

LITHIA MOTORS INC  
Form 8-K  
April 27, 2016  
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 22, 2016** (Date of earliest event reported)

**LITHIA MOTORS, INC.**

(Exact name of registrant as specified in its charter)

**State of Oregon**

(State or other jurisdiction of incorporation)

**001-14733**

(Commission File Number)

**93-0572810**

(I.R.S.

Employer 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 22, 2016, the Company held its Annual Meeting of Shareholders 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        | 18,863,246 | 1,125,503       | 1,999,998               |
| Class B Common        | 2,542,231  | 0               | 0                       |

**Thomas R. Becker**

| <b>Class of Stock</b> | <b>For</b> | <b>Withheld</b> | <b>Broker Non-Votes</b> |
|-----------------------|------------|-----------------|-------------------------|
| Class A Common        | 19,285,331 | 703,418         | 1,999,998               |
| Class B Common        | 2,542,231  | 0               | 0                       |

**Bryan B. DeBoer**

| <b>Class of Stock</b> | <b>For</b> | <b>Withheld</b> | <b>Broker Non-Votes</b> |
|-----------------------|------------|-----------------|-------------------------|
| Class A Common        | 19,210,983 | 777,766         | 1,999,998               |
| Class B Common        | 2,542,231  | 0               | 0                       |

**Susan O. Cain**

| <b>Class of Stock</b> | <b>For</b> | <b>Withheld</b> | <b>Broker Non-Votes</b> |
|-----------------------|------------|-----------------|-------------------------|
| Class A Common        | 19,411,154 | 577,595         | 1,999,998               |
| Class B Common        | 2,542,231  | 0               | 0                       |

**David J. Robino**

| <b>Class of Stock</b> | <b>For</b> | <b>Withheld</b> | <b>Broker Non-Votes</b> |
|-----------------------|------------|-----------------|-------------------------|
| Class A Common        | 19,576,511 | 412,238         | 1,999,998               |
| Class B Common        | 2,542,231  | 0               | 0                       |

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**Shau-wai Lam**

| <b>Class of Stock</b> | <b>For</b> | <b>Withheld</b> | <b>Broker</b> | <b>Non-Votes</b> |
|-----------------------|------------|-----------------|---------------|------------------|
| Class A Common        | 18,851,017 | 1,137,732       | 1,999,998     |                  |
| Class B Common        | 2,542,231  | 0               | 0             |                  |

**Kenneth E. Roberts**

| <b>Class of Stock</b> | <b>For</b> | <b>Withheld</b> | <b>Broker</b> | <b>Non-Votes</b> |
|-----------------------|------------|-----------------|---------------|------------------|
| Class A Common        | 19,425,473 | 563,276         | 1,999,998     |                  |
| Class B Common        | 2,542,231  | 0               | 0             |                  |

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</b> | <b>Non-Votes</b> |
|-----------------------|------------|----------------|----------------|---------------|------------------|
| Class A Common        | 19,657,690 | 53,414         | 277,645        | 1,999,998     |                  |
| Class B Common        | 2,542,231  | 0              | 0              | 0             |                  |

3. To ratify the selection of KPMG LLP as the Company’s Independent Registered Public Accounting Firm for the year ending December 31, 2016.

| <b>Class of Stock</b> | <b>For</b> | <b>Against</b> | <b>Abstain</b> | <b>Broker</b> | <b>Non-Votes</b> |
|-----------------------|------------|----------------|----------------|---------------|------------------|
| Class A Common        | 21,475,974 | 154,621        | 358,152        | 0             |                  |
| Class B Common        | 2,542,231  | 0              | 0              | 0             |                  |

**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 27, 2016

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