeds of certain equity offerings at specified redemption prices. The redemption prices are discussed under the caption Description of the Notes Overview of the Notes Optional Redemption. Prior to , 2015, during any 12-month period, we may, at our option, redeem up to 10% of the aggregate principal amount of the 2019 notes at a redemption price equal to 103% of the principal amount thereof, plus accrued and unpaid interest, if any, to the redemption date. In addition, prior to , 2016, during any 12-month period, we may, at our option, redeem up to 10% of the aggregate principal amount of the 2021 notes at a redemption price equal to 103% of the aggregate principal amount thereof, plus accrued and unpaid interest, if any, to the redemption date.

The notes will be our unsecured senior obligations and will rank equally with all of our other unsecured senior indebtedness. Under certain circumstances, holders of the notes will have the right to require us to repurchase all or any part of their notes at a repurchase price equal to 101% of the principal amount of the notes, plus accrued and unpaid interest, if any, to but excluding the repurchase date. The notes will not be guaranteed by any of our subsidiaries. The notes will be effectively subordinated to any of our secured indebtedness, to the extent of the assets securing such indebtedness, and to all of the debt and other liabilities of our subsidiaries.

Investing in the notes involves risks. See Risk Factors beginning on page S-12.

Neither the Securities and Exchange Commission nor any state securities commission nor any other regulatory body has approved or disapproved of these securities or determined if this prospectus supplement or the accompanying prospectus is truthful or complete. Any representation to the contrary is a criminal offense.

	Per 2019 Note	Per 2021 Note	Total
Public Offering Price	%	%	$
Underwriting Discount	%	%	$
Proceeds to Dana Holding Corporation (before expenses)	%	%	$

Interest on the notes will accrue from , 2011 to the date of delivery.

The underwriters expect to deliver the notes to purchasers on or about , 2011, only in book-entry form, through the facilities of The Depository Trust Company.

Joint Book-Running Managers

Citi **Wells Fargo Securities** **BofA Merrill Lynch** **Barclays Capital**

Deutsche Bank Securities **ING** **UBS Investment Bank**

, 2011

You should rely only on the information contained in or incorporated by reference into this prospectus supplement, the accompanying prospectus and any related free writing prospectus that is required to be filed with the Securities and Exchange Commission, or the SEC. We have not, and the underwriters have not, authorized any other person to provide you with different or inconsistent information. If anyone provides you with different or inconsistent information, you should not rely on it. We are not, and the underwriters are not, making an offer to sell these securities in any state or other jurisdiction where the offer and sale is not permitted. You should assume that the information contained in or incorporated by reference into this prospectus supplement, the accompanying prospectus and any such free writing prospectus is accurate only as of the date of the applicable document.

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ABOUT THIS PROSPECTUS SUPPLEMENT

This document consists of two parts. The first part is the prospectus supplement, which describes the specific terms of this offering of notes and also adds to and updates information contained in the accompanying prospectus and the documents incorporated by reference into the accompanying prospectus. The second part is the accompanying prospectus, which gives more general information, some of which may not apply to this offering.

To the extent there is a conflict between the information contained in this prospectus supplement and the information contained in the accompanying prospectus or any document incorporated by reference therein filed prior to the date of this prospectus supplement, you should rely on the information in this prospectus supplement.

This prospectus supplement includes references to Adjusted EBITDA, which is defined as earnings before interest, taxes, depreciation, amortization, non-cash equity grant expense, restructuring expense and other nonrecurring items (such as gain/loss on debt extinguishment or divestitures, impairment and the like). Adjusted EBITDA is the measure currently being used by Dana as the primary measure of our reportable operating segment performance. Adjusted EBITDA was selected as the primary measure for operating segment performance as well as a relevant measure of our overall performance given the enhanced comparability and usefulness of this measure after application of fresh start accounting. The most significant impact to our ongoing results of operations as a result of applying fresh start accounting was higher depreciation and amortization. By using Adjusted EBITDA, which excludes, among other things, depreciation and amortization, we believe that the comparability of results is enhanced. Management also believes that Adjusted EBITDA is an important measure since the financial covenants of our primary debt agreements are based on Adjusted EBITDA. This prospectus supplement also includes references to free cash flow, which we define as cash provided by operations, exclusive of any bankruptcy claim-related payments, less capital spending. We believe that free cash flow is useful in evaluating our operational cash flow inclusive of the spending required to maintain the operations. Adjusted EBITDA and free cash flow differ from financial measures calculated in accordance with U.S. generally accepted accounting principles, or GAAP. Because these are non-GAAP measures, Adjusted EBITDA and free cash flow should not be considered a substitute for reported results prepared in accordance with GAAP.

