

GROUP 1 AUTOMOTIVE INC  
Form 8-K  
October 28, 2008

**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 (Date of earliest event reported): October 28, 2008

**Group 1 Automotive, Inc.**

(Exact name of Registrant as specified in its charter)

Delaware (State or other jurisdiction of incorporation or organization)	1-13461 (Commission File Number)	76-0506313 (I.R.S. Employer Identification No.)
---	-------------------------------------	--

800 Gessner, Suite 500  
Houston, Texas 77024  
(Address of principal executive offices) (Zip code)  
(713) 647-5700  
(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 2.02. Results of Operations and Financial Condition.**

On October 28, 2008, Group 1 Automotive, Inc., a Delaware corporation (the Company), issued a press release announcing its financial results for the third quarter ended September 30, 2008. A copy of the press release is attached hereto as Exhibit 99.1, the contents of which (other than the portion of the press release entitled Share Repurchase) is incorporated in this Item 2.02 by reference.

As provided in General Instruction B.2. of Form 8-K, the information in this Item 2.02 (including the press release attached as Exhibit 99.1 incorporated by reference in this Item 2.02) shall not be deemed to be 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 such information be deemed incorporated by reference in any filing under the Securities Act of 1933, as amended (the Securities Act), or the Exchange Act, except as shall be expressly set forth by specific reference in such a filing.

**Item 7.01 Regulation FD Disclosure.**

On October 28, 2008, the Company also announced that it repurchased 37,300 shares of its common stock during the third quarter. A copy of the press release is attached hereto as Exhibit 99.1, the portion of which entitled Share Repurchase is incorporated in this Item 7.01 by reference.

As provided in General Instructions B.2. of Form 8-K, the information in such portion of the press release attached as Exhibit 99.1 incorporated by reference in this Item 7.01 shall not be deemed to be filed for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the Exchange Act), nor shall such information be deemed incorporated by reference in any filing under the Securities Act of 1933, as amended, or the Exchange Act, except as shall be expressly set forth by specific reference in such a filing.

**Item 9.01. Financial Statements and Exhibits.**

99.1 Press Release of Group 1 Automotive, Inc., dated as of October 28, 2008.

---

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, thereunto duly authorized.

Group 1 Automotive, Inc.

October 28, 2008

By: /s/ John C. Rickel

Date

John C. Rickel, Senior Vice President and  
Chief Financial Officer

---

**INDEX TO EXHIBITS**

99.1 Press Release of Group 1 Automotive, Inc., dated as of October 28, 2008.