

PENSKE AUTOMOTIVE GROUP, INC.  
Form 8-K  
May 10, 2016

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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):

May 4, 2016

**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))



**Top of the Form****Item 5.07 Submission of Matters to a Vote of Security Holders.**

Our 2016 Annual Meeting of Stockholders was held on May 4, 2016. At the Annual Meeting, all measures were approved in accordance with the shareholder voting results noted below.

**Proposal 1**

The twelve 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:

| <b>NOMINEE</b>                | <b>FOR</b> | <b>WITHHELD</b> | <b>NON-VOTES</b> |
|-------------------------------|------------|-----------------|------------------|
| <b>John D. Barr</b>           | 68,102,500 | 9,167,849       | 4,356,738        |
| <b>Michael R. Eisenson</b>    | 66,823,113 | 10,447,236      | 4,356,738        |
| <b>Robert H. Kurnick, Jr.</b> | 75,844,100 | 1,426,249       | 4,356,738        |
| <b>William J. Lovejoy</b>     | 76,600,840 | 669,509         | 4,356,738        |
| <b>Kimberly J. McWaters</b>   | 64,602,701 | 12,667,648      | 4,356,738        |
| <b>Lucio A. Noto</b>          | 75,823,348 | 1,447,001       | 4,356,738        |
| <b>Greg Penske</b>            | 75,840,661 | 1,429,688       | 4,356,738        |
| <b>Roger S. Penske</b>        | 75,414,553 | 1,855,796       | 4,356,738        |
| <b>Sandra E. Pierce</b>       | 75,760,329 | 1,510,020       | 4,356,738        |
| <b>Kanji Sasaki</b>           | 75,834,410 | 1,435,939       | 4,356,738        |
| <b>Ronald G. Steinhart</b>    | 68,101,329 | 9,169,020       | 4,356,738        |
| <b>H. Brian Thompson</b>      | 73,935,308 | 3,335,041       | 4,356,738        |

**Proposal 2**

The proposal to ratify the selection of Deloitte LLP as our independent registered public accounting firm for 2016 was approved based upon the following votes:

| <b>FOR</b> | <b>AGAINST</b> | <b>ABSTAIN</b> |
|------------|----------------|----------------|
| 81,023,853 | 585,304        | 17,930         |

**Proposal 3**

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

| <b>FOR</b> | <b>WITHHELD</b> | <b>ABSTAIN</b> | <b>BROKER NON-VOTES</b> |
|------------|-----------------|----------------|-------------------------|
| 76,975,738 | 252,557         | 42,054         | 4,356,738               |

**Item 8.01 Other Events.****Dividend Announcement**

On May 4, 2016, we announced that our Board of Directors has approved a quarterly dividend in the amount of \$0.27 per share payable June 1, 2016 to shareholders of record as of May 16, 2016, as discussed more fully in the press release incorporated herein and attached hereto as Exhibit 99.1.

**Item 9.01 Financial Statements and Exhibits.**

99.1 Press Release.

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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.

Penske Automotive Group, Inc.

May 10, 2016

By: */s/ Shane M. Spradlin*

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*Name: Shane M. Spradlin*

*Title: Executive Vice President*

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Exhibit Index

| <b><u>Exhibit No.</u></b> | <b><u>Description</u></b> |
|---------------------------|---------------------------|
| 99.1                      | Press Release.            |