

DANA CORP
Form SC 14D9/A
August 21, 2003

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SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549

SCHEDULE 14D-9
SOLICITATION/RECOMMENDATION STATEMENT
PURSUANT TO SECTION 14(d) (4) OF THE
SECURITIES EXCHANGE ACT OF 1934

(AMENDMENT NO. 9)

DANA CORPORATION
(Name of Subject Company)

DANA CORPORATION
(Name of Person(s) Filing Statement)

Common Stock, Par Value \$1.00 Per Share
(including the Associated Series A Junior
Participating Preferred Stock Purchase Rights)
(Title of Class of Securities)

235811 10 6
(CUSIP Number of Class of Securities)

Michael L. DeBacker, Esq.
Vice President, General Counsel and Secretary
Dana Corporation
4500 Dorr Street
Toledo, Ohio 43615
(419) 535-4500

(Name, Address and Telephone Number of Person Authorized to Receive Notice and
Communications on Behalf of the Person(s) Filing Statement)

With copies to:

Adam O. Emmerich, Esq.
David C. Karp, Esq.
Wachtell, Lipton, Rosen & Katz
51 West 52nd Street
New York, New York 10019
(212) 403-1000

Check the box if the filing relates solely to preliminary communications made
before the commencement of a tender offer.

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The purpose of this amendment is to amend and supplement Items 8 and 9 in the Solicitation/Recommendation Statement on Schedule 14D-9 previously filed by Dana Corporation, a Virginia corporation, on July 22, 2003, as thereafter amended, and to add additional Exhibits and revise the Exhibit Index accordingly.

Item 8. Additional Information to be Furnished.

The "Litigation" section of Item 8 is hereby amended by adding the following paragraphs to the end of such section:

On August 21, 2003, the Company filed with the United States District Court for the Western District of Virginia its answer to ArvinMeritor's amended complaint in the Federal Action. In addition to answering the amended complaint, the Company also filed counterclaims against ArvinMeritor and the Offeror challenging the accuracy and completeness of their disclosures with respect to the Offer.

A copy of the Company's answer including counterclaims is attached hereto as Exhibit (a) (19) and is hereby incorporated herein by reference. The foregoing description is qualified in its entirety by reference to Exhibit (a) (19).

Item 9. Exhibits.

Exhibit No.	Description
(a) (19)	Answer filed by the Company on August 21, 2003, in the United States District Court for the Western District of Virginia

SIGNATURE

After due inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

DANA CORPORATION

By: /s/ Joseph M. Magliochetti

Joseph M. Magliochetti
Chairman of the Board and
Chief Executive Officer

Dated: August 21, 2003

INDEX OF EXHIBITS

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