

LITHIA MOTORS INC  
Form 8-K  
April 29, 2014  
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 25, 2014** (Date of earliest event reported)

**LITHIA MOTORS, INC.**

(Exact name of registrant as specified in its charter)

|   |                             |   |
|---|-----------------------------|---|
| <b>State of Oregon</b>                            | <b>001-14733</b>            | <b>93-0572810</b>                       |
| (State or other jurisdiction of<br>incorporation) | (Commission<br>File Number) | (I.R.S. Employer<br>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))

**Item 5.07 Submission of Matters to a Vote of Security Holders**

On April 25, 2014, the Company held the Annual Meeting with shareholders voting on the three matters described below. With respect to all matters, each share of Class B common stock has 10 votes. Each of the proposals received the requisite vote for approval.

1. To elect the following directors to serve for the ensuing year:

**Sidney B. DeBoer**

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

|                |            |           |
|----------------|------------|-----------|
| Class A Common | 17,493,862 | 1,998,444 |
|----------------|------------|-----------|

|                |           |           |
|----------------|-----------|-----------|
| Class B Common | 2,203,117 | 2,562,231 |
|----------------|-----------|-----------|

**Thomas R. Becker**

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

|                |            |           |
|----------------|------------|-----------|
| Class A Common | 16,065,797 | 3,426,509 |
|----------------|------------|-----------|

|                |           |           |
|----------------|-----------|-----------|
| Class B Common | 2,203,117 | 2,562,231 |
|----------------|-----------|-----------|

**Bryan B. DeBoer**

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

|                |            |           |
|----------------|------------|-----------|
| Class A Common | 18,061,056 | 1,431,250 |
|----------------|------------|-----------|

|                |           |           |
|----------------|-----------|-----------|
| Class B Common | 2,203,117 | 2,562,231 |
|----------------|-----------|-----------|

**Susan O. Cain**

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

|                |            |           |
|----------------|------------|-----------|
| Class A Common | 16,253,224 | 3,239,082 |
| Class B Common | 2,562,231  |           |

**William J. Young**

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

Class A Common 16,248,969 3,243,337 2,203,117  
Class B Common 2,562,231

**M.L. Dick Heimann**

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

Class A Common 17,523,214 1,969,092 2,203,117  
Class B Common 2,562,231

**Kenneth E. Roberts**

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

Class A Common 14,294,893 5,197,413 2,203,117  
Class B Common 2,562,231

2. To cast 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 19,253,598 192,785 45,923 2,203,117  
Class B Common 2,562,231

3. To Ratify the selection of KPMG LLP as the Company's Independent Registered Public Accounting Firm for the year ending December 31, 2014.

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

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Class A Common 21,353,055 337,210 5,158

Class B Common 2,562,231

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**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 25, 2014

By: /s/ Christopher S. Holzshu  
Christopher S. Holzshu  
SVP, CFO and Secretary