

LITHIA MOTORS INC  
Form 8-K  
April 27, 2015  
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 23, 2015 (Date of earliest event reported)

LITHIA MOTORS, INC.

(Exact name of registrant as specified in its charter)

State of Oregon                      001-14733    93-0572810  
(State or other jurisdiction of    (Commission (I.R.S. Employer  
incorporation)                      File Number) 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 23, 2015, 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</b> | <b>Broker Non-Votes</b> |
|-----------------------|------------|-----------------|-------------------------|
| Class A Common        | 18,655,432 | 1,189,000       | 1,938,414               |
| Class B Common        | 2,562,231  |                 |                         |

**Thomas R. Becker**

| <b>Class of Stock</b> | <b>For</b> | <b>Withheld</b> | <b>Broker Non-Votes</b> |
|-----------------------|------------|-----------------|-------------------------|
| Class A Common        | 19,058,743 | 785,689         | 1,938,414               |
| Class B Common        | 2,562,231  |                 |                         |

**Bryan B. DeBoer**

| <b>Class of Stock</b> | <b>For</b> | <b>Withheld</b> | <b>Broker Non-Votes</b> |
|-----------------------|------------|-----------------|-------------------------|
| Class A Common        | 19,320,286 | 524,146         | 1,938,414               |
| Class B Common        | 2,562,231  |                 |                         |

**Susan O. Cain**

| <b>Class of Stock</b> | <b>For</b> | <b>Withheld</b> | <b>Broker Non-Votes</b> |
|-----------------------|------------|-----------------|-------------------------|
| Class A Common        | 19,105,538 | 738,894         | 1,938,414               |
| Class B Common        | 2,562,231  |                 |                         |

**William J. Young**

| <b>Class of Stock</b> | <b>For</b> | <b>Withheld Broker Non-Votes</b> |
|-----------------------|------------|----------------------------------|
| Class A Common        | 19,098,538 | 745,894 1,938,414                |
| Class B Common        | 2,562,231  |                                  |

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**Shau-wai Lam**

| <b>Class of Stock</b> | <b>For</b> | <b>Withheld</b> | <b>Broker Non-Votes</b> |
|-----------------------|------------|-----------------|-------------------------|
| Class A Common        | 18,782,223 | 1,062,209       | 1,938,414               |
| Class B Common        | 2,562,231  |                 |                         |

**Kenneth E. Roberts**

| <b>Class of Stock</b> | <b>For</b> | <b>Withheld</b> | <b>Broker Non-Votes</b> |
|-----------------------|------------|-----------------|-------------------------|
| Class A Common        | 19,211,159 | 633,273         | 1,938,414               |
| 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.

| <b>Class of Stock</b> | <b>For</b> | <b>Against</b> | <b>Abstain</b> | <b>Broker Non-Votes</b> |
|-----------------------|------------|----------------|----------------|-------------------------|
| Class A Common        | 19,668,125 | 140,300        | 36,007         | 1,938,414               |
| 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, 2015.

| <b>Class of Stock</b> | <b>For</b> | <b>Against</b> | <b>Abstain</b> | <b>Broker Non-Votes</b> |
|-----------------------|------------|----------------|----------------|-------------------------|
| Class A Common        | 21,335,768 | 410,734        | 36,344         |                         |
| 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 23, 2015

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