

PENSKE AUTOMOTIVE GROUP, INC.
Form SC 13D/A
September 08, 2016

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

SCHEDULE 13D

**Under the Securities Exchange Act of 1934
(Amendment No. 28)***

Penske Automotive Group, Inc.

(Name of Issuer)

Common Stock (Par Value \$0.0001 per share)

(Title of Class of Securities)

70959W103

(CUSIP Number)

Lawrence N. Bluth, Esq.

General Counsel

Penske Corporation

2555 Telegraph Rd.

Bloomfield Hills, MI 48302

248-648-2500

(Name, Address and Telephone Number of Person
Authorized to Receive Notices and Communications)

September 7, 2016

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(Date of Event Which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §240.13d-1(e), §240.13d-1(f) or §240.13d-1(g), check the following box: o

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See §240.13d-7 for other parties to whom copies are to be sent.

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be filed for the purpose of Section 18 of the Securities Exchange Act of 1934 (the Exchange Act) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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- | | |
|-----|--|
| 1. | Names of Reporting Persons
Penske Corporation |
| 2. | Check the Appropriate Box if a Member of a Group (See Instructions)
(a) <input checked="" type="checkbox"/> x
(b) <input type="checkbox"/> o |
| 3. | SEC Use Only |
| 4. | Source of Funds (See Instructions)
WC |
| 5. | Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) <input type="checkbox"/> o |
| 6. | Citizenship or Place of Organization
Delaware |
| 7. | Sole Voting Power
0 |
| 8. | Shared Voting Power
33,046,629 (1) |
| 9. | Sole Dispositive Power
0 |
| 10. | Shared Dispositive Power
32,919,523 (1) |
| 11. | Aggregate Amount Beneficially Owned by Each Reporting Person
33,985,204 (1)(2) |
| 12. | Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) <input type="checkbox"/> o |
| 13. | Percent of Class Represented by Amount in Row (11)
39.9% |
| 14. | Type of Reporting Person
CO |

Number of
Shares
Beneficially
Owned by
Each
Reporting
Persons With:

-
- (1) The aggregate amount beneficially owned by Penske Corporation reported on line 11 and the percent of class reported on line 13 reflects the beneficial ownership of shares of Voting Common Stock by Roger S. Penske and Penske Corporation as a group. The amount of Voting Common Stock beneficially owned by Penske Corporation without regard to such group status is 33,046,629 shares, representing 38.8% of the Voting Common Stock outstanding.
- (2) The parties to the Stockholders Agreement (as defined in Item 6 in Amendment 26 to the Schedule 13D) may be deemed to constitute a group within the meaning of Section 13(d) of the Exchange Act and, as a party to the Stockholders Agreement, Penske Corporation may be deemed to share beneficial ownership of the shares of Voting Common Stock owned by Mitsui & Co., Ltd. and Mitsui & Co. (U.S.A.), Inc. (Mitsui), the other stockholder party to the Stockholder Agreement. Penske Corporation expressly disclaims beneficial ownership of any shares of Voting Common Stock held by Mitsui. In Amendment 7 to Schedule 13D filed on July 30, 2013 by Mitsui, Mitsui reported beneficial ownership of 15,559,217 shares of Voting Common Stock. Including the shares reported by Mitsui under the Schedule 13D, Penske Corporation would beneficially own 48,605,846 shares, representing 57.1% of the Voting Common Stock outstanding.

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1. Names of Reporting Persons
Roger S. Penske
 2. Check the Appropriate Box if a Member of a Group (See Instructions)
 - (a) x
 - (b) o
 3. SEC Use Only
 4. Source of Funds (See Instructions)
N/A
 5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) o
 6. Citizenship or Place of Organization
United States
- | | | | |
|---|-----|--|--|
| | 7. | Sole Voting Power
938,575 | |
| Number of
Shares
Beneficially
Owned by
Each
Reporting
Persons With: | 8. | Shared Voting Power
33,046,629 (1) | |
| | 9. | Sole Dispositive Power
993,337 | |
| | 10. | Shared Dispositive Power
32,919,523 (1) | |
11. Aggregate Amount Beneficially Owned by Each Reporting Person
33,985,204 (1)
 12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) o
 13. Percent of Class Represented by Amount in Row (11)
39.9%
 14. Type of Reporting Person
IN

