Section 1: 8-K (8-K)

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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

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Date of Report (Date of Earliest Event Reported): April 24, 2019

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Penske Automotive Group, Inc.

(Exact name of registrant as specified in its charter)

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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

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Not Applicable
Former name or former address, if changed since last report

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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))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

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 13(a) of the Exchange Act. ☐

Item 7.01 Regulation FD Disclosure.

The following information is furnished pursuant to Item 7.01 "Regulation FD Disclosure."

We hold a 28.9% ownership interest in Penske Truck Leasing Co., L.P. ("PTL"), a leading provider of transportation and supply chain services. PTL is capable of meeting customers' needs across the supply chain with a broad product offering that includes full-service truck leasing, truck rental and contract maintenance, along with logistics services such as dedicated contract carriage, distribution center management, transportation management, lead logistics provider and dry van truckload carrier services. PTL is owned 41.1% by Penske Corporation, 28.9% by us, and 30.0% by Mitsui & Co., Ltd. We account for our investment in PTL under the equity method, and we therefore record our share of PTL's earnings on our statements of income under the caption "Equity in earnings of affiliates," which also includes the results of our other equity method investments.

On April 24, 2019, PTL announced that it intends to undertake a debt financing and has provided to its potential investors that, while it is in the process of finalizing its results for the quarter ended March 31, 2019, it estimates that consolidated net earnings for that period will be approximately $89 million (of which approximately $25.8 million would be recorded as earnings with respect to our 28.9% ownership interest). These results include the favorable affirmation of PTL's position in a litigation matter of $11 million.

The preliminary PTL financial data for the quarter ended March 31, 2019 included in this Item 7.01 has been prepared by, and is the responsibility of, PTL. PTL's closing process for the period has not yet been completed. The preliminary PTL financial data presented above is therefore a preliminary estimate and is subject to change. Actual results could differ materially.

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.

April 24, 2019   By: */s/ Shane M. Spradlin*
                                                                    Name: Shane M. Spradlin
                                                                    Title: Executive Vice President