

LITHIA MOTORS INC  
Form 8-K  
July 17, 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 17, 2017**

(Date of earliest event reported)

**Lithia Motors, Inc.**

(Exact name of registrant as specified in its charter)

**OR**

(State or other jurisdiction  
of incorporation)

**150 N. Bartlett St, Medford, OR**

(Address of principal executive offices)

**541-776-6401**

(Registrant's telephone number, including area code)

**001-14733**

(Commission File Number)

**93-0572810**

(IRS Employer

Identification Number)

**97501**

(Zip 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 8.01. Other Items.**

On July 17, 2017, Lithia Motors, Inc. (the “Company”) issued a press release to announce that it has priced its previously announced private offering (the “Private Offering”) of \$300 million aggregate principal amount of 5.25% senior notes due 2025 (the “Notes”). 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, all or a portion of the net proceeds of the Private Offering will be applied to reduce indebtedness, including under the Company’s used vehicle floor plan and revolving credit facilities.

The Notes and the related guarantees will not be registered under the Securities Act of 1933, as amended (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.

**Item 9.01. Financial Statements and Exhibits**

**(d) Exhibits**

99.1 Press Release of Lithia Motors, Inc. dated July 17, 2017

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**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 17, 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 17, 2017