

LITHIA MOTORS INC  
Form 8-K  
October 05, 2009

**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 and Exchange Act of 1934**

**Date of Report: October 5, 2009**

**(Date of earliest event reported)**

**Lithia Motors, Inc.**

**(Exact Name of Registrant as Specified in Its Charter)**

**Oregon**  
**(State or Other Jurisdiction of**  
**Incorporation or Organization)**

**0-21789**  
**(Commission File Number)**  
  
**360 E. Jackson Street**

**93 - 0572810**  
**(IRS Employer**  
**Identification No.)**

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**Medford, Oregon 97501**

**(address of Principal Executive Offices) (Zip Code)**

**541-776-6868**

**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))

**Item 8.01 Other Events.**

On October 5, 2009, we issued a press release announcing a proposed offering of shares of Class A common stock. A copy of the press release is attached hereto as Exhibit 99.1.

**Item 9.01 Financial Statements and Exhibits.**

- (a) Not applicable.
- (b) Not applicable.
- (c) Not applicable.
- (d) Exhibits.
  - Exhibit 99.1 Press Release

**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.

LITHIA MOTORS, INC.

(Registrant)

Date: October 5, 2009

By: /s/ **KENNETH E. ROBERTS**  
**Kenneth E. Roberts**  
**Assistant Secretary**