In this prospectus supplement, the terms Dana, we, us and our refer to Dana Holding Corporation, unless the contex requires otherwise.

WHERE YOU CAN FIND MORE INFORMATION

As required by the Securities Act of 1933, as amended, we filed a registration statement relating to the securities that may be offered pursuant to the accompanying prospectus with the SEC. The prospectus is a part of that registration statement, which includes additional information.

We file annual, quarterly and current reports, proxy statements and other information with the SEC under the Securities Exchange Act of 1934, as amended. These filings are available to the public on the SEC s website at www.sec.gov. You may also read and copy any document we file at the SEC s public reference room at 100 F Street, N.E., Washington, D.C. Please call the SEC at 1-800-SEC-0330 for further information on the public reference room. We maintain a website at www.dana.com where our Annual Report on Form 10-K, Quarterly Reports on Form 10-Q, Current Reports on Form 8-K and all amendments to those reports are available without charge, as soon as reasonably practicable after those reports are filed with or furnished to the SEC. The Standards of Business Conduct for Employees and the Standards of Business Conduct for the board of directors adopted by us are also available on our website and are available in print to any stockholder who requests them. Such requests should be made in writing to the Corporate Secretary at Dana Holding Corporation, 3939 Technology Drive, Maumee, Ohio 43537.

INCORPORATION BY REFERENCE

The SEC allows us to incorporate by reference the information we file with the SEC, which means that we can disclose important information to you by referring you to those documents. The information incorporated by reference is considered to be part of this prospectus supplement, and information that we file later with the SEC will automatically update and supersede information in this prospectus supplement. The following documents have been filed by us with the SEC and are incorporated by reference into this prospectus supplement:

- Our Annual Report on Form 10-K for the year ended December 31, 2009 (filed on February 24, 2010), including portions of our Proxy Statement for the 2010 annual meeting of stockholders (filed on March 26, 2010) to the extent specifically incorporated by reference therein;

- Our Quarterly Reports on Form 10-Q for the quarters ended March 31, 2010 (filed on April 29, 2010); June 30, 2010 (filed on July 29, 2010) and September 30, 2010 (filed on October 28, 2010); and

- Our Current Reports on Form 8-K filed on March 18, 2010; April 30, 2010; May 18, 2010; November 5, 2010; December 20, 2010; January 12, 2011 and January 21, 2011 (with the exception of any information contained in such documents which has been furnished under Item 2.02 and/or Item 7.01 of Form 8-K, which information is not deemed filed and which is not incorporated by reference into this prospectus).

All documents and reports that we file with the SEC (other than any portion of such filings that are furnished under applicable SEC rules rather than filed) under Sections 13(a), 13(c), 14 or 15(d) of the Securities Exchange Act of 1934, as amended, from the date of this prospectus supplement until the termination of the offering under this prospectus supplement shall be deemed to be incorporated in this prospectus supplement and the accompanying prospectus by reference. Any statement contained in any document incorporated or deemed to be incorporated by reference herein shall be deemed to be modified or superseded for purposes of this prospectus supplement and the accompanying prospectus to the extent that a statement contained in or omitted from this prospectus supplement or the accompanying prospectus, or in any other subsequently filed document which also is or is deemed to be incorporated by reference herein, modifies or supersedes such statement. Any such statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this prospectus supplement or the accompanying prospectus.

FORWARD-LOOKING STATEMENTS

This prospectus supplement, the accompanying prospectus and the documents incorporated by reference include forward-looking statements as defined in the Private Securities Litigation Reform Act of 1995. In addition, we may make other written and oral communications from time to time that contain such statements. All statements regarding our expected financial position, strategies and growth prospects and general economic conditions we expect to exist in the future are forward-looking statements. The words anticipates, believes, feels, expects, estimates, seeks, s
plans, intends, outlook, forecast, position, target, mission, assume, achievable, potential, strateg
outcome, continue, remain, maintain, trend, objective and variations of such words and similar expressions, c
or conditional verbs such as will, would, should, could, might, can, may or similar expressions, as they rel
our management, are intended to identify forward-looking statements.

