

DANA INC
Form 8-K
April 30, 2018

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 26, 2018

Dana Incorporated

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction

of incorporation)

1-1063
(Commission

26-1531856
(IRS Employer

File Number)
3939 Technology Drive, Maumee, Ohio 43537

Identification Number)

(Address of principal executive offices) (Zip Code)

(419) 887-3000

(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))
Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 5.07 Submission of Matters to a Vote of Security Holders

At the Dana Incorporated (Dana) Annual Meeting of Shareholders held on April 26, 2018 (the Annual Meeting), shareholders considered five proposals that are described in more detail in Dana s Definitive Proxy Statement dated March 22, 2018 for the Annual Meeting of Shareholders. There were 145,233,661 shares of Dana common stock eligible to vote at the meeting.

The vote results detailed below represent final results as certified by the Inspector of Election:

PROPOSAL I Election of eight directors for a one-year term expiring in 2019 or upon the election and qualification of their successors:

| | <u>FOR</u> | <u>WITHHOLD</u> | <u>BROKER NON-VOTE</u> |
|-----------------------|-------------------|------------------------|-------------------------------|
| Rachel A. Gonzalez | 122,937,865 | 1,117,863 | 7,370,028 |
| James K. Kamsickas | 123,088,853 | 966,875 | 7,370,028 |
| Virginia A. Kamsky | 122,275,952 | 1,779,776 | 7,370,028 |
| Raymond E. Mabus, Jr. | 122,931,115 | 1,124,613 | 7,370,028 |
| Michael J. Mack, Jr. | 123,296,093 | 759,635 | 7,370,028 |
| R. Bruce McDonald | 122,542,803 | 1,512,925 | 7,370,028 |
| Diarmuid B. O Connell | 123,294,997 | 760,731 | 7,370,028 |
| Keith E. Wandell | 121,462,922 | 2,592,806 | 7,370,028 |

PROPOSAL II Approval of a non-binding advisory vote on executive compensation:

| <u>FOR</u> | <u>AGAINST</u> | <u>ABSTAIN</u> | <u>BROKER NON-VOTE</u> |
|-------------------|-----------------------|-----------------------|-------------------------------|
| 115,401,308 | 8,531,374 | 123,046 | 7,370,028 |

PROPOSAL III Ratification of the appointment of PricewaterhouseCoopers LLP as the independent registered public accounting firm for the fiscal year ending December 31, 2018:

| <u>FOR</u> | <u>AGAINST</u> | <u>ABSTAIN</u> |
|-------------------|-----------------------|-----------------------|
| 128,937,925 | 2,466,782 | 21,049 |

PROPOSAL IV Approve amending the Second Restated Certificate of Incorporation to eliminate supermajority voting requirements:

| <u>FOR</u> | <u>AGAINST</u> | <u>ABSTAIN</u> | <u>BROKER NON-VOTE</u> |
|-------------------|-----------------------|-----------------------|-------------------------------|
| 123,804,507 | 215,554 | 35,667 | 7,370,028 |

PROPOSAL V Consideration of a shareholder proposal regarding special meetings:

| <u>FOR</u> | <u>AGAINST</u> | <u>ABSTAIN</u> | <u>BROKER NON-VOTE</u> |
|-------------------|-----------------------|-----------------------|-------------------------------|
| 60,339,623 | 63,631,816 | 84,289 | 7,370,028 |

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 INCORPORATED

Date: April 30, 2018

By: /s/ Douglas H. Liedberg
Name: Douglas H. Liedberg

Title: Senior Vice President, General Counsel
and Secretary