

DANA HOLDING CORP
Form 8-K
February 19, 2015

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): February 19, 2015

Dana Holding Corporation

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction

of incorporation)

1-1063
(Commission

File Number)

3939 Technology Drive, Maumee, Ohio 43537

26-1531856
(IRS Employer

Identification Number)

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(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))

Items 2.02 and 7.01 Results of Operations and Financial Condition and Regulation FD Disclosure

Dana Holding Corporation today issued a news release announcing its results for the quarter and year ended December 31, 2014. A copy of the press release is attached hereto as Exhibit 99.1.

The information in this report (including Exhibits 99.1 hereto) is being furnished and shall not be deemed filed for the purposes of Section 18 of the Securities Exchange Act of 1934, as amended, is not subject to the liabilities of that section and is not deemed incorporated by reference in any filing under the Securities Act of 1933, as amended, or the Securities Exchange Act of 1934, as amended, except as shall be expressly set forth by specific reference in such a filing.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits. The following exhibit is furnished with this report.

Exhibit No.	Description
99.1	Dana Holding Corporation Press Release dated February 19, 2015

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 HOLDING CORPORATION

Date: February 19, 2015

By: /s/ Marc S. Levin

Name: Marc S. Levin

Senior Vice President, General Counsel and

Title: Secretary

Exhibit Index

Exhibit No.	Description
99.1	Dana Holding Corporation Press Release dated February 19, 2015

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675 1,858

Embedded derivative instruments

7,305 12

1,359 7,918 3,050 10,812

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Table of Contents**SK HYNIX, INC. and Subsidiaries****Notes to the Consolidated Financial Statements****For the years ended December 31, 2013 and 2012****42. Cash Generated from Operations**

Reconciliations between operating profit and net cash inflow from operating activities for the years ended December 31, 2013 and 2012, are as follows:

	2013	2012 (Unaudited)
	(In millions of won)	
Profit (loss) for the year	2,872,857	(158,795)
Income tax expense (benefit)	202,068	(40,506)
Defined benefit cost	125,495	107,730
Depreciation	2,922,245	3,057,856
Amortization	156,276	145,698
Loss on foreign currency translation	24,415	24,597
Interest expenses	256,623	317,926
Gain on foreign currency translation	(94,175)	(211,345)
Interest income	(66,411)	(80,154)
Loss on derivative instruments	93,472	14,321
Gain on equity method investments	(19,256)	(16,713)
Loss on impairment of property, plant and equipment	101,532	
Others	15,205	22,050
Changes in operating assets and liabilities		
Increase in trade receivables	(278,141)	(322,127)
Decrease (increase) inventories	333,179	(335,580)
Decrease (increase) in other receivables	(249,778)	69,539
Increase (decrease) in trade payables	113,552	(374)
Increase (decrease) in other payables	74,666	(56,749)
Increase (decrease) in provision	(127,052)	1,446
Payment of defined benefit liability	(45,171)	(69,161)
Increase in other non-trade payables	309,974	26,604
Others	(200,022)	(75,369)
Cash generated from operations	6,521,553	2,420,894

Details of significant transaction without inflows and outflows of cash for the years ended December 31, 2013 and 2012, are as follows:

	2013	2012 (Unaudited)
	(In millions of won)	
Exercise of conversion rights	432,878	266
Transferred to non-current convertible bond due to expiration of early redemption rights	486,569	
Acquisition of property, plant and equipment subject to finance lease agreements		216,682

43. Transactions with Non-controlling Interests (Unaudited)

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On September 30, 2012, the Parent Company acquired the non-controlling interest of domestic subsidiaries. The difference between carrying amount of the non-controlling interests in domestic subsidiaries and consideration paid to the owners of non-controlling interest amounted to 76 million and was charged to capital (Note 28).

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Table of Contents**SK HYNIX, INC. and Subsidiaries****Notes to the Consolidated Financial Statements****For the years ended December 31, 2013 and 2012****44. Business Combinations (Unaudited)**

The Group acquired 100% of the share capital of SK hynix memory solutions Inc. (SKHMS) (formerly, Link_A_Media Devices Corporation(LAMD)), which is a Nand Flash controller developer, located in United States for 282,293 million and obtained control over SKHMS in August 2012.

The goodwill amounting to 261,047 million arising from the acquisition is attributable to the synergy benefits based on decrease in R&D expenses and expected increase in sales as a result of acquisition of SKHMS.

The following table summarizes the consideration paid for SKHMS, the fair value of assets acquired and liabilities assumed at the acquisition date:

	Amount (In millions of won)
Consideration	282,293
Recognized amounts of identifiable assets acquired and liabilities assumed(1)	
Current assets	
Cash and cash equivalents	4,542
Trade receivables(2)	650
Inventories	14
Other current assets	822
Non-current assets	
Property, plant and equipment	1,621
Intangible assets	24,105
Other non-current assets	83
Current liabilities	
Trade payables	6,574
Other current liabilities	3,627
Non-current liabilities	390
Fair value of net identifiable assets	21,246
Goodwill	261,047

(1) Assets acquired and liabilities assumed were measured at their fair values.

(2) The gross contractual amount for trade accounts receivable due is 650 million and none of these is expected to be uncollectible. The acquisition-related costs amounting to 5,669 million were all expensed for the year ended December 31, 2012.

The sales revenue of SKHMS included in the consolidated statement of comprehensive income after acquisition date was 4,289 million. SKHMS also contributed a net loss of 5,802 million over the same period.

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Had SKHMS been consolidated from January 1, 2012, the sales of 13,490 million and net loss of 27,240 million would have been included in the consolidated statement of comprehensive income.

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SIGNATURES

The registrant hereby certifies that it meets all of the requirements for filing on Form 20-F and that it has duly caused and authorized the undersigned to sign this annual report on its behalf.

SK TELECOM CO., LTD.

(Registrant)

/s/ Sung Min Ha

Name: Sung Min Ha

Title: President & Chief Executive Officer

Date: April 30, 2014