We caution that forward-looking statements are subject to numerous assumptions, risks and uncertainties, which change over time. A forward-looking statement speaks only as of the date the statement is made, and we do not undertake to update forward-looking statements to reflect facts, circumstances, assumptions or events that occur after the date the forward-looking statements are made. Actual results could differ materially from those anticipated in forward-looking statements and future results could differ materially from historical performance. Among other factors, the risk factors mentioned elsewhere in this prospectus supplement or previously disclosed in our SEC reports (accessible on the SEC s website at www.sec.gov or on our website at www.dana.com) could cause actual results to differ materially from forward-looking statements and from historical performance. We do not have any intention or obligation to update forward-looking statements after we distribute the prospectus or any prospectus supplement.

All future written and oral forward-looking statements attributable to us or any person acting on our behalf are expressly qualified in their entirety by the cautionary statements contained or referred to above. New risks and uncertainties arise from time to time, and it is impossible for us to predict these events or how they may affect us.

We assume no obligation to update any forward-looking statements as a result of new information, future events or developments, except as required by federal securities laws. In addition, it is our policy generally not to make any specific projections as to future earnings, and we do not endorse any projections regarding future performance that may be made by third parties.

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SUMMARY

This summary highlights selected information contained elsewhere or incorporated by reference into this prospectus supplement and the accompanying prospectus. This summary does not contain all the information that you should consider before investing in the notes. You should read the entire prospectus supplement and the accompanying prospectus carefully, including the risk factors, the description of the notes and the financial statements included or incorporated by reference into this prospectus supplement and the accompanying prospectus.

Dana Holding Corporation

We are a leading supplier of driveline products (axles and driveshafts), power technologies (sealing and thermal-management products) and genuine service parts for light and heavy vehicle manufacturers. Our people design and manufacture products for every major vehicle producer in the world. Headquartered in Maumee, Ohio, Dana was incorporated in Delaware in 2007. As of September 30, 2010, we employed approximately 22,500 people, operated in 26 countries and owned or leased 93 major facilities.

We are committed to continuing to diversify our product offerings, customer base and geographic footprint and minimizing our exposure to individual market and segment declines. In the first nine months of 2010, 49% of our revenue came from North American operations and 51% from operations throughout the rest of the world. Light vehicle products accounted for 60% of our global revenues, with commercial vehicle and off-highway products representing 40%.

We maintain administrative and operational organizations in four regions North America, Europe, South America and Asia Pacific to facilitate financial and statutory reporting and tax compliance on a worldwide basis and to support our business units with regional market, customer and product strategies, assistance with business plan execution, and management of affiliate relations.

We have thousands of customers around the world and have developed long-standing business relationships with many of them. Our segments in the automotive markets are largely dependent on light vehicle Original Equipment Manufacturer (OEM) customers, while our Commercial Vehicle and Off-Highway segments have a broader and more geographically diverse customer base, including machinery and equipment manufacturers in addition to medium- and heavy-duty vehicle OEM customers.

Ford Motor Company (Ford) was the only individual customer accounting for 10% or more of our consolidated sales in the nine months ended September 30, 2010. As a percentage of total sales from continuing operations, our sales to Ford were approximately 19% for the nine months ended September 30, 2010, 20% in 2009 and 17% in 2008, and our sales to PACCAR Inc., our second largest customer, were approximately 5% for the nine months ended September 30, 2010, and 5% for 2009 and 2008.

Hyundai Motor Company, Nissan Motor Company and General Motors Corp. were our third, fourth and fifth largest customers through the nine months ended September 30, 2010. These three customers plus, Chrysler Group LLC (Chrysler), Daimler AG, Toyota Motor Company, Deere & Company and Tata Group, collectively accounted for approximately 29% of our revenues in the nine months ended September 30, 2010.

Products

From our introduction of the automotive universal joint in 1904, we have been focused on technological innovation. Our objective is to be an essential partner to our customers and we remain highly focused on offering superior product quality, technologically advanced products, world-class service and competitive prices. To enhance quality and reduce costs, we use statistical process control, cellular manufacturing, flexible regional production and assembly, global sourcing and extensive employee training.

