

PENSKE AUTOMOTIVE GROUP, INC.  
Form 8-K  
May 05, 2010

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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 5, 2010

**Penske Automotive Group, Inc.**

(Exact name of registrant as specified in its charter)

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

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))



Top of the Form**Item 5.07 Submission of Matters to a Vote of Security Holders.**

On May 5, 2010, we held our Annual Shareholders Meeting at our corporate offices in Bloomfield Hills, Michigan. At the Annual Meeting, all of the proposals were approved. The proposals below are described in detail in our definitive proxy statement dated March 16, 2010 for the Annual Meeting.

The results are as follows:

Proposal 1 Election of Directors

Shareholders elected all of our existing directors as set forth below to a one year term:

|                               | <b>FOR</b> | <b>WITHHELD</b> | <b>BROKER<br/>NON-VOTES</b> |
|-------------------------------|------------|-----------------|-----------------------------|
| <b>John D. Barr</b>           | 83,689,446 | 504,093         | 3,693,755                   |
| <b>Michael R. Eisenson</b>    | 83,513,717 | 679,822         | 3,693,755                   |
| <b>Hiroshi Ishikawa</b>       | 82,959,220 | 1,234,319       | 3,693,755                   |
| <b>Robert H. Kurnick, Jr.</b> | 82,955,756 | 1,237,783       | 3,693,755                   |
| <b>William J. Lovejoy</b>     | 83,681,950 | 511,589         | 3,693,755                   |
| <b>Kimberly J. McWaters</b>   | 79,079,922 | 5,113,617       | 3,693,755                   |
| <b>Lucio A. Noto</b>          | 66,781,408 | 17,412,131      | 3,693,755                   |
| <b>Roger S. Penske</b>        | 82,904,233 | 1,289,306       | 3,693,755                   |
| <b>Richard J. Peters</b>      | 82,961,673 | 1,231,866       | 3,693,755                   |
| <b>Ronald G. Steinhart</b>    | 83,521,250 | 672,289         | 3,693,755                   |
| <b>H. Brian Thompson</b>      | 82,255,952 | 1,937,587       | 3,693,755                   |

Proposal 2 Approval of our Management Incentive Plan

Our Management Incentive Plan allows the grant of performance awards that qualify as performance-based compensation under Section 162(m) of the Internal Revenue Code of 1986, as amended. The proposal was approved.

| <b>FOR</b> | <b>WITHHELD</b> | <b>ABSTAIN</b> | <b>BROKER<br/>NON-VOTE</b> |
|------------|-----------------|----------------|----------------------------|
| 72,814,634 | 13,661,234      | 1,263,270      | 148,156                    |

Proposal 3 Ratification of Auditors

The proposal to ratify the appointment of Deloitte & Touche LLP as our principal independent auditing firm for 2010, as described in the proxy materials, was approved.

| <b>FOR</b> | <b>WITHHELD</b> | <b>ABSTAIN</b> | <b>BROKER<br/>NON-VOTE</b> |
|------------|-----------------|----------------|----------------------------|
| 87,481,135 | 285,497         | 120,662        | 0                          |

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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.

Penske Automotive Group, Inc.

*May 5, 2010*

By: */s/Shane M. Spradlin*

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*Name: Shane M. Spradlin*

*Title: Executive Vice President, General Counsel and Secretary*