

AUTONATION, INC.
Form S-3ASR
February 22, 2019
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As Filed with the Securities and Exchange Commission on February 22, 2019

Registration No. 333-

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

FORM S-3
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

AutoNation, Inc.

(Exact name of registrant as specified in its charter)

SEE TABLE OF ADDITIONAL REGISTRANTS

Delaware
(State or Other Jurisdiction of

73-1105145
(IRS Employer

Incorporation or Organization)

Identification Number)

200 SW 1st Ave

Fort Lauderdale, FL 33301

(954) 769-6000

(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

C. Coleman Edmunds

Executive Vice President, General Counsel and Corporate Secretary

200 SW 1st Ave

Fort Lauderdale, FL 33301

(954) 769-6000

(Name, address, including zip code, and telephone number, including area code, of agent for service)

Approximate date of commencement of proposed sale to the public: From time to time after the effective date of this registration statement.

If the only securities being registered on this Form are being offered pursuant to dividend or interest reinvestment plans, please check the following box.

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, other than securities offered only in connection with dividend or interest reinvestment plans, check the following box.

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a registration statement pursuant to General Instruction I.D. or a post-effective amendment thereto that shall become effective upon filing with the Commission pursuant to Rule 462(e) under the Securities Act, check the following box.

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If this Form is a post-effective amendment to a registration statement filed pursuant to General Instruction I.D. filed to register additional securities or additional class of securities pursuant to Rule 413(b) under the Securities Act, check the following box.

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company, or an emerging growth company. See the definitions of large accelerated filer, accelerated filer, smaller reporting company and emerging growth company in Rule 12b-2 of the Exchange Act.

Large accelerated filer

Accelerated filer

Smaller reporting company

Non-accelerated
filer

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 7(a)(2)(B) of the Securities Act.

CALCULATION OF REGISTRATION FEE

Title of Each Class of Securities to be Registered	Amount to be Registered (1)	Proposed	Proposed	Amount of
		Maximum Offering Price Per Unit (1)	Maximum Aggregate Offering Price(1)	
Common Stock, \$0.01 par value				
Preferred Stock, \$0.01 par value				
Debt Securities				
Warrants				
Subscription Rights				
Depository Shares				
Stock Purchase Contracts				
Units(3)				
Guarantees of Debt Securities(4)				

- (1) Omitted pursuant to Form S-3 General Instruction II.E. An indeterminate aggregate initial offering price, principal amount or number of the securities of each identified class is being registered as may from time to time be issued at indeterminate prices or upon conversion, exchange or exercise of securities registered hereunder to the extent any such securities are, by their terms, convertible into, or exchangeable or exercisable for, such securities. Separate consideration may or may not be received for securities that are issuable on exercise,

conversion or exchange of other securities.

- (2) In accordance with Rule 456(b) and Rule 457 (r) under the Securities Act, the Registrant is deferring payment of the registration fee.
- (3) Any securities registered hereunder may be sold separately or as units with other securities registered hereunder.
- (4) Guarantees of the debt securities may be issued by subsidiaries of AutoNation, Inc. that are listed on the following pages under the caption Table of Additional Registrants. Pursuant to Rule 457(n) under the Securities Act, no separate registration fee is payable in respect of the registration of the guarantees.

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Exact name of additional registrant as specified in its charter	State or Other Jurisdiction of Incorporation or Organization	IRS Employer Identification Number	Exact name of additional registrant as specified in its charter	State or Other Jurisdiction of Incorporation or Organization	IRS Employer Identification Number
7 ROD REAL ESTATE NORTH, A Limited Liability Company	Wyoming	84-1167321	AN Collision Center of Las Vegas, Inc.	Nevada	88-0168433
7 ROD REAL ESTATE SOUTH, A Limited Liability Company	Wyoming	84-1167320	AN COLLISION CENTER OF NORTH HOUSTON, INC.	Delaware	26-3118395
Abraham Chevrolet-Miami, Inc.	Delaware	65-0802822	AN COLLISION CENTER OF SARASOTA, INC.	Florida	65-0721017
Abraham Chevrolet-Tampa, Inc.	Delaware	65-0802820	AN Collision Center of Tempe, Inc.	Delaware	86-0928952
ACER Fiduciary, Inc.	Delaware	65-0945065	AN CORPORATE MANAGEMENT PAYROLL CORP.	Delaware	26-3725783
AL F-L Motors, LLC	Delaware	45-4504161	AN Corpus Christi GP, LLC	Delaware	32-0031563
AL Fort Payne Motors, LLC	Delaware	46-4582474	AN Corpus Christi Imports Adv. GP, LLC	Delaware	90-0080282
Albert Berry Motors, Inc.	Texas	74-1487498	AN Corpus Christi Imports Adv., LP	Texas	90-0080295
Allen Samuels Chevrolet of Corpus Christi, Inc.	Texas	74-2652504	AN Corpus Christi Imports GP, LLC	Delaware	27-0041420
Allen Samuels Chevrolet of Waco, Inc.	Texas	74-1776820	AN Corpus Christi Imports II GP, LLC	Delaware	27-0041425
Allison Bavarian	California	94-2707588	AN Corpus Christi Imports II, LP	Texas	32-0031566
	Delaware	20-5224408		Texas	32-0031567

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ALLISON BAVARIAN HOLDING, LLC			AN Corpus Christi Imports, LP		
ALL-STATE RENT A CAR, INC.	Nevada	88-0143152	AN CORPUS CHRISTI MOTORS, INC.	Delaware	20-5547917
American Way Motors, Inc.	Tennessee	62-1333714	AN Corpus Christi T. Imports GP, LLC	Delaware	27-0041422
AN AutoParts, Inc.	Delaware	46-4553033	AN Corpus Christi T. Imports, LP	Texas	13-4214051
AN CADILLAC OF WPB, LLC	Delaware	35-2234609	AN County Line Ford, Inc.	Texas	75-1687008
AN Central Region Management, LLC	Delaware	01-0756957	AN Dealership Holding Corp.	Florida	65-0608572
AN Chevrolet Arrowhead, Inc.	Delaware	91-1933520	AN F. Imports of Atlanta, LLC	Delaware	57-1174466
AN CJ VALENCIA, INC.	Delaware	20-2859034	AN F. Imports of Hawthorne Holding, LLC	Delaware	65-0944669
AN Collision Center FTL South, Inc.	Delaware	46-4538029	AN F. Imports of Hawthorne, LLC	Delaware	65-1040982
AN COLLISION CENTER OF ADDISON, INC.	Delaware	75-1053127	AN F. Imports of North Denver, LLC	Delaware	52-2124965
AN F. Imports of North Phoenix, Inc.	Delaware	86-0928953	AN Luxury Imports of Sanford, LLC	Delaware	65-0952134
AN F. Imports of Roseville Holding, LLC	Delaware	20-5226908	AN Luxury Imports of Sarasota, Inc.	Delaware	20-0551681
AN F. Imports of Roseville, Inc.	Delaware	76-0489587	AN LUXURY IMPORTS OF SPOKANE, INC.	Delaware	27-1210937
AN Fort Myers Imports, LLC	Delaware	65-0944636	AN Luxury Imports of Tucson, Inc.	Delaware	26-1182858
AN Fremont Luxury Imports, Inc.	Delaware				