We engage in ongoing engineering, research and development activities to improve the reliability, performance and cost-effectiveness of our existing products and to design and develop innovative products that meet customer requirements for new applications. We are integrating related operations to create a more

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innovative environment, speed product development, maximize efficiency and improve communication and information sharing among our research and development operations. These developments continue to improve customer value. For all of our markets, this means drivelines with higher torque capacity, reduced weight and improved efficiency. End-use customers benefit by having vehicles with better fuel economy and reduced cost of ownership. We are also developing a number of sealing and thermal control products for vehicular and other applications that will assist fuel cell, battery and hybrid vehicle manufacturers in making their technologies commercially viable in mass production.

Our products service three primary markets: (i) light vehicle, (ii) medium/heavy, and (iii) off-highway.

In the light vehicle market, we design, manufacture and sell light axles, driveshafts, structural products, sealing products, thermal products and related service parts for light trucks, sport utility vehicles, crossover utility vehicles, vans and passenger cars.

In the medium/heavy vehicle market, we design, manufacture and sell axles, driveshafts, chassis and side rails, ride controls and related modules and systems, engine sealing products, thermal products and related service parts for medium and heavy-duty trucks, buses and other commercial vehicles.

In the off-highway market, we design, manufacture and sell axles, transaxles, driveshafts, suspension components, transmissions, electronic controls, related modules and systems, sealing products, thermal products and related service parts for construction machinery and leisure/utility vehicles and outdoor power, agricultural, mining, forestry and material handling equipment and a variety of non-vehicular, industrial applications.

We currently manage our operations globally through four principal segments: Light Vehicle Driveline (LVD), Power Technologies, Commercial Vehicle and Off-Highway. Substantially all the business of our Structural Products (Structures) operating segment was sold in 2010.

Our operating segments manufacture and market classes of similar products as shown below.

Segment	**Percent of Consolidated Sales for the Nine Months Ended 9/30/10**	**Products**	**Market**
LVD	41%	Front and rear axles, driveshafts, differentials, torque couplings and modular assemblies	Light vehicle
Power Technologies	15%	Gaskets, cover modules, heat shields and engine sealing systems. Cooling and heat transfer products	Light vehicle, medium/heavy vehicle and off-highway
Commercial Vehicle	22%	Axles, driveshafts, steering shafts, suspensions and tire management systems	Medium/heavy vehicle
Off-Highway	18%		Off-highway

		Axles, transaxles, driveshafts and end-fittings, transmissions, torque converters and electronic controls	
Structures	4%	Frames, cradles and side rails	Light and medium/heavy vehicle

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Competition

Within each of our markets, we compete with a variety of independent suppliers and distributors, as well as with the in-house operations of certain OEMs. With a renewed focus on product innovation, we differentiate ourselves through: efficiency and performance; materials and processes; sustainability; and product extension.

Light Vehicle Market The principal LVD competitors include ZF Friedrichshafen AG (ZF Group), GKN plc (GKN), American Axle & Manufacturing (American Axle), Magna International Inc., Wanxiang Group Corporation, Hitachi Automotive Systems LTD., Unisia Steering Systems, IFA Group (acquired Rotarian GmbH), GETRAG and the captive and vertically integrated operations of various truck and auto manufacturers (e.g., Chrysler and Ford).

Our principal Power Technologies competitors include ElringKlinger AG, Federal-Mogul Corporation and Freudenberg NOK Group, Behr GmbH & Co. KG, Mahle GmbH, Modine Manufacturing Company, Valeo Group, YinLun Co., LTD and Denso Corporation.

Medium/Heavy Vehicle Market Our principal Commercial Vehicle competitors include ArvinMeritor, American Axle, Hendrickson (a subsidiary of the Boler Group), Klein Products Inc. and OEMs vertically integrated operations. Power Technologies competitors in this market are the same as in the light vehicle market.

Off-Highway Market Our major competitors in the Off-Highway segment include Carraro Group, ZF Group, GKN, Kessler + Co. and certain OEMs vertically integrated operations. Power Technologies competition in this market is similar to their competition in the other markets above.

Business Strategy

During the past three years, we have significantly improved our financial condition reducing debt, raising additional equity, improving the profitability of customer programs, eliminating structural costs and reducing working capital investment. We have also strengthened our leadership team and streamlined our operating segments to focus on our core light vehicle driveline and power technologies businesses and our heavy vehicle on-highway commercial and off-highway businesses. As a result, we believe that we are well-positioned to put increasing focus on profitable growth.

