

PENSKE AUTOMOTIVE GROUP, INC.

Form 8-K

February 16, 2011

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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):

February 14, 2011

**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))



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**Item 2.02 Results of Operations and Financial Condition.**

On February 16, 2011, we issued a press release announcing our fourth quarter and full year 2010 financial results and other information. A copy of the press release is furnished as Exhibit 99.1 and is incorporated herein by reference.

**Item 7.01 Regulation FD Disclosure.**

The following information is furnished pursuant to Item 7.01 "Regulation FD Disclosure."

On February 16, 2011, we issued a press release announcing our fourth quarter and full year 2010 financial results and other information. A copy of the press release is furnished as Exhibit 99.1 and is incorporated herein by reference.

On February 14, 2011, we issued a press release announcing we and Mercedes-Benz USA have started discussions to transition the distribution rights, management, sales and marketing activities of smart USA from Penske Automotive Group to Mercedes-Benz USA. The transition is expected to occur by the end of the second quarter 2011. Successful transition of the smart USA distributorship will depend on negotiation and completion of definitive documentation, regulatory approvals, and other factors. A copy of the press release is furnished as Exhibit 99.2 and is incorporated herein by reference.

**Item 9.01 Financial Statements and Exhibits.**

99.1 Press Release.

99.2 Press Release.

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**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.

*February 16, 2011*

By: */s/ Shane M. Spradlin*

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*Name: Shane M. Spradlin*

*Title: Executive Vice President*

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Exhibit Index

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