

PENSKE AUTOMOTIVE GROUP, INC.

Form 8-K

August 15, 2012

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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 (Date of Earliest Event Reported):

August 14, 2012

**Penske Automotive Group, Inc.**

(Exact name of registrant as specified in its charter)

Delaware

1-12297

22-3086739

(State or other jurisdiction  
of incorporation)

(Commission  
File Number)

(I.R.S. Employer  
Identification No.)

2555 Telegraph Road, Bloomfield Hills,  
Michigan

48302

(Address of principal executive offices)

(Zip Code)

Registrant's telephone number, including area code:

248-648-2500

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))



**Top of the Form**

**Item 8.01 Other Events.**

On August 14, 2012, we upsized our offering announced earlier and agreed to issue and sell \$550 million in aggregate principal amount 5.75% Senior Subordinated Notes due 2022 (the "Notes") together with related guarantees by our domestic wholly owned subsidiaries (the "Guarantees" and; together with the Notes, the "Securities") in a private placement pursuant to Rule 144A of the Securities Act of 1933 and Regulation S.

The \$550 million aggregate principal amount of Securities are expected to be issued on Tuesday, August 28, 2012, subject to customary closing conditions. We intend to use the proceeds to purchase any and all of our \$375.0 million in aggregate principal amount of 7.75% Senior Subordinated Notes due 2016 tendered in connection with our tender offer. The remaining proceeds will be used to repay amounts currently outstanding our U.S. credit agreement and, if additional funds are remaining, our U.S. floor plan borrowings.

A copy of the press release announcing the pricing of the \$550 million aggregate principal amount of Securities is attached as Exhibit 99.1 to this Current Report on Form 8-K and is hereby incorporated by reference herein.

**Item 9.01 Financial Statements and Exhibits.**

99.1 Press Release.

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**Top of the Form**

**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.

Penske Automotive Group, Inc.

*August 14, 2012*

By: */s/Shane M. Spradlin*

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*Name: Shane M. Spradlin*

*Title: Executive Vice President*

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**Top of the Form**

Exhibit Index

<b><u>Exhibit No.</u></b>	<b><u>Description</u></b>
99.1	Press Release.