While we intend to continue aggressively reducing cost and streamlining our business operations, our future strategy includes several growth initiatives directed at strengthening the competitiveness of our products, geographic expansion, aftermarket opportunities and selective acquisitions.

Strengthening the Competitiveness of Our Products. Additional engineering and operational investment is being channeled into reinvigorating our product portfolio and capitalizing on technology advancement opportunities. In 2010, we combined our light and heavy vehicle products North American engineering centers allowing us the opportunity to better share technologies among our businesses. We are constructing a new engineering facility in India that more than doubles our engineering presence in that country. This facility will house state-of-the-art design and test capabilities that globally support each of our businesses.

Geographic Expansion. Although there are growth opportunities in each region, we will be particularly focused on the Asia Pacific region, with a special emphasis on India and China. In addition to the new engineering facility mentioned above, our Indian operations broke ground on a new hypoid gear manufacturing facility which is scheduled to begin production in the first half of 2011. The additional investment in our China-based joint venture with Dongfeng Motor Co., Ltd (Dongfeng) significantly increases our commercial vehicle driveline presence in the region. We have experienced considerable success in the China off-highway and industrial markets and believe that there is considerable opportunity for future growth. As in India, we are directing additional investment in our engineering capabilities in China.

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Aftermarket Opportunities. We are pulling together a globally focused group dedicated to identifying and developing aftermarket growth opportunities that leverage the capabilities within our existing businesses. We intend to target future aftermarket revenues of 15-20% of consolidated sales.

Selective Acquisitions. Our current acquisition focus is to identify bolt-on acquisition opportunities that have strategic fit with our existing businesses, particularly opportunities that would support the other growth initiatives discussed above and enhance the value proposition of our customer product offerings. Any potential acquisitions will be evaluated in the same manner as we currently consider customer program opportunities with a disciplined financial approach designed to ensure profitable growth.

Competitive Strengths

We believe that we benefit from the following competitive strengths:

Strong Market Position. We have strong market positions and brand recognition in our core businesses. In the Light Vehicle Driveline, Commercial Vehicle and Off-Highway businesses, we are a leading global supplier of driveline axles and driveshafts, with our off-highway products also including transmissions. Our Power Technologies business is a leading supplier of sealing and thermal products.

Market Diversity. Our participation in multiple markets serves to mitigate the exposure to adverse factors specific to a single market and the potential impact associated with economic cycles. Our diverse revenue base provides increased opportunities for growth and expansion. For 2010, our estimated sales by business segment are: Light Vehicle Driveline 41%, Commercial Vehicle 22%, Off-Highway 19%, Power Technologies 15% and Structures 3%.

Global Diversity. With operations in 26 countries, we have a strong global footprint that we will leverage to drive our international growth initiatives. For 2010, our estimated sales by region are: North America 47%, Europe 27%, South America 14%, and Asia Pacific 12%.

Customer Diversity. We have global relationships with thousands of customers providing a strong base for new product opportunities and global expansion. Our largest customer is Ford, with estimated sales that approximate 19% of consolidated sales. No other customer currently generates sales of more than 5% of consolidated sales.

Quality Products and Service. Our advanced design and engineering capabilities enable us to provide our customers with innovative and proprietary products. Additionally, our operations are focused on providing quality products and on-time delivery. During 2010, we were awarded new and replacement business that is expected to contribute net new business sales of more than $800 million over the 2010 to 2014 period, further evidencing the appeal of our products and services to customers.

Dana Operating System. During the past three years, we strengthened our manufacturing efficiency and flexibility, while also significantly reducing our manufacturing cost footprint by implementing the Dana Operating System throughout the organization. Using a standard set of processes, tools and metrics in our manufacturing facilities, we have a common global manufacturing blueprint that ensures low cost performance, high quality, safety and delivery performance.

Strong Leadership Team. Our management team has been rebuilt and enhanced over the past three years adding strong talent with significant experience in all key functional disciplines, markets and regions. We have a proven team that has successfully reshaped the company while delivering on results and objectives.

