

Section 1: 8-K (8-K)

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 9, 2019

Penske Automotive Group, Inc.

(Exact name of registrant as specified in its charter)

Delaware (State or other jurisdiction of incorporation)	1-12297 (Commission File Number)	22-3086739 (I.R.S. Employer Identification No.)
2555 Telegraph Road, Bloomfield Hills, Michigan (Address of principal executive offices)		48302 (Zip Code)

Registrant's telephone number, including area code:

248-648-2500

Not Applicable

Former name or former address, if changed since last report

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Voting Common Stock, par value \$0.0001 per share	PAG	New York Stock Exchange

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 5.07 Submission of Matters to a Vote of Security Holders.

Our 2019 Annual Meeting of Stockholders was held on May 9, 2019. At the Annual Meeting, all measures were approved in accordance with the shareholder voting results noted below.

Proposal 1

The thirteen director nominees named in our 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:

<u>NOMINEE</u>	<u>FOR</u>	<u>WITHHELD</u>	<u>NON-VOTES</u>
John D. Barr	65,339,761	11,775,981	3,726,443
Lisa Davis	76,587,630	528,111	3,726,443
Wolfgang Dürheimer	76,762,418	353,323	3,726,443
Michael R. Eisenson	76,114,469	1,001,272	3,726,443
Robert H. Kurnick, Jr.	75,778,912	1,336,829	3,726,443
Kimberly J. McWaters	58,140,041	18,975,700	3,726,443
Roger S. Penske	76,480,808	634,933	3,726,443
Roger S. Penske, Jr.	75,463,252	1,652,489	3,726,443
Sandra E. Pierce	76,175,856	939,885	3,726,443
Greg C. Smith	64,890,418	12,225,323	3,726,443
Ronald G. Steinhart	65,328,374	11,787,368	3,726,443
H. Brian Thompson	72,829,613	4,286,129	3,726,443
Mashashi Yamanaka	75,775,522	1,340,219	3,726,443

Proposal 2

The proposal to ratify the selection of Deloitte & Touche LLP as our independent registered public accounting firm for 2019 was approved based upon the following votes:

<u>FOR</u>	<u>AGAINST</u>	<u>ABSTAIN</u>
80,521,106	301,349	19,729

Proposal 3

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

<u>FOR</u>	<u>AGAINST</u>	<u>ABSTAIN</u>	<u>BROKER NON-VOTES</u>
76,352,150	715,748	47,844	3,726,443

Item 8.01 Other Events.**Dividend Announcement**

On May 9, 2019, we announced that our Board of Directors has approved a quarterly dividend in the amount of \$0.39 per share payable June 4, 2019 to shareholders of record as of May 20, 2019, as discussed more fully in the press release incorporated herein and attached hereto as Exhibit 99.1.

Item 9.01 Financial Statements and Exhibits.

99.1 Press Release regarding Dividend.

Exhibit Index

Exhibit No.	Description
99.1	Press Release regarding Dividend

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.

May 10, 2019

By: /s/ Shane M. Spradlin
Name: *Shane M. Spradlin*
Title: *Executive Vice President*

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Section 2: EX-99.1 (EX-99.1)

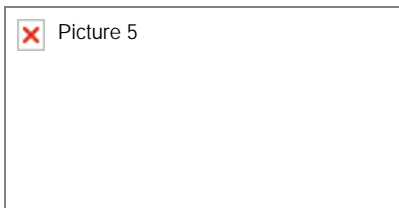


Exhibit 99.1

Press Release

Penske Automotive Group, Inc.,
2555 Telegraph Rd.
Bloomfield Hills, MI 48302-0954

FOR IMMEDIATE RELEASE



PENSKE AUTOMOTIVE INCREASES DIVIDEND TO \$0.39 PER SHARE

BLOOMFIELD HILLS, MI, May 9, 2019 – Penske Automotive Group, Inc. (NYSE:PAG), an international transportation services company, today announced that its Board of Directors has approved an increase in the cash dividend to \$0.39 per share for the first quarter of 2019.

Penske Automotive Group President Robert H. Kurnick, Jr., said, “We are pleased to offer our shareholders an increase in the quarterly dividend for the 32nd consecutive quarter. Our sector leading dividend represents a yield of 3.4% and continues to underscore the confidence we have in our company’s diversified transportation services business model and reinforces our commitment to PAG shareholders.”

The dividend is payable on June 4, 2019, to shareholders of record on May 20, 2019.

Caution Concerning Forward Looking Statements

Statements in this press release may involve forward-looking statements, including forward-looking statements regarding Penske Automotive Group, Inc.’s product availability, future sales and earnings potential. Actual results may vary materially because of risks and uncertainties that are difficult to predict. These risks and uncertainties include, among others: economic conditions generally, conditions in the credit markets, changes in interest rates and foreign currency exchange rates, changes in tariff rates, adverse impacts related to the outcome of the United Kingdom’s potential departure from the European Union, adverse conditions affecting a particular manufacturer, including the adverse impact to the vehicle and parts supply chain due to limited vehicle availability due to WLTP, natural disasters, recall or other disruptions that interrupt the supply of vehicles or parts to us, changes in consumer credit availability, the

outcome of legal and administrative matters, and other factors over which management has limited control. These forward-looking statements should be evaluated together with additional information about Penske Automotive Group's business, markets, conditions and other uncertainties, which could affect Penske Automotive Group's future performance. These risks and uncertainties are addressed in Penske Automotive Group's Form 10-K for the year

ended December 31, 2018, and its other filings with the Securities and Exchange Commission (“SEC”). This press release speaks only as of its date, and Penske Automotive Group disclaims any duty to update the information herein.

About Penske Automotive

Penske Automotive Group, Inc., (NYSE:PAG) headquartered in Bloomfield Hills, Michigan, is an international transportation services company that operates automotive and commercial truck dealerships principally in the United States, Canada, and Western Europe, and distributes commercial vehicles, diesel engines, gas engines, power systems and related parts and services principally in Australia and New Zealand. PAG employs more than 27,000 people worldwide and is a member of the Fortune 500 and Russell 2000, and is ranked among the World’s Most Admired Companies by Fortune Magazine. For additional information, visit the company’s website at www.penskeautomotive.com.

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