

PENSKE AUTOMOTIVE GROUP, INC.  
Form 8-K  
September 01, 2017

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 31,  
2017

Penske Automotive Group, Inc.

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(Exact name of registrant as specified in its charter)

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|---|--|---|
| Delaware<br>(State or other jurisdiction<br>of incorporation) | 1-12297<br>(Commission<br>File Number) | 22-3086739<br>(I.R.S. Employer<br>Identification No.) |
|---|--|---|

|  |                     |
|--|---------------------|
| 2555 Telegraph Road, Bloomfield Hills,<br>Michigan<br>(Address of principal executive offices) | 48302<br>(Zip Code) |
|--|---------------------|

|   |              |
|---|--------------|
| Registrant's telephone number, including area code: | 248-648-2500 |
|---|--------------|

|   |                |
|---|----------------|
| Former name or former address, if changed since last report | Not Applicable |
|---|----------------|

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 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 5.02 Election of Director.

On August 31, 2017, Greg Smith was appointed a member of the Company's Board of Directors for a term expiring at the 2018 annual meeting of stockholders or until his successor is duly elected and qualified, as more fully discussed in the press release incorporated herein and attached hereto as Exhibit 99.1. With this additional appointment, the Company now has fourteen directors, including eight independent directors.

Mr. Smith, 66, is a retired Vice Chairman of Ford Motor Company and currently serves as Principal of Greg C. Smith LLC, a private management consulting firm, a position he has held since 2007. Previously, Mr. Smith was employed by Ford Motor Company for over 30 years until 2006. Mr. Smith held various executive-level management positions at Ford Motor Company, most recently serving as Vice Chairman from 2005 until 2006, Executive Vice President and President — Americas from 2004 until 2005, Group Vice President — Ford Motor Company and Chairman and Chief Executive Officer — Ford Motor Credit Company from 2002 to 2004, Vice President, Ford Motor Company, and President and Chief Operating Officer, Ford Motor Credit Company, from 2001 to 2002. As Vice Chairman, Mr. Smith was responsible for Ford's Corporate Strategy and Staffs, including Human Resources and Labor Affairs, Information Technology, and Automotive Strategy. During his career at Ford, Mr. Smith ran several major business units and had extensive experience in Financial Services, Strategy, Marketing and Sales, Engineering and Product Development. Mr. Smith also was responsible for Hertz when Ford owned it, and, in 2005, Automotive Components Holdings, the portion of Visteon that Ford repurchased. Currently, Mr. Smith serves as a director of Lear Corporation and formerly served as a director of Penske Corporation, the Federal National Mortgage Association (Fannie Mae) and Solutia Inc. Mr. Smith is a Board Leadership Fellow of the National Association of Corporate Directors and also serves on the Risk Oversight Advisory Council. Mr. Smith has a bachelor's degree in Mechanical Engineering from Rose-Hulman Institute of Technology and an MBA from Eastern Michigan University.

Mr. Smith was also appointed to the post of Chairman of the Company's Audit Committee and he will receive the standard compensation available to our directors as described in our proxy statement filed with the Securities and Exchange Commission on March 16, 2017.

Item 9.01 Financial Statements and Exhibits.

Exhibit 99.1 Press Release.

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.

September 1, 2017 By: /s/ Shane M. Spradlin  
Name: Shane M. Spradlin  
Title: Executive Vice President

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Exhibit Index

| Exhibit No. | Description           |
|-------------|-----------------------|
| 99.1        | <u>Press Release.</u> |