

GROUP 1 AUTOMOTIVE INC  
Form 8-K  
May 08, 2014

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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):

May 7, 2014

Group 1 Automotive, Inc.

(Exact name of registrant as specified in its charter)

Delaware

1-13461

76-0506313

(State or other jurisdiction  
of incorporation)

(Commission  
File Number)

(I.R.S. Employer  
Identification No.)

800 Gessner, Suite 500, Houston, Texas

77024

(Address of principal executive offices)

(Zip Code)

Registrant's telephone number, including area code:

713-647-5700

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 8.01 Other Events.**

On May 7, 2014, Group 1 Automotive, Inc., a Delaware corporation (the "Company"), announced that it has commenced a tender offer to purchase for cash any and all of its outstanding 3.00% Convertible Senior Notes due 2020 (CUSIP No. 398905AG4) (the "Notes"). The tender offer (the "Offer") is being made upon the terms and subject to the conditions set forth in the Company's Offer to Purchase, dated May 7, 2014, and the related Letter of Transmittal. The Offer will expire at 12:00 midnight, New York City time, on Tuesday, June 24, 2014, unless it is extended or earlier terminated by the Company (as may be extended by the Company, the "Expiration Date"). As of the date hereof, there is \$115,000,000 aggregate principal amount of Notes outstanding. A copy of the press release is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

**Item 9.01 Financial Statements and Exhibits.**

99.1 Press Release of Group 1 Automotive, Inc. dated as of May 7, 2014.

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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.

Group 1 Automotive, Inc.

May 7, 2014

By: */s/ John C. Rickel*

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*Name: John C. Rickel*  
*Title: Senior Vice President*

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Exhibit Index

<b><u>Exhibit No.</u></b>	<b><u>Description</u></b>
99.1	Press Release of Group 1 Automotive, Inc. dated as of May 7, 2014.