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Recent Developments

Financial Outlook

As of the date of this prospectus supplement, Dana estimates that for the year ended December 31, 2010, its sales will be approximately $6.1 billion, its Adjusted EBITDA will be approximately $550 million and its free cash flow will be approximately $245 million.

The preliminary financial data included in this prospectus supplement has been prepared by, and is the responsibility of, our management. The foregoing information and estimates have not been compiled or examined by our independent auditors and they are subject to revision as we prepare our financial statements as of and for the year ended December 31, 2010, including all disclosures required by GAAP, and as our auditors conduct their audit of these financial statements. Accordingly, PricewaterhouseCoopers LLP does not express an opinion or any other form of assurance with respect thereto. Since this information is preliminary and highly subjective, it should not be relied on as indicative of future actual results. We do not intend to update or otherwise revise the preliminary estimates to reflect future events.

Amendments to Revolving Facility

On January 14, 2011, we entered into an amendment (the Amendment) to our Revolving Credit and Guaranty Agreement dated as of January 31, 2008, as amended as of April 30, 2009 (the Revolving Facility), to permit, among other things, the issuance of the notes by us. The Amendment, among other things, also provides us with additional flexibility to make certain acquisitions and other investments, incur certain additional indebtedness and pay certain dividends and distributions, in each case, when certain terms and conditions are met. We refer to the Revolving Facility, as amended by the Amendment, as the Amended Revolving Facility.

On January 21, 2011, Dana obtained a commitment letter from Citigroup Global Markets Inc., Wells Fargo Capital Finance, LLC, Bank of America, N.A., Barclays Bank PLC, Deutsche Bank AG New York Branch, ING Capital LLC, and UBS Securities LLC (collectively, together with certain of their affiliates, the Commitment Parties) under which the Commitment Parties committed to amend and restate the Amended Revolving Facility subject to the following changes: (i) an extension of the maturity date to five years from the closing date of the amendment and restatement, (ii) a reduction in the aggregate principal amount of the facility to $500 million, with a $100 million incremental facility, (iii) an increase in the applicable interest rate margins to 2.50% to 3.00% for LIBOR loans and 1.50% to 2.00% for base rate loans, in each case, depending on Dana s average daily borrowing availability under the facility, (iv) an increase in the commitment fees on the unused portion of the facility to 0.50% to 0.625%, depending on Dana s average daily use of the facility, and (v) changes to certain definitions relating to financial and negative covenants.

The Refinancing

We intend to use the net proceeds from this offering, together with our current cash and cash equivalents, to repay in full all amounts outstanding under our Term Facility Credit and Guaranty Agreement dated as of January 31, 2008, as amended as of November 21, 2008 and April 30, 2009 (the Term Facility). As of January 21, 2011, the aggregate principal amount outstanding under the Term Facility was $863 million (net of amounts due to a Dana subsidiary).

In connection with this refinancing, we also entered into the Amendment, as described above. Through this refinancing, we expect to extend the debt maturity on a core portion of our indebtedness, reduce our ongoing interest cost and increase our financial flexibility by freeing up secured debt capacity for growth and diversifying our lender base.

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Other Recent Developments

CEO Resignation. In November 2010, Dana s Chief Executive Officer Jim Sweetnam resigned and John Devine, our Executive Chairman, was named Interim CEO. A CEO search led by Dana s board of directors is currently in process.

Dongfeng Joint Venture. In December 2010, Dana and Dongfeng completed negotiations of the terms for Dana s increased ownership interest in Dongfeng Dana Axle Co., Ltd. The associated agreements are in the process of being executed by the various parties to the transaction. Completion of Dana s additional investment is subject to regulatory approval in China which is expected to be obtained within the first half of 2011. Once such approval is obtained, the transaction will be completed, including a cash payment by Dana of approximately $120 million.

Toyota Warranty Settlement. In January 2011, Dana announced that it reached a settlement with Toyota Motor Engineering & Manufacturing North America, Inc. (Toyota) in respect of previously reported warranty claims related to frames produced by Dana s former Structural Products business. Under the terms of the agreement, Dana will make a one-time payment of $25 million to Toyota in connection with corrosion on frames produced for certain Tacoma pickup trucks that were subject to a customer support program initiated by Toyota in 2008. The settlement will result in a charge to Dana s earnings for the year ended December 31, 2010, reducing net income by $25 million.

