

AUTONATION, INC.  
Form 8-K  
May 12, 2016

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 12, 2016

AutoNation, Inc.  
(Exact name of registrant as specified in its charter)

|                                                                   |                             |                                            |
|-------------------------------------------------------------------|-----------------------------|--------------------------------------------|
| Delaware                                                          | 1-13107                     | 73-1105145                                 |
| (State or other jurisdiction<br>of incorporation)                 | (Commission<br>File Number) | (IRS<br>Employer<br>Identification<br>No.) |
| 200 SW 1st Ave                                                    |                             |                                            |
| Fort Lauderdale, Florida 33301                                    |                             |                                            |
| (Address of principal executive offices, including zip code)      |                             |                                            |
| Registrant's telephone number, including area code (954) 769-6000 |                             |                                            |

(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 (see General Instruction A.2. below):

- ☐ 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))



Item 5.07 Submission of Matters to a Vote of Security Holders.

On May 12, 2016, AutoNation, Inc. (the “Company”) held its 2016 Annual Meeting of Stockholders (the “Annual Meeting”). At the Annual Meeting, the Company’s stockholders voted on the following three proposals and cast their votes as set forth below.

Proposal 1

The ten director nominees named in the Company’s 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:

| Nominee             | For        | Against   | Abstain | Broker<br>Non-Votes |
|---------------------|------------|-----------|---------|---------------------|
| Mike Jackson        | 90,417,305 | 1,277,472 | 81,589  | 5,203,440           |
| Rick L. Burdick     | 91,263,817 | 502,119   | 10,430  | 5,203,440           |
| Tomago Collins      | 91,516,135 | 251,268   | 8,963   | 5,203,440           |
| David B. Edelson    | 91,529,022 | 239,389   | 7,955   | 5,203,440           |
| Karen C. Francis    | 91,528,154 | 239,977   | 8,235   | 5,203,440           |
| Robert R. Grusky    | 91,524,249 | 243,144   | 8,973   | 5,203,440           |
| Kaveh Khosrowshahi  | 91,509,838 | 256,615   | 9,913   | 5,203,440           |
| Michael Larson      | 90,587,859 | 1,179,494 | 9,013   | 5,203,440           |
| G. Mike Mikan       | 91,495,439 | 271,683   | 9,244   | 5,203,440           |
| Alison H. Rosenthal | 91,517,974 | 250,337   | 8,055   | 5,203,440           |

Proposal 2

The proposal to ratify the selection of KPMG LLP as the Company’s independent registered public accounting firm for 2016 was approved based upon the following votes:

|            |         |         |                  |
|------------|---------|---------|------------------|
| For        | Against | Abstain | Broker Non-Votes |
| 96,402,392 | 426,242 | 151,172 | N/A              |

Proposal 3

The stockholder proposal regarding an independent Board chairman was not approved based upon the following votes:

|            |            |         |                  |
|------------|------------|---------|------------------|
| For        | Against    | Abstain | Broker Non-Votes |
| 21,865,592 | 69,888,527 | 22,247  | 5,203,440        |

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.

AUTONATION, INC.

Date: May 12, 2016 By: /s/ Jonathan P. Ferrando

Jonathan P. Ferrando

Executive Vice President - General Counsel, Corporate Development and Human Resources