

DANA HOLDING CORP  
Form FWP  
July 31, 2013

**ISSUER FREE WRITING PROSPECTUS**

**SUPPLEMENTING PRELIMINARY PROSPECTUS  
SUPPLEMENT DATED JULY 30, 2013 AND**

**PROSPECTUS DATED JANUARY 24, 2011**

**Filed pursuant to Rule 433**

**Registration Number: 333-171826**

Pricing Term Sheet dated July 30, 2013

**Dana Holding Corporation**

\$450.0 million aggregate principal amount of 5.375% Senior Notes due 2021

and

\$300.0 million aggregate principal amount of 6.000% Senior Notes due 2023

This free writing prospectus relates to the offering by Dana Holding Corporation of \$450.0 million aggregate principal amount of 5.375% Notes due 2021 (the 2021 Notes ) and \$300.0 million aggregate principal amount of 6.000% Notes due 2023 (the 2023 Notes ) and should be read together with the preliminary prospectus supplement, dated July 30, 2013, filed pursuant to Rule 424(b)(5) under the Securities Act of 1933, as amended, including the documents incorporated therein by reference, and the related base prospectus, dated January 24, 2011, forming a part of Registration Statement No. 333-171826.

	<b>2021 Notes</b>	<b>2023 Notes</b>
Issuer:	Dana Holding Corporation	Dana Holding Corporation
Security:	5.375% Senior Notes due 2021	6.000% Senior Notes due 2023
Aggregate Principal Amount:	\$450,000,000	\$300,000,000
Maturity:	September 15, 2021	September 15, 2023
Coupon:	5.375%	6.000%
Price:	100.000%	100.000%
Yield to Maturity:	5.375%	6.000%
Spread to Benchmark Treasury:	311 basis points	340 basis points
Interest Payment Dates:	March 15 and September 15, commencing March 15, 2014	March 15 and September 15, commencing March 15, 2014
Optional Redemption:	At any time on or after September 15, 2016, we may redeem some or all of the 2021 Notes at the following redemption prices (expressed as percentages of principal amount), plus accrued and unpaid interest to the redemption date (subject to the right of holders of record on the relevant record date to receive interest due on the relevant interest payment date) if redeemed during the 12-month period commencing on	At any time on or after September 15, 2018, we may redeem some or all of the 2023 Notes at the following redemption prices (expressed as percentages of principal amount), plus accrued and unpaid interest to the redemption date (subject to the right of holders of record on the relevant record date to receive interest due on the relevant interest payment date) if redeemed during the 12-month period commencing on September 15 of the years set forth below:

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September 15 of the years set forth below:

Year	Redemption Price	Year	Redemption Price
2016	104.031%	2018	103.000%
2017	102.688%	2019	102.000%
2018	101.344%	2020	101.000%
2019 and thereafter	100.000%	2021 and thereafter	100.000%

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<p>Prior to September 15, 2016, 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.</p> <p>At any time prior to September 15, 2016, 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 105.375% of the principal amount thereof, plus accrued and unpaid interest, if any, to the redemption date, provided that at least 50% of the original aggregate principal amount of the 2021 Notes issued remains outstanding after the redemption.</p>		<p>Prior to September 15, 2018, we may also redeem some or all of the 2023 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.</p> <p>At any time prior to September 15, 2016, we may redeem up to 35% of the aggregate principal amount of the 2023 Notes in an amount not to exceed the amount of proceeds of one or more equity offerings, at a price equal to 106.000% of the principal amount thereof, plus accrued and unpaid interest, if any, to the redemption date, provided that at least 50% of the original aggregate principal amount of the 2023 Notes issued remains outstanding after the redemption.</p>	
Settlement Date:	T+3; August 2, 2013		T+3; August 2, 2013
CUSIP/ISIN:	235825 AC0 / US235825AC01		235825 AD8 / US235825AD83
Underwriting			
Discount:	1.50%		1.50%
Proceeds to Company (before expenses):	\$443,250,000		\$295,500,000
Joint Book-Running Managers:			
	Citigroup Global Markets Inc.		Citigroup Global Markets Inc.
	Merrill Lynch, Pierce, Fenner & Smith Incorporated Barclays Capital Inc.		Merrill Lynch, Pierce, Fenner & Smith Incorporated Barclays Capital Inc.
	Deutsche Bank Securities Inc.		Deutsche Bank Securities Inc.
	J.P. Morgan Securities LLC		J.P. Morgan Securities LLC
	UBS Securities LLC		UBS Securities LLC
	Wells Fargo Securities, LLC		Wells Fargo Securities, LLC

If any information contained in this Pricing Term Sheet is inconsistent with information contained in the preliminary prospectus supplement and the accompanying prospectus, the terms of this Pricing Term Sheet shall govern.

**The issuer has filed a registration statement (including a prospectus and a related preliminary prospectus supplement) with the Securities and Exchange Commission (the SEC ) relating to this offering. Before you invest, you should read the preliminary prospectus supplement, the accompanying prospectus and other documents the issuer has filed with the SEC for more complete information about the issuer and this offering. You may get these documents for free by visiting EDGAR on the SEC web site at [www.sec.gov](http://www.sec.gov). Alternatively, copies may be obtained from Citigroup Global Markets Inc., c/o Broadridge Financial Solutions, 1155 Long Island Avenue, Edgewood, NY 11717, Attention: Prospectus Department, by calling**

**1-800-831-9146, BofA Merrill Lynch, 222 Broadway, 11th Floor, New York, NY 10038, Attention: Prospectus Department, by emailing [dg.prospectus\\_requests@baml.com](mailto:dg.prospectus_requests@baml.com), Barclays Capital Inc., c/o Broadridge Financial Solutions, 1155 Long Island Avenue, Edgewood, NY 11717, Attention: Prospectus Department, by calling 1-888-603-5847 or by emailing [barclaysprospectus@broadridge.com](mailto:barclaysprospectus@broadridge.com), Deutsche Bank Securities Inc., c/o ADP Prospectus Services, 1155 Long Island Ave., Edgewood, NY 11747, by calling 1-800-503-4611 or by emailing [prospectus.cpdg@db.com](mailto:prospectus.cpdg@db.com), J.P. Morgan Securities LLC, 383 Madison Avenue, 3rd Floor, New York, NY**



10179, Attention: Syndicate Desk, by calling 1-800-245-8812, UBS Securities LLC, Prospectus Department, 299 Park Avenue, New York, New York 10171, by calling 1-888-827-6444, ext. 561-3884 or Wells Fargo Securities, LLC, 550 South Tryon Street, 7th Floor, MAC D1086-070, Charlotte, NC 28202, by calling 1-800-326-5897 or by emailing [cmclientsupport@wellsfargo.com](mailto:cmclientsupport@wellsfargo.com).

This information does not purport to be a complete description of these securities or the offering. Please refer to the preliminary prospectus supplement and the accompanying prospectus for a complete description.

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