

PENSKE AUTOMOTIVE GROUP, INC.
Form 8-K
May 11, 2018

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 10, 2018

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))

Indicate by check mark 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.

Item 5.07 Submission of Matters to a Vote of Security Holders.

Our 2018 Annual Meeting of Stockholders was held on May 10, 2018. At the Annual Meeting, all measures were approved in accordance with the shareholder voting results noted below.

Proposal 1

The thirteen director nominees named in our proxy statement were elected, each for a term expiring at the next Annual Meeting of Stockholders or until their successors are duly elected and qualified, based upon the following votes:

| NOMINEE | FOR | WITHHELD | NON-VOTES |
|------------------------|------------|------------|-----------|
| John D. Barr | 69,398,951 | 9,155,824 | 4,200,526 |
| Lisa Davis | 77,812,443 | 742,332 | 4,200,526 |
| Wolfgang Dürheimer | 78,451,035 | 103,740 | 4,200,526 |
| Michael R. Eisenson | 77,236,096 | 1,318,679 | 4,200,526 |
| Robert H. Kurnick, Jr. | 77,256,316 | 1,298,459 | 4,200,526 |
| Kimberly J. McWaters | 65,892,643 | 12,662,132 | 4,200,526 |
| Roger S. Penske | 77,598,142 | 956,633 | 4,200,526 |
| Roger S. Penske, Jr. | 76,987,437 | 1,567,338 | 4,200,526 |
| Sandra E. Pierce | 77,237,112 | 1,317,663 | 4,200,526 |
| Kanji Sasaki | 77,001,126 | 1,553,649 | 4,200,526 |
| Greg C. Smith | 76,204,504 | 2,350,271 | 4,200,526 |
| Ronald G. Steinhart | 69,394,094 | 9,160,681 | 4,200,526 |
| H. Brian Thompson | 76,675,613 | 1,879,162 | 4,200,526 |

Proposal 2

The proposal to ratify the selection of Deloitte & Touche LLP as our independent registered public accounting firm for 2018 was approved based upon the following votes:

| FOR | AGAINST | ABSTAIN |
|------------|---------|---------|
| 82,586,112 | 149,950 | 19,239 |

Proposal 3

The proposal to approve, on an advisory basis, our executive compensation was approved based upon the following votes:

| FOR | WITHHELD | ABSTAIN | BROKER NON-VOTES |
|------------|----------|---------|------------------|
| 77,965,350 | 528,199 | 61,226 | 4,200,526 |

Item 7.01 Regulation FD Disclosure.

On May 11, 2018, we announced that Wolfgang Dürheimer has been elected to our Board of Directors at our annual Shareholders Meeting. A copy of the press release is furnished as Exhibit 99.1.

Item 8.01 Other Events.

Dividend Announcement

On May 10, 2018, we announced that our Board of Directors has approved a quarterly dividend in the amount of \$0.35 per share payable June 1, 2018 to shareholders of record as of May 21, 2018, as discussed more fully in the press release incorporated herein and attached hereto as Exhibit 99.2.

Item 9.01 Financial Statements and Exhibits.

99.1 Press Release regarding Wolfgang Dürheimer.

99.2 Press Release regarding Dividend.

Exhibit Index

| Exhibit No. | Description |
|-------------|---|
| 99.1 | <u>Press Release regarding Wolfgang Dürheimer</u> |
| 99.2 | <u>Press Release regarding Dividend</u> |

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.

May 11, 2018 By: /s/ Shane M. Spradlin
Name: Shane M. Spradlin
Title: Executive Vice President