Corporate Information

Our principal executive offices are located at 3939 Technology Drive, Maumee, Ohio 43537, telephone (419) 887-3000. Our website address is www.dana.com. The information on or accessible through our website is not part of this prospectus supplement and should not be relied upon in connection with making any investment decision with respect to the securities offered by this prospectus supplement.

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The Offering

The summary below describes the principal terms of the notes. Certain of the terms and conditions described below are subject to important limitations and exceptions. For a more detailed description of the terms and conditions of the notes, see the section entitled Description of the Notes.

Issuer	Dana Holding Corporation.

Notes Offered	$ aggregate principal amount of % senior notes due 2019.
	
	$ aggregate principal amount of % senior notes due 2021.

Maturity	, 2019, in the case of the 2019 notes. , 2021, in the case of the 2021 notes.
Interest Payment Dates	and of each year, beginning on , 2011.
Ranking	The notes will be: our senior unsecured obligations; effectively subordinated in right of payment to our existing and future secured debt, including our obligations under the Amended Revolving Facility, to the extent of the value of such security; structurally subordinated in right of payment to all existing and future debt and other liabilities, including trade payables, of our subsidiaries; equal in right of payment to all of our existing and future senior unsecured debt; and senior in right of payment to all of our existing and future subordinated debt. As of September 30, 2010, on a pro forma consolidated basis after giving effect to the completion of this offering and the application of the net proceeds therefrom (together with current cash and cash equivalents), we would have had $826 million of senior debt, $7 million of which was secured. The indenture governing the notes will permit us, subject to specified limitations, to incur additional debt, some or all of which may be senior debt and some or all of which may be secured.
Optional Redemption of 2019 Notes	At any time on or after , 2015, we may redeem some or all of the 2019 notes at the redemption prices specified in this prospectus supplement under Description of the Notes Overview of the Notes Optional Redemption. Prior to , 2015, during any 12-month period, we may, at our option, redeem up to 10% of the aggregate principal amount of the 2019 notes at a redemption price equal to 103% of the

principal amount thereof, plus accrued and unpaid interest, if any, to the redemption date. Prior to , 2015, we may also redeem some or all of the 2019 notes at a redemption price equal to 100% of the aggregate principal amount thereof, plus accrued and unpaid interest, if any, to the redemption date plus a make-whole premium.

At any time prior to , 2014, we may redeem up to 35% of the aggregate principal amount of the 2019 notes in an amount

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	not to exceed the amount of proceeds of one or more equity offerings, at a price equal to % of the principal amount thereof, plus accrued and unpaid interest, if any, to the redemption date, provided that at least 65% of the original aggregate principal amount of the 2019 notes issued remains outstanding after the redemption.
Optional Redemption of 2021 Notes	At any time on or after , 2016, we may redeem some or all of the 2021 notes at the redemption prices specified in this prospectus supplement under Description of the Notes Overview of the Notes Optional Redemption. Prior to , 2016, during any 12-month period, we may, at our option, redeem up to 10% of the aggregate principal amount of the 2021 notes at a redemption price equal to 103% of the principal amount thereof, plus accrued and unpaid interest, if any, to the redemption date. Prior to , 2015, we may also redeem some or all of the 2021 notes at a redemption price equal to 100% of the aggregate principal amount thereof, plus accrued and unpaid interest, if any, to the redemption date plus a make-whole premium. At any time prior to , 2014, we may redeem up to 35% of the aggregate principal amount of the 2021 notes in an amount not to exceed the amount of proceeds of one or more equity offerings, at a price equal to % of the principal amount thereof, plus accrued and unpaid interest, if any, to the redemption date, provided that at least 65% of the original aggregate principal amount of the 2021 notes issued remains outstanding after the redemption.
Covenants	We will issue the notes under an indenture among us and Wells Fargo Bank, National Association, as trustee. The indenture will include covenants that limit our ability and the ability of each of our restricted subsidiaries to: incur additional debt; pay dividends and make other restricted payments; create or permit certain liens; issue or sell capital stock of restricted subsidiaries; use the proceeds from sales of assets and subsidiary stock; create or permit restrictions on the ability of our restricted subsidiaries to pay dividends or make other distributions to us; enter into transactions with affiliates; and consolidate or merge or sell all or substantially all of our assets.

