

GROUP 1 AUTOMOTIVE INC  
Form 8-K  
May 16, 2011

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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 13, 2011

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.)

800 Gessner, Suite 500, 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 5.07 Submission of Matters to a Vote of Security Holders.

The 2011 Annual Meeting of Stockholders (the Annual Meeting ) of Group 1 Automotive, Inc. (the Company ), was held on May 13, 2011. At the Annual Meeting, the stockholders voted on the following four proposals and cast their votes as set forth below.

**Proposal 1**

The two director nominees named in the Company s proxy statement were elected as Class III directors to serve until the 2014 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>Broker Non-Votes</b>
Louis E. Lataif	16,557,091	3,226,647	2,705,316
Stephen D. Quinn	17,900,128	1,883,610	2,705,316

**Proposal 2**

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

<b>For</b>	<b>Against</b>	<b>Abstain</b>	<b>Broker Non-Votes</b>
11,459,651	8,310,107	13,980	2,705,316

**Proposal 3**

The proposal on the frequency of the advisory vote on executive compensation received the following votes:

<b>1 Year</b>	<b>2 Years</b>	<b>3 Years</b>	<b>Abstain</b>	<b>Broker Non-Votes</b>
15,085,093	742,624	3,081,551	73,413	2,705,316

Based on these results, we will hold advisory votes regarding our executive compensation annually until the next required frequency vote occurs.

**Proposal 4**

The proposal to ratify the selection of Ernst & Young, LLP as the Company s independent registered public accounting firm for 2011 was approved based upon the following votes:

<b>For</b>	<b>Against</b>	<b>Abstain</b>
22,395,410	89,578	4,075

8.01 Other Events.

The Company also announced that its board of directors approved a quarterly cash dividend of \$0.11 per share payable on June 15, 2011, to stockholders of record on June 1, 2011. A copy of the press release is attached hereto as

Exhibit 99.1.

Item 9.01 Financial Statements and Exhibits.

99.1 Press release of Group 1 Automotive, Inc., dated as of May 13, 2011

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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.

*May 16, 2011*

By: */s/ Darryl M. Burman*

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*Name: Darryl M. Burman*

*Title: Vice President*

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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 May 13, 2011