

ABRAMS CAPITAL MANAGEMENT, L.P.
 Form 3
 November 05, 2018

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL
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INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
 Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

| | | | | | |
|---|---------|----------|--------------------------------------|--|--|
| 1. Name and Address of Reporting Person * | | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| Â ABRAMS CAPITAL MANAGEMENT, L.P. | | | (Month/Day/Year) | LITHIA MOTORS INC [LAD] | |
| (Last) | (First) | (Middle) | | 4. Relationship of Reporting Person(s) to Issuer | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| 222 BERKELEY STREET, 21ST FLOOR | | | | (Check all applicable) | |
| (Street) | | | | <input type="checkbox"/> Director | <input checked="" type="checkbox"/> 10% Owner |
| BOSTON,Â MAÂ 02116 | | | | <input type="checkbox"/> Officer | <input type="checkbox"/> Other |
| (City) | (State) | (Zip) | | (give title below) | (specify below) |
| | | | | 6. Individual or Joint/Group Filing(Check Applicable Line) | |
| | | | | <input type="checkbox"/> Form filed by One Reporting Person | |
| | | | | <input checked="" type="checkbox"/> Form filed by More than One Reporting Person | |

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---|--|---|--|
| Class A common stock without par value ("Common Stock") | 2,300,000 | I | See Footnotes <u>(1)</u> <u>(2)</u> |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. SEC 1473 (7-02)

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security | 4. Conversion or Exercise | 5. Ownership Form of | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---|---|--|---------------------------|----------------------|--|
|---|---|--|---------------------------|----------------------|--|

| Date Exercisable | Expiration Date | Title | Amount or Number of Shares | Price of Derivative Security | Derivative Security: |
|------------------|-----------------|------------|----------------------------|------------------------------|----------------------------|
| | | | | | Direct (D) or Indirect (I) |
| | | (Instr. 4) | | | (Instr. 5) |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| ABRAMS CAPITAL MANAGEMENT, L.P. 222 BERKELEY STREET, 21ST FLOOR BOSTON, MA 02116 | ^ | ^ X | ^ | ^ |
| ABRAMS CAPITAL MANAGEMENT, LLC 222 BERKELEY STREET, 21ST FLOOR BOSTON, MA 02116 | ^ | ^ X | ^ | ^ |
| Abrams David C 222 BERKELEY STREET, 21ST FLOOR BOSTON, MA 02116 | ^ | ^ X | ^ | ^ |

Signatures

| | | |
|--|---------------------------------|------------|
| /s/ Abrams Capital Management, L.P., by Abrams Capital Management, LLC, its General Partner, by David C. Abrams, Managing Member | **Signature of Reporting Person | 11/05/2018 |
| | Date | |
| /s/ Abrams Capital Management, LLC, by David C. Abrams, Managing Member | **Signature of Reporting Person | 11/05/2018 |
| | Date | |
| /s/ David C. Abrams | **Signature of Reporting Person | 11/05/2018 |
| | Date | |

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(b)(v).
 - ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) Shares reported herein as beneficially owned by Abrams Capital Management, L.P. (the "LP") represent shares held for the account of private investment funds for which the LP serves as investment manager. Abrams Capital Management, LLC (the "LLC") is the general partner of the LP, and Mr. Abrams is the managing member of the LLC, and in such capacities the LLC and Mr. Abrams may be deemed beneficial owners of the above-reference shares.
- (2) Each Reporting Person disclaims beneficial ownership of the reported shares except to the extent of its or his pecuniary interest therein, and the inclusion of such securities in this report shall not be deemed an admission of beneficial ownership for purposes of Section 16 or for any other purpose.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.