When the notes are issued, all of our subsidiaries, other than certain joint ventures, will be restricted subsidiaries, as defined in the indenture. These covenants will be subject to a number of important exceptions and qualifications as described under Description of the Notes Certain Covenants. During any future period in which either Moody s Investors Service, Inc. (Moody s) or Standard & Poor s, a division of the McGraw-Hill Companies, Inc. (S&P), has assigned an investment grade rating to the notes, and

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	the other rating agency has assigned the notes a rating of at least Ba1 in the case of Moody s or BB+ in the case of S&P, certain of the covenants will be suspended. If one of these rating agencies subsequently downgrades its rating below the investment grade rating or the other specified rating, as applicable, the suspended covenants will thereafter again be in effect. See Description of the Notes Covenant Suspension.
Change of control	Following a change of control, we will be required to offer to purchase all of the notes at a purchase price of 101% of their principal amount, plus accrued and unpaid interest, if any, to the date of purchase.
Use of proceeds	We expect to receive net proceeds from this offering of approximately $ million, after deducting the underwriting discount and our estimated expenses related to the offering. We intend to use the net proceeds from this offering, together with our current cash and cash equivalents, to repay in full all amounts outstanding under the Term Facility. As of January 21, 2011, the aggregate principal amount outstanding under the Term Facility was $863 million (net of amounts due to a Dana subsidiary). See Use of Proceeds.
Absence of Established Market for the Notes	The notes are a new issue of securities, and currently there is no market for them. We do not intend to apply for the notes to be listed on any securities exchange or to arrange for any quotation system to quote them. The underwriters have advised us that they intend to make a market for the notes but they are not obligated to do so. The underwriters may discontinue any market-making in the notes at any time in their sole discretion. Accordingly, we cannot assure you that a liquid market will develop for the notes.
Risk Factors	You should carefully consider the information set forth in the section entitled Risk Factors and the other information included and incorporated by reference in this prospectus supplement in deciding whether to purchase the notes.

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Summary Historical Financial Information

The following summary historical consolidated financial information as of and for the year ended December 31, 2009 and for the eleven months ended December 31, 2008 has been derived from, and should be read together with, our audited consolidated financial statements and the accompanying notes incorporated herein by reference. Our consolidated financial statements have been audited by PricewaterhouseCoopers LLP.

As a result of our emergence from operating under Chapter 11 of the United States Bankruptcy Code on January 31, 2008, Dana became the successor registrant to Dana Corporation (Prior Dana) pursuant to Rule 12g-3 under the Securities Exchange Act of 1934, as amended. As required by GAAP, we adopted fresh start accounting effective February 1, 2008. The financial statements for the periods ended prior to January 31, 2008 do not include the effect of any changes in our capital structure or changes in the fair value of assets and liabilities as a result of fresh start accounting. The eleven months ended December 31, 2008 and the one month ended January 31, 2008 are distinct reporting periods, and the information shown for Prior Dana is not comparable to the information shown for Dana. The following summary historical consolidated financial information for the one month period ended January 31, 2008 and for the year ended December 31, 2007 has been derived from, and should be read together with, the audited consolidated financial statements of Prior Dana and the accompanying notes incorporated herein by reference. Prior Dana s consolidated financial statements have been audited by PricewaterhouseCoopers LLP. See Note 21 to Dana s consolidated financial statements, incorporated by reference herein, for an explanation of the impact of emerging from reorganization and applying fresh start accounting on our financial position.

The summary historical consolidated financial information as of September 30, 2010 and for the nine months ended September 30, 2010 and September 30, 2009 has been derived from, and should be read together with, our unaudited consolidated financial statements and the accompanying notes incorporated herein by reference. In the opinion of management, all adjustments consisting of normal recurring accruals considered necessary for a fair presentation have been included.

	Dana				Prior Dana	
	Nine Months Ended September 30, 2010	Nine Months Ended September 30, 2009	Year Ended December 31, 2009	Eleven Months Ended December 31, 2008	One Month Ended January 31, 2008	Year Ended December 31, 2007
	(Unaudited)					
Statement of Operations Data: (in millions)						
Net sales	$ 4,550	$ 3,735	$ 5,228	$ 7,344	$ 751	$ 8,721
Cost of sales	4,063	3,598	4,985	7,113	702	8,231
Selling, general and administrative expenses	292	217	313	303	34	365
Amortization of intangible assets	46					