

LITHIA MOTORS INC  
Form 8-K  
March 07, 2016  
**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 Exchange Act of 1934**

**Date of Report: March 2, 2016** (Date of earliest event reported)

**LITHIA MOTORS, INC.**

(Exact name of registrant as specified in its charter)

**State of Oregon**                      **001-14733**    **93-0572810**  
(State or other jurisdiction of    (Commission    (I.R.S. Employer  
incorporation)                      File Number)    Identification No.)

**150 N. Bartlett St**  
**Medford, OR 97501**  
(Address of principal executive offices)

**(541) 776-6401**  
(Registrant's telephone number, including area code)

**Not Applicable**

(Former name, former address and former fiscal year, 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 March 2, 2016, Lithia Holding Company, L.L.C. (“Holding Company”), which is managed and controlled by Sidney B. DeBoer, notified the Company that it had converted 780,000 shares of Class B Common Stock of the Company into shares of Class A Common Stock and distributed them to certain members of Holding Company in redemption of their membership interests in Holding Company. As of March 2, 2016, these transactions decreased the voting power of Holding Company to 42.4% from 52.3%, but did not result in any person acquiring voting control over the Company.

---

**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.

**LITHIA MOTORS, INC.**

Dated: March 4, 2016

By: /s/ Christopher S. Holzshu  
Christopher S. Holzshu  
SVP, CFO and Secretary

