

LITHIA MOTORS INC  
Form 8-K  
July 12, 2017  
UNITED STATES

**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

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**FORM 8-K**

**CURRENT REPORT**

**Pursuant to Section 13 or 15(d) of the  
Securities Exchange Act of 1934**

**Date of Report: July 12, 2017**

(Date of earliest event reported)

**Lithia Motors, Inc.**

(Exact name of registrant as specified in its charter)

<b>OR</b>	<b>001-14733</b>	<b>93-0572810</b>
(State or other jurisdiction of incorporation)	(Commission File (IRS Employer Number)	Identification Number)

<b>150 N. Bartlett St, Medford, OR</b>	<b>97501</b>
(Address of principal executive offices)	(Zip Code)

**541-776-6401**

(Registrant's telephone number, including area code)

**Not Applicable**

(Former Name or Former Address, if changed since last report)

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 box 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 7.01. Regulation FD Disclosure**

On July 12, 2017, Lithia Motors, Inc. (the “Company”) issued a press release to announce that it intends to offer \$300 million aggregate principal amount of senior notes due 2025 (the “Notes”) in a private offering (the “Private Offering”) exempt from the registration requirements of the Securities Act of 1933, as amended (the “Securities Act”). The Company intends to use the net proceeds of the Private Offering for general corporate purposes, which may include funding acquisitions, capital expenditures and debt repayment. Pending final application, the net proceeds of the Private Offering will be applied to reduce indebtedness.

The Notes and the related guarantees will not be registered under the Securities Act or the securities laws of any state or other jurisdiction, and, unless so registered, may not be offered or sold in the United States absent registration or an applicable exemption from or in a transaction not subject to, registration requirements of the Securities Act and other applicable securities laws. The full text of the press release is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

The information in Item 7.01 in this Current Report on Form 8-K, including Exhibit 99.1, is being furnished to the Securities and Exchange Commission pursuant to Item 7.01 of Form 8-K and shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), or otherwise subject to the liabilities of that Section, nor shall any such information or exhibits be deemed incorporated by reference in any filing under the Exchange Act or the Securities Act.

The information furnished in this Form 8-K pursuant to Item 7.01 is neither an offer to sell nor a solicitation of an offer to buy any of the Notes in the Private Offering.

**Item 9.01. Financial Statements and Exhibits**

**(d) Exhibits**

99.1 Press Release of Lithia Motors, Inc. dated July 12, 2017

**SIGNATURE**

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.

Dated: July 12, 2017      **LITHIA MOTORS, INC.**

By: /s/ John F. North III

John F. North III

*Senior Vice President and Chief Financial Officer*

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**Exhibit Index**

**Exhibit No. Description**

99.1 Press Release of Lithia Motors, Inc. dated July 12, 2017