

LITHIA MOTORS INC  
Form 8-K  
February 13, 2019

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: February 13, 2019  
(Date of earliest event reported)

Lithia Motors, Inc.  
(Exact name of registrant as specified in its charter)

OR  
(State                                      93-0572810  
or    (IRS  
001-14733                                      Employer  
other    Identification  
(Commission File Number)                      Number)  
jurisdiction  
of  
incorporation)

150  
N.  
Bartlett  
St,  
Medford,                                      97501  
OR    (Zip Code)  
(Address  
of  
principal  
executive  
offices)  
541-776-6401  
(Registrant's telephone number,  
including area code)

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))

Indicate by check box 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. ☐

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Item 2.02. Results of Operations and Financial Condition

On February 13, 2019 Lithia Motors, Inc. issued a press release announcing financial results for the fourth quarter of 2018. A copy of the press release is attached as Exhibit 99.1

Item 5.02 Departure of Directors or Principal Officers; Election of Directors; Appointment of Principal Officers

John North has provided notice of his intention to resign from the position of Senior Vice President and Chief Financial Officer effective March 1, 2019, following the filing of our 2018 Annual Report on Form 10-K. Tina Miller, Vice President and Corporate Controller, will be appointed interim Principal Financial Officer effective March 1, 2019 while we conduct a search for a new Chief Financial Officer.

Item 8.01. Other Events

On February 13, 2019, Lithia Motors, Inc. announced a \$0.29 per share cash dividend, to be paid on March 22, 2019 to shareholders of record as of March 8, 2019.

The information furnished in this Current Report on Form 8-K, including Exhibit 99.1, shall not be deemed to be "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), or otherwise subject to the liability of that section, and shall not be incorporated by reference into any registration statement or other document filed under the Securities Act of 1933, as amended, or the Exchange Act, except as shall be expressly set forth by specific reference in such filing.

Item 9.01. Financial Statements and Exhibits

(d) Exhibits

99.1 Press Release of Lithia Motors, Inc. dated February 13, 2019

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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.

Dated: February 13, 2019      LITHIA MOTORS, INC.

By: /s/ John F. North III

John F. North III

Senior Vice President and Chief Financial Officer

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Exhibit Index

Exhibit No. Description

99.1 Press Release of Lithia Motors, Inc. dated February 13, 2019