(1) The parties to the Stockholders Agreement (as defined in Item 6 in Amendment 26 to the Schedule 13D) may be deemed to constitute a group within the meaning of Section 13(d) of the Exchange Act and, as a party to the Stockholders Agreement, Mr. Penske may be deemed to share beneficial ownership of the shares of Voting Common Stock owned by Mitsui. Mr. Penske expressly disclaims beneficial ownership of any shares of Voting Common Stock held by Mitsui. In Amendment 7 to Schedule 13D filed on July 30, 2013 by Mitsui, Mitsui reported beneficial ownership of 15,559,217 shares of Voting Common Stock. Including the shares reported by Mitsui under the Schedule 13D, Mr. Penske would beneficially own 49,544,421 shares, representing 58.2% of the Voting Common Stock outstanding.

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This Amendment No. 28 (this Amendment) amends and supplements the amended Schedule 13D filed on behalf of Penske Corporation, a Delaware corporation, and Roger S. Penske with the Securities and Exchange Commission on August 23, 2016 (the Schedule 13D), relating to the voting common stock, par value \$0.0001 per share (the Voting Common Stock), of Penske Automotive Group, Inc., a Delaware corporation (the Company). Penske Corporation and Roger S. Penske are the current reporting persons under the Schedule 13D (the Reporting Persons). Information reported in the Schedule 13D remains in effect to the extent that is amended, restated or superseded by information contained in this Amendment or a prior amendment. Capitalized terms used but not otherwise defined herein shall have the meanings ascribed to such terms in the Schedule 13D.

Item 2. Identity and Background.

Item 2 of the Schedule 13D is hereby amended and supplemented as follows:

Information with respect to the directors and executive officers of the Reporting Persons set forth in Annex A to the Schedule 13D is hereby amended and restated in its entirety as set forth in Annex A to this Amendment and is incorporated herein by reference.

Item 3. Source and Amount of Funds or Other Consideration.

The total amount of funds used to purchase the 1,060,764 shares of Voting Common Stock acquired by Penske Corporation through Penske Automotive Holdings Corp. (PAHC), its wholly owned subsidiary, as described in Item 5 below was \$48,437,213. Such funds were obtained from the working capital of Penske Corporation and were contributed to PAHC by Penske Corporation.

Item 4. Purpose of Transaction.

The shares of Voting Common Stock acquired by Penske Corporation, through PAHC, its wholly owned subsidiary, as described in Item 5(c) below were, in each case, purchased for investment purposes.

Item 5. Interest in Securities of the Issuer.

Based on information provided by the Company, as of September 7, 2016, there were 85,176,155 shares of Voting Common Stock outstanding. Based on this amount of shares of Voting Common Stock outstanding:

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(a) As of September 8, 2016:

- Penske Corporation beneficially owned 33,985,204 shares of Voting Common Stock, representing 39.9% of the Voting Common Stock outstanding. These figures reflect the beneficial ownership of shares of Voting Common Stock by Roger S. Penske and Penske Corporation as a group. The number of shares of Voting Common Stock beneficially owned by Penske Corporation without regard to such group status is 33,046,629 shares, representing 38.8% of the outstanding Voting Common Stock. See Annex A for beneficial ownership information with respect to directors and executive officers of Penske Corporation.

- Roger S. Penske beneficially owned 33,985,204 shares of Voting Common Stock, representing 39.9% of the Voting Common Stock outstanding.

The parties to the Stockholders Agreement (as defined in Item 6 in Amendment 26 to the Schedule 13D) may be deemed to constitute a group within the meaning of Section 13(d) of the Exchange Act and, as a party to the Stockholders Agreement, each of Penske Corporation and Roger S. Penske may be deemed to share beneficial ownership of the shares of Voting Common Stock owned by Mitsui. Penske Corporation and Roger S. Penske

expressly disclaim beneficial ownership of any shares of Voting Common Stock held by Mitsui. In Amendment 7 to Schedule 13D filed on July 30, 2013 by Mitsui, Mitsui reported beneficial ownership of 15,559,217 shares of Voting Common Stock. Including the shares reported by Mitsui under its Schedule 13D, Penske Corporation and Roger S. Penske would beneficially own 49,544,421 shares of Voting Common Stock, representing 58.2% of the Voting Common Stock outstanding.

