DANA HOLDING CORP
Form 4
August 06, 2013

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *
CENTERBRIDGE CAPITAL PARTNERS L P

(Last) (First) (Middle)

375 PARK AVENUE, 12TH FLOOR,

(Street)

NEW YORK, NY 10152

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading Symbol
DANA HOLDING CORP [DAN]

3. Date of Earliest Transaction (Month/Day/Year)
08/02/2013

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

__X__ Director
_____ Officer (give title below)
__X__ 10% Owner
_____ Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)
___ Form filed by One Reporting Person
_X_ Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(*e.g.*, puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of Derivative Securities	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount Underlying Securitie (Instr. 3 and 4)

(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)						
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amou or Numb of Shares
Series A Convertible Preferred Stock	(1)	08/02/2013	S			2,360,631	07/31/2008	(2)	Common Stock	(1)
Series A Convertible Preferred Stock	(1)	08/02/2013	S			83,810	07/31/2008	(2)	Common Stock	(1)
Series A Convertible Preferred Stock	(1)	08/02/2013	S			50,559	07/31/2008	(2)	Common Stock	(1)
Series A Convertible Preferred Stock	(1)	08/02/2013	S			5,000	07/31/2008	(2)	Common Stock	(1)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
CENTERBRIDGE CAPITAL PARTNERS L P 375 PARK AVENUE, 12TH FLOOR NEW YORK, NY 10152	X	X		
CENTERBRIDGE CAPITAL PARTNERS STRATEGIC L P 375 PARK AVENUE 12TH FLOOR NEW YORK, NY 10152	X			
Centerbridge Capital Partners SBS, L.P. 375 PARK AVENUE 12TH FLOOR NEW YORK, NY 10152	X			
Centerbridge Capital Partners B Co-Investment, L.P. 375 PARK AVENUE 12TH FLOOR NEW YORK, NY 10152	X			
Centerbridge Associates, L.P. 375 PARK AVENUE		X		

12TH FLOOR NEW YORK, NY 10152		
Centerbridge GP Investors, LLC 375 PARK AVENUE 12TH FLOOR NEW YORK, NY 10152		X
Gallogly Mark T C/O CENTERBRIDGE CAPITAL PARTNERS, L.P. 375 PARK AVENUE, 12TH FLOOR NEW YORK, NY 10152	X	X
Aronson Jeffrey C/O CENTERBRIDGE CAPITAL PARTNERS, L.P. 375 PARK AVENUE, 12TH FLOOR NEW YORK, NY 10152		X

Signatures

CENTERBRIDGE CAPITAL PARTNERS, L.P.: By: Centerbridge Associates, L.P., its general partner, By: Centerbridge GP Investors, LLC, its general partner, By: /s/ Jeffrey A. Gelfand, Name: Jeffrey A. Gelfand, Title: Authorized Person	08/06/2013
**Signature of Reporting Person	Date
CENTERBRIDGE CAPITAL PARTNERS STRATEGIC, L.P., By: Centerbridge Associates, L.P., its general partner, By: Centerbridge GP Investors, LLC, its general partner, By: /s/ Jeffrey A. Gelfand, Name: Jeffrey A. Gelfand, Title: Authorized Person	08/06/2013
**Signature of Reporting Person	Date
CENTERBRIDGE CAPITAL PARTNERS SBS, L.P., By: Centerbridge Associates, L.P., its general partner, By: Centerbridge GP Investors, LLC, its general partner, By: /s/ Jeffrey A. Gelfand, Name: Jeffrey A. Gelfand, Title: Authorized Person	08/06/2013
**Signature of Reporting Person	Date
CENTERBRIDGE CAPITAL PARTNERS B CO-INVESTMENT, L.P., By: Centerbridge Associates, L.P., its general partner, By: Centerbridge GP Investors, LLC, its general partner, By: /s/ Jeffrey A. Gelfand, Name: Jeffrey A. Gelfand, Title: Authorized Person	08/06/2013
**Signature of Reporting Person	Date
CENTERBRIDGE ASSOCIATES, L.P., By: Centerbridge GP Investors, LLC, its general partner, By: /s/ Jeffrey A. Gelfand, Name: Jeffrey A. Gelfand, Title: Authorized Person	08/06/2013
**Signature of Reporting Person	Date
CENTERBRIDGE GP INVESTORS, LLC, By: /s/ Jeffrey A. Gelfand, Name: Jeffrey A. Gelfand, Title: Authorized Person	08/06/2013
**Signature of Reporting Person	Date
/s/ Mark T. Gallogly	08/06/2013
**Signature of Reporting Person	Date
/s/ Jeffrey Aronson	08/06/2013
**Signature of Reporting Person	Date

Explanation of Responses:

***** If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

****** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

(1) The shares of common stock issuable upon conversion of 4.0% Series A Convertible Preferred Stock ("Series A Preferred Stock") is obtained by dividing the aggregate liquidation preference of such shares ($100 per share) by the then-effective conversion price ($11.93 at the date of this filing), subject to certain adjustments contained in the Issuer's Certificate of Designation of 4.0% Series A Convertible Preferred Stock and 4.0% Series B Convertible Preferred Stock.

(2) No expiration date.

(3) An aggregate of 2,500,000 shares of Series A Preferred Stock was repurchased by the Issuer for an aggregate purchase price of approximately $471.5 million, plus accrued and unpaid dividends through the closing date, August 2, 2013.

(4) These shares of Series A Preferred Stock were held by Centerbridge Capital Partners, L.P.

(5) These shares of Series A Preferred Stock were held by Centerbridge Capital Partners Strategic, L.P.

(6) These shares of Series A Preferred Stock were held by Centerbridge Capital Partners SBS, L.P.

(7) These shares of Series A Preferred Stock were held by Centerbridge Capital Partners B Co-Investment, L.P.

(8) Centerbridge Associates, L.P. is the general partner of Centerbridge Capital Partners, L.P., Centerbridge Capital Partners Strategic, L.P., Centerbridge Capital Partners SBS, L.P. and Centerbridge Capital Partners B Co-Investment, L.P. Centerbridge GP Investors, LLC is the general partner of Centerbridge Associates, L.P. Messrs. Gallogly and Aronson are each a managing member of Centerbridge GP Investors, LLC. Each of such Centerbridge entities and Messrs. (Continued in Footnote 9)

(9) Gallogly and Aronson may be deemed to beneficially own the shares of Series A Preferred Stock beneficially owned by the Centerbridge entities directly or indirectly controlled by it or them, but each disclaims beneficial ownership of all such shares of Series A Preferred Stock (other than the Centerbridge entities to the extent of their direct holdings) and this Form 4 shall not be construed as an admission that any of them (other than the Centerbridge entities to the extent of their direct holdings) is, for any or all purposes, the beneficial owner of the securities covered by this Form 4.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.
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