

PENSKE AUTOMOTIVE GROUP, INC.

Form 8-K

November 18, 2014

---

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):

November 18, 2014

**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))



**Top of the Form**

**Item 8.01 Other Events.**

On November 18, 2014, we agreed to issue and sell \$300 million in aggregate principal amount 5.375% Senior Subordinated Notes due 2024 (the "Notes") together with related guarantees by our domestic wholly owned subsidiaries (the "Guarantees" and; together with the Notes, the "Securities") pursuant to an effective shelf registration statement filed with the Securities and Exchange Commission.

The \$300 million aggregate principal amount of Securities are expected to be issued on November 21, 2014, subject to customary closing conditions. We intend to use the proceeds to repay amounts currently outstanding our U.S. credit agreement, for general working capital purposes and to pay fees and expenses in connection with the offering.

A copy of the press release announcing the pricing of the \$300 million aggregate principal amount of Securities is attached as Exhibit 99.1 to this Current Report on Form 8-K and is incorporated by reference herein.

**Item 9.01 Financial Statements and Exhibits.**

99.1 Press release

---

**Top of the Form**

**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.

*November 18, 2014*

By: */s/ Shane M. Spradlin*

---

*Name: Shane M. Spradlin*

*Title: Executive Vice President*

---

**Top of the Form**

Exhibit Index

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