

GROUP 1 AUTOMOTIVE INC  
Form 8-K  
June 19, 2006

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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):

June 19, 2006

Group 1 Automotive, Inc.

(Exact name of registrant as specified in its charter)

Delaware

1-13461

76-0506313

(State or other jurisdiction  
of incorporation)

(Commission  
File Number)

(I.R.S. Employer  
Identification No.)

950 Echo Lane, Suite 100, Houston, Texas

77024

(Address of principal executive offices)

(Zip Code)

Registrant's telephone number, including area code:

713-647-5700

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.**

On June 19, 2006, Group 1 Automotive, Inc., a Delaware corporation (the "Company"), announced that it intends to offer convertible senior notes in a private offering, subject to market conditions and other factors. A copy of the press release is attached as Exhibit 99.1.

In connection with the offering, the Company updated the risk factors relating to its business. A copy of these risk factors is attached as Exhibit 99.2.

**Item 9.01 Financial Statements and Exhibits.**

99.1 Press release of Group 1 Automotive, Inc., dated as of June 19, 2006.

99.2 Risk factors related to the Company's business.

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**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.

Group 1 Automotive, Inc.

*June 19, 2006*

By: *John C. Rickel*

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*Name: John C. Rickel*

*Title: Senior Vice President & Chief Financial Officer*

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Exhibit Index

<b>Exhibit No.</b>	<b>Description</b>
99.1	Press release of Group 1 Automotive, Inc., dated as of June 19, 2006.
99.2	Risk factors related to the Company's business.