

GROUP 1 AUTOMOTIVE INC

Form 8-K

November 01, 2005

**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): November 1, 2005

**Group 1 Automotive, Inc.**

(Exact name of Registrant as specified in its charter)

Delaware  
(State or other jurisdiction of  
incorporation or organization)

1-13461  
(Commission File Number)

76-0506313  
(I.R.S. Employer  
Identification No.)

950 Echo Lane, Suite 100  
Houston, Texas 77024  
(Address of principal executive offices)(Zip code)  
(713) 647-5700

(Registrant's telephone number including area code)

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 2.02. Results of Operations and Financial Condition.**

On November 1, 2005, Group 1 Automotive, Inc. announced its financial results for the third quarter and nine months ended September 30, 2005, and issued a press release relating to such financial results. A copy of the press release is attached hereto as Exhibit 99.1. The press release is incorporated in this Item 2.02 by reference, except for the sections of the press release under the captions "Company Strategy" and "Management's Outlook" which shall be deemed furnished pursuant to Item 7.01.

As provided in General Instruction B.2. of Form 8-K, the information in this Item 2.02 (including the press release attached as Exhibit 99.1 incorporated by reference in this Item 2.02) shall not be deemed to be "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), or otherwise subject to the liabilities of that section, nor shall such information be deemed incorporated by reference in any filing under the Securities Act of 1933, as amended (the "Securities Act"), or the Exchange Act, except as shall be expressly set forth by specific reference in such a filing.

**Item 7.01. Regulation FD Disclosure.**

On November 1, 2005, Group 1 Automotive, Inc. announced its financial results for the third quarter and nine months ended September 30, 2005, and issued a press release relating to such financial results. A copy of the press release is attached hereto as Exhibit 99.1. The information in the press release under the captions "Company Strategy" and "Management's Outlook" is furnished pursuant to this Item 7.01.

As provided in General Instruction B.2. of Form 8-K, the information in this Item 7.01 (including the press release attached as Exhibit 99.1 incorporated by reference in this Item 7.01) shall not be deemed to be "filed" for purposes of Section 18 of the Exchange Act, or otherwise subject to the liabilities of that section, nor shall such information be deemed incorporated by reference in any filing under the Securities Act, or the Exchange Act, except as shall be expressly set forth by specific reference in such a filing.

**Item 9.01. Financial Statements and Exhibits.**

99.1 Press Release of Group 1 Automotive, Inc., dated as of November 1, 2005.

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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, thereunto duly authorized.

Group 1 Automotive, Inc.

November 1, 2005

By: /s/ Robert T. Ray

Date

Robert T. Ray, Senior Vice President,  
Chief Financial Officer and Treasurer

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**INDEX TO EXHIBITS**

99.1 Press Release of Group 1 Automotive, Inc., dated as of November 1, 2005.