

