

LITHIA MOTORS INC  
Form 8-K  
April 20, 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: April 19, 2017** (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))

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Indicate by check mark 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 5.07 Submission of Matters to a Vote of Security Holders**

On April 19, 2017, Lithia Motors, Inc. (the “Company”) held its annual meeting of shareholders. The shareholders of the Company voted on the six matters described below, and the results of the votes are below. With respect to all matters, each share of class B common stock is entitled to 10 votes, and each share of class A common stock is entitled to one vote. The results below show the number of votes and not the number of shares voted. Each of the non-advisory proposals received the requisite vote for approval.

1. To elect the following directors to serve until the next annual meeting of the shareholders:

**Sidney B. DeBoer**

| <b>Class of Stock</b> | <b>For</b> | <b>Withhold Broker Non-Votes</b> |
|-----------------------|------------|----------------------------------|
|-----------------------|------------|----------------------------------|

|                |            |                   |
|----------------|------------|-------------------|
| Class A Common | 20,975,769 | 638,186 1,469,615 |
| Class B Common | 12,622,310 |                   |

**Thomas R. Becker**

| <b>Class of Stock</b> | <b>For</b> | <b>Withheld Broker Non-Votes</b> |
|-----------------------|------------|----------------------------------|
|-----------------------|------------|----------------------------------|

|                |            |                     |
|----------------|------------|---------------------|
| Class A Common | 14,525,458 | 7,088,497 1,469,615 |
| Class B Common | 12,622,310 |                     |

**Bryan B. DeBoer**

| <b>Class of Stock</b> | <b>For</b> | <b>Withheld Broker Non-Votes</b> |
|-----------------------|------------|----------------------------------|
|-----------------------|------------|----------------------------------|

|                |            |                   |
|----------------|------------|-------------------|
| Class A Common | 21,480,244 | 133,711 1,469,615 |
| Class B Common | 12,622,310 |                   |

**Susan O. Cain**

**Class of Stock    For            Withheld Broker Non-Votes**

Class A Common 14,606,751 7,007,204 1,469,615  
Class B Common 12,622,310

**David J. Robino**

**Class of Stock    For            Withheld Broker Non-Votes**

Class A Common 21,196,624 417,331 1,469,615  
Class B Common 12,622,310

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**Kenneth E. Roberts**

**Class of Stock For Withheld Broker Non-Votes**

Class A Common 14,112,908 7,501,047 1,469,615  
 Class B Common 12,622,310

2. To approve the adoption of the Performance Bonus Plan, as amended.

**Class of Stock For Against Abstain Broker Non-Votes**

Class A Common 21,259,745 342,492 11,718 1,469,615  
 Class B Common 12,622,310

3. To approve the performance criteria under 2013 Amended and Restated Stock Incentive Plan.

**Class of Stock For Against Abstain Broker Non-Votes**

Class A Common 21,094,346 509,155 10,454 1,469,615  
 Class B Common 12,622,310

4. To conduct an advisory vote on the compensation of the Company's named executive officers, as disclosed pursuant to Item 402 of Regulation S-K.

**Class of Stock For Against Abstain Broker Non-Votes**

Class A Common 21,234,880 371,300 7,775 1,469,615  
 Class B Common 12,622,310

5. To conduct an advisory vote on the frequency of the advisory vote on the compensation of the Company's named executive officers.

**Class of Stock For For For Abstain Broker Non-Votes**  
**One Year Two Years Three Years**

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Class A Common 18,661,139 85,204 2,860,915 6,697 1,469,615  
Class B Common 12,622,310

6. To ratify the appointment of KPMG LLP as the Company's independent registered public accounting firm for the year ending December 31, 2017.

**Class of Stock For Against Abstain Broker Non-Votes**

Class A Common 22,732,097 348,189 3,284 0  
Class B Common 12,622,310

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On April 19, 2017, the Company's Board of Directors met and discussed the results of proposal number five, *above*: the advisory vote on the frequency of the advisory vote on the compensation of the Company's named executive officers. The Company's Board of Directors determined that the Company shall, until the next required vote on the frequency of shareholder votes on the compensation of executive, hold the advisory vote on the compensation of the Company's named executive officers every one year.

**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: April 20, 2017

By: /s/ John F. North III  
John F. North III  
Senior Vice President and Chief  
Financial Officer