

UNITED AUTO GROUP INC

Form S-8

May 16, 2003

As filed with the Securities and Exchange Commission on May 16, 2003

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM S-8
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

UNITED AUTO GROUP, INC.
(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

22-3086739
(I.R.S. Employer
Identification No.)

2555 Telegraph Road
Bloomfield Hills, Michigan
(Address of Principal Executive Offices)

48302
(Zip Code)

UNITED AUTO GROUP, INC. 2002 EQUITY COMPENSATION PLAN
(Full title of the plan)

Robert H. Kurnick, Jr., Esq.
Executive Vice President and General Counsel
United Auto Group, Inc.
2555 Telegraph Road
Bloomfield Hills, MI 48302
(Name and address of agent for service)

(248) 648-2500
(Telephone number, including area code, of agent for service)

CALCULATION OF REGISTRATION FEE

Title of Securities to be registered	Amount to be registered (1)	Proposed maximum offering price per share (2)	Proposed maximum aggregate offering price (2)	Amount of registration fee
Voting Common Stock	2,100,000	\$ 18.42	\$ 38,671,500	\$ 3,129

- (1) Such additional indeterminable number of shares as may be required pursuant to the antidilution provisions of the United Auto Group 2002 Equity Compensation Plan is also hereby registered.
- (2) Estimated solely for the purpose of calculating the registration fee and, pursuant to Rule 457(h) and Rule 457(c) under the Securities Act of 1933, as amended, based on the average of the high and low prices of the Company's Voting Common Stock, par value \$0.0001 (the Common Stock) as reported on the New York Stock Exchange on May 12, 2003.

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The contents of the Form S-8 Registration Statement, No. 333-61835 (the Prior Registration Statement), of United Auto Group, Inc. (the Registrant) are incorporated herein by reference. The Registrant is filing this Form S-8 Registration Statement in order to register 2,100,000 shares of Common Stock, which were authorized to be issued under the United Auto Group, Inc. 2002 Equity Compensation Plan.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Documents by Reference.

The following documents have been filed by the Registrant with the Securities and Exchange Commission (the Commission) and are incorporated by reference herein:

- (a) The Annual Report of the Registrant on Form 10-K for the fiscal year ended December 31, 2002 as filed with the Commission pursuant to the Securities Exchange Act of 1934, as amended (the Exchange Act).
- (b) The Quarterly Report of the Registrant on Form 10-Q for the fiscal quarter ended March 31, 2003, as filed with the Commission pursuant to the Exchange Act, and all other reports filed by the Registrant pursuant to Section 13(a) or 15(d) of the Exchange Act since the end of the fiscal year ended December 31, 2002.
- (c) The description of Common Stock of the Registrant contained in the Registrant's Registration Statement on Form 8-A (File No. 001-12297) filed with the Commission on October 9, 1996, effective October 22, 1996, including the information incorporated by reference into that registration statement from the registration statement on Form S-1 (registration statement No. 333-09429), as amended, dated as of October 7, 1996, and any amendments and reports filed for the purpose of updating that description.

All documents subsequently filed by the Registrant pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Exchange Act, prior to the filing of a post-effective amendment to this Registration Statement which indicates that all securities offered hereby have been sold or which deregisters all securities then remaining unsold shall be deemed to be incorporated by reference herein and to be a part hereof from their respective dates of filing. Any statement contained in a document incorporated or deemed to be incorporated by reference herein shall be deemed to be modified or superseded for the purposes of this Registration Statement to the extent that a statement contained herein or in any other subsequently filed document which also is or is deemed to be incorporated by reference herein modifies or supersedes such statement. Any such statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this Registration Statement.

Item 8. Exhibits

- 4.1 Certificate of Amendment to the Certificate of Incorporation of the Registrant dated August 3, 1999, incorporated by reference to Exhibit 3.1 to the Registrant's Current Report on Form 8-K (File No. 001-12297) filed on August 13, 1999.
 - 4.2 Amendment One to the Company's Third Restated Certificate of Incorporation dated December 13, 2000, incorporated by reference to the Registrant's Annual Report on Form 10-K (File No. 001-12297) filed on March 31, 2003.
 - 5.1 Opinion of Robert H. Kurnick, Jr., counsel to the Registrant.
 - 23.1 Consent of Deloitte & Touche LLP.
 - 23.2 Consent of KPMG Audit Plc.
 - 23.3 Consent of Robert H. Kurnick, Jr. (included in the opinion filed as Exhibit 5.1 to this Registration Statement).
 - 24.1 Powers of Attorney (included before the signature of the Registrant contained on page 4 of this Registration Statement).
 - 99.1 2002 Equity Compensation Plan of United Auto Group, Inc., incorporated by reference to Exhibit 10.1.8.3 to the Registrant's Annual Report on Form 10-K for the year ended December 31, 2002.
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SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Bloomfield Hills, State of Michigan, on May 16, 2003.

UNITED AUTO GROUP, INC

By: /S/ ROBERT H. KURNICK, JR.

Robert H. Kurnick, Jr.,
Its: Executive Vice President,
Secretary and General Counsel

POWER OF ATTORNEY

We, the undersigned officers and directors of UNITED AUTO GROUP, INC., hereby severally constitute and appoint Robert H. Kurnick, Jr. and Roger S. Penske, and each of them singly, our true and lawful attorneys with full power to them, and each of them singly, to sign for us and in our names in the capacities indicated below any and all amendments to this Registration Statement and generally to do all such things in our names and on our behalf in our capacities as officers and directors of United Auto Group, Inc. to enable United Auto Group, Inc. to comply with the provisions of the Securities Act of 1933, as amended, and all requirements of the Securities and Exchange Commission, hereby ratifying and confirming our signatures as they may be signed by our said attorneys, or either of them, to this Registration Statement and any and all amendments thereto.

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Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the date indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
/S/ ROGER S. PENSKE Roger S. Penske	Chairman of the Board, Chief Executive Officer (Principal Executive Officer)	May 16, 2003
/S/ SAMUEL X. DIFEO Samuel X. Difeo	President, Chief Operating Officer and Director	May 16, 2003
/S/ JAMES R. DAVIDSON James R. Davidson	Executive Vice President Finance (Principal Financial and Accounting Officer)	May 16, 2003
/S/ JOHN BARR John Barr	Director	May 16, 2003
/S/ MICHAEL R. EISENSEN Michael R. Eisenenson	Director	May 16, 2003
/S/ JAMES A. HISLOP James A. Hislop	Director	May 16, 2003
/S/ EUSTACE W. MITA Eustace W. Mita	Director	May 16, 2003
/S/ LUCIO A. NOTO Lucio A. Noto	Director	May 16, 2003
/S/ RICHARD J. PETERS Richard J. Peters	Director	May 16, 2003
/S/ RONALD G. STEINHART Ronald G. Steinhart	Director	May 16, 2003
/S/ H. BRIAN THOMPSON H. Brian Thompson	Director	May 16, 2003
/S/ LAURENCE VAUGHAN Laurence Vaughan	Director	May 16, 2003
/S/ MOTOKAZU YOSHIDA Motokazu Yoshida	Director	May 16, 2003

INDEX TO EXHIBITS

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