(b) As of September 8, 2016:

Penske Corporation shared power to direct the vote of 33,046,629 shares of Voting Common Stock and shared power to direct the disposition of 32,919,523 shares of Voting Common Stock. See Annex A for information with respect to directors and executive officers of Penske Corporation.

Roger S. Penske had the sole power to direct the vote of 938,575 shares of Voting Common Stock, shared power to direct the vote of 33,046,629 shares of Voting Common Stock, had the sole power to direct the disposition of 993,337 shares of Voting Common Stock and shared power to direct the disposition of 32,919,523 shares of Voting Common Stock.

(c) Since August 23, 2016, Penske Corporation, through its wholly owned subsidiary, PAHC, with the consent of the Company and in compliance with Rule 10b-18 under the Exchange Act, purchased the following shares of Voting Common Stock, all in open market transactions on the New York Stock Exchange:

Purchase Date	Number of Shares	Per Share Purchase Price
August 25, 2016	200,000	\$ 43.9939
August 26, 2016	180,000	\$ 44.2475
August 29, 2016	98,000	\$ 44.5997
August 30, 2016	50,000	\$ 45.3812
August 31, 2016	72,872	\$ 45.2046
September 1, 2016	64,892	\$ 45.1773
September 2, 2016	50,000	\$ 46.2984
September 6, 2016	75,000	\$ 46.6364
September 7, 2016	100,000	\$ 47.5212
September 8, 2016	170,000	\$ 48.4911

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SIGNATURE

After reasonable 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.

PENSKE CORPORATION

/s/ Robert H. Kurnick, Jr.
Robert H. Kurnick, Jr.

President

September 8, 2016

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SIGNATURE

After reasonable 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.

/s/ Roger S. Penske
Roger S. Penske

September 8, 2016

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Annex A

Executive Officers and Directors of Penske Corporation

The name, present principal occupation or employment, and the name, principal business and address of any corporation or other organization in which such employment is conducted, of each of the directors and executive officers of Penske Corporation is set forth below. Each executive officer and each director of Penske Corporation is a citizen of the United States.

Name	Occupation and Business Address	# of Shares of Common Stock Beneficially Owned
EXECUTIVE OFFICERS		
Roger S. Penske	Chairman of the Board and Chief Executive Officer, Penske Corporation (1)	See Item 5
Robert H. Kurnick, Jr.	President, Penske Corporation (1)	79,803
Walter P. Czarnecki, Sr.	Executive Vice President, Penske Corporation (1)	22,594
Lawrence N. Bluth	Executive Vice President, Secretary and General Counsel, Penske Corporation (1)	12,932
Randall W. Johnson	Executive Vice President Human Resources and Administration, Penske Corporation (1)	6,905
J. Patrick Conroy	Executive Vice President Chief Financial Officer Penske Corporation (1)	20
DIRECTORS		
Roger S. Penske	Chairman of the Board and Chief Executive Officer, Penske Corporation (1)	See Item 5
Robert H. Kurnick, Jr.	President, Penske Corporation (1)	79,803
Walter P. Czarnecki, Sr.	Executive Vice President, Penske Corporation (1)	22,594
Stephen R. D. Arcy	Partner, Quantum Group LLC 2301 W. Big Beaver Road, Suite 535 Troy, MI 48084	1,500
Gregory W. Penske	President, Penske Automotive Group, LLC 3534 N. Peck Road El Monte, California 91731	33,420
Roger S. Penske, Jr.	President, SoCal Penske 2010 East Garvey Ave. West Covina, CA 91791	1,594
Richard J. Peters	Managing Director, Transportation Resource Partners, L.P. (1)	20,760
Patrick G. Ryan, Jr.	Chief Executive Officer, Inciscent Labs Group 833 W. Jackson Blvd., Suite 800 Chicago, IL 60607	0
John E. Doddridge	Director, Penske Corporation (1)	0
Brian Hard	President, Penske Truck Leasing Corporation 2675 Morgantown Road Reading, PA 19607	22,634
Ludvik F. Koci	Director, Penske Corporation (1)	12,634

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Greg C. Smith	Director, Penske Corporation (1)	0
R. Jamison Williams, Jr.	Senior Partner, Williams, Williams, Rattner & Plunkett 380 N. Woodward Ave., Suite 300 Birmingham, MI 48009	3,224
Charles G. McClure	Director, Penske Corporation (1)	0

(1) The business address of this individual is 2555 Telegraph Road, Bloomfield Hills, Michigan 48302-0954.