

LITHIA MOTORS INC  
Form DEFA14A  
April 13, 2012

**UNITED STATES**

**SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

**SCHEDULE 14A INFORMATION**

**Proxy Statement Pursuant to Section 14(a) of the Securities Exchange Act of 1934**

Filed by the Registrant  [X]

Filed by a Party other than the Registrant  [ ]

Check the appropriate box:

[ ] Preliminary Proxy Statement

[ ] Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))

[ ] Definitive Proxy Statement

[X] Definitive Additional Materials

[ ] Soliciting Material Pursuant to §240.14a-12

**LITHIA MOTORS, INC.**

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(Name of Registrant as Specified in Its Charter)

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(Name of Person(s) Filing Proxy Statement, if other than Registrant)

Payment of Filing Fee (Check the appropriate box):

No fee required.

Fee computed on table below per Exchange Act Rules 14a-6(i)(4) and 0-11.

- 1) Title of each class of securities to which transaction applies:
- 2) Aggregate number of securities to which transaction applies:
- 3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (Set forth the amount on which the filing fee is calculated and state how it was determined):
- 4) Proposed maximum aggregate value of transaction:
- 5) Total fee paid:

Fee paid previously with preliminary materials

Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

- 1) Amount Previously Paid:
  - 2) Form, Schedule or Registration No.:
  - 3) Filing Party:
  - 4) Date Filed:
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**LITHIA MOTORS, INC.**

**SUPPLEMENT TO PROXY STATEMENT**

This Supplement provides updated information for Lithia Motors, Inc.'s proxy statement, filed with the Securities and Exchange Commission on March 16, 2012 (the "*Proxy Statement*"), which was previously provided, or made available, to shareholders. Other than the change described below, there are no other revisions to the Proxy Statement.

On April 13, 2012, Lithia Motors filed with the Securities and Exchange Commission a Current Report on Form 8-K providing additional information regarding director nominee Ken Roberts. The Current Report is attached hereto as Exhibit A.

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**Exhibit A**

**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 and Exchange Act of 1934

Date of Report: April 12, 2012

(Date of earliest event reported)

**Lithia Motors, Inc.**

(Exact Name of Registrant as Specified in Its Charter)

**Oregon**

(State or Other Jurisdiction of Incorporation or Organization)

**0-21789**

(Commission File (IRS Employer

Number)

**93 - 0572810**

Identification No.)

**360 E. Jackson Street**

**Medford, Oregon 97501**

(address of Principal Executive Offices) (Zip Code)

**541-776-6868**

Registrant's Telephone Number, Including Area Code

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))
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**Item 8.01 Other Events.**

After communications with Institutional Shareholder Services (“ISS”), Lithia Motors, Inc. determined that additional, clarifying information regarding a director nominee would be helpful to shareholders. On March 16, 2012, Lithia Motors, Inc. filed a proxy statement in connection with the solicitation of proxies for the 2012 Annual Meeting of Shareholders to be held Friday, April 27, 2012, at 8:30 a.m. Pacific Daylight Time. The proxy statement included information about director nominee Ken Roberts and this Form 8-K provides additional information regarding Mr. Roberts. Mr. Roberts role as senior counsel with Lane Powell, PC, is an “of counsel” role pursuant to which he does not work on Lithia Motors, Inc. matters and ceased actively practicing law. Mr. Roberts retired as a shareholder/partner of Lane Powell effective December 31, 2011, and does not have an ownership or voting interest in the firm. Mr. Roberts will receive de minimis retirement compensation from Lane Powell of less than \$10,000 for 2012.

**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.

LITHIA MOTORS, INC.

(Registrant)

By: /s/ Andrew H. Ognall

Date: April 12, 2012 Andrew H. Ognall

Assistant Secretary

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