

LITHIA MOTORS INC  
Form 8-K  
May 03, 2017  
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 27, 2017** (Date of earliest event reported)

**LITHIA MOTORS, INC.**

(Exact name of registrant as specified in its charter)

**State of Oregon**                      **001-14733**    **93-0572810**  
(State or other jurisdiction of    (Commission (I.R.S. Employer

incorporation)

File Number) 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))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 or Rule 12b-2 of the Securities Exchange Act of 1934.

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.

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**Item 5.03 Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.**

(a) On April 27, 2017, the Board of Directors of Lithia Motors, Inc. (the “**Company**”) amended the Company’s Amended and Restated Bylaws as follows:

1. Retitled them the “2017 Amended and Restated Bylaws.”
2. Altered the number of directors to a minimum of five and a maximum of nine; and  
Eliminated the default provision that the President of the Company will preside over meetings of the Board of
3. Directors in the absence of the Chairman, which conflicts with the Board’s practice of assigning this responsibility to the Lead Independent Director.

**Item 9.01 Financial Statements and Exhibits**

(d) Exhibits

**Exhibit No. Description**

3.1 2017 Amended and Restated Bylaws of Lithia Motors, Inc.

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**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 28, 2017

By:                   /s/ John F. North III  
                          John F. North III  
                          Senior Vice President and Chief  
                          Financial Officer

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**Exhibit Index**

**Exhibit No. Description**

3.1 2017 Amended and Restated Bylaws of Lithia Motors, Inc.