

DANA INC  
Form 8-K  
May 03, 2017

**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 27, 2017**

**Dana Incorporated**

**(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))  
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 Dana Incorporated's ( Dana ) Annual Meeting of Shareholders held on April 27, 2017 (the Annual Meeting ), shareholders considered six proposals that are described in more detail in Dana's definitive proxy statement dated March 16, 2017 for the Annual Meeting of Shareholders. There were 144,097,418 shares of Dana common stock eligible to vote at the meeting. Each of the proposals was considered and approved by the requisite majority of votes cast or represented.

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

*PROPOSAL I - Election of eight directors for a one-year term expiring in 2018 or upon the election and qualification of their successors:*

|                       | <b>FOR</b>  | <b>WITHHOLD</b> | <b>BROKER<br/>NON-VOTE</b> |
|-----------------------|-------------|-----------------|----------------------------|
| Rachel A. Gonzalez    | 126,262,571 | 1,322,713       | 5,385,321                  |
| James K. Kamsickas    | 126,437,617 | 1,147,667       | 5,385,321                  |
| Virginia A. Kamsky    | 125,886,059 | 1,699,225       | 5,385,321                  |
| Terrence J. Keating   | 124,382,408 | 3,202,876       | 5,385,321                  |
| Raymond E. Mabus, Jr. | 126,260,700 | 1,324,584       | 5,385,321                  |
| R. Bruce McDonald     | 125,888,004 | 1,697,280       | 5,385,321                  |
| Mark A. Schulz        | 126,192,731 | 1,392,553       | 5,385,321                  |
| Keith E. Wandell      | 125,312,317 | 2,272,967       | 5,385,321                  |

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

| <b>FOR</b>  | <b>AGAINST</b> | <b>ABSTAIN</b> | <b>BROKER<br/>NON-VOTE</b> |
|-------------|----------------|----------------|----------------------------|
| 119,822,464 | 7,171,923      | 590,897        | 5,385,321                  |

*PROPOSAL III - Approval of a non-binding vote on the frequency of the advisory vote on executive compensation:*

| <b>1 YEAR</b> | <b>2 YEARS</b> | <b>3 YEARS</b> | <b>ABSTAIN</b> | <b>BROKER<br/>NON-VOTE</b> |
|---------------|----------------|----------------|----------------|----------------------------|
| 108,447,977   | 32,961         | 18,600,831     | 499,291        | 5,389,545                  |

The Board of Directors has made the determination to continue to hold the advisory vote on the compensation of the Company's named executive officers on an annual basis.

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*PROPOSAL IV - Approval of the Dana Incorporated 2017 Omnibus Incentive Plan:*

| <b>FOR</b>  | <b>AGAINST</b> | <b>ABSTAIN</b> | <b>BROKER<br/>NON-VOTE</b> |
|-------------|----------------|----------------|----------------------------|
| 118,569,408 | 8,423,201      | 592,675        | 5,385,321                  |

*PROPOSAL V - Ratification of the appointment of PricewaterhouseCoopers LLP as the independent registered public accounting firm for the fiscal year ending December 31, 2017:*

| <b>FOR</b>  | <b>AGAINST</b> | <b>ABSTAIN</b> |
|-------------|----------------|----------------|
| 128,695,980 | 3,745,723      | 528,902        |

*PROPOSAL VI - Consideration of a shareholder proposal regarding simple majority voting:*

| <b>FOR</b>  | <b>AGAINST</b> | <b>ABSTAIN</b> | <b>BROKER<br/>NON-VOTE</b> |
|-------------|----------------|----------------|----------------------------|
| 102,000,717 | 25,032,515     | 552,052        | 5,385,321                  |

**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: May 3, 2017

By: /s/ Douglas H. Liedberg  
Name: Douglas H. Liedberg  
Senior Vice President, General Counsel and  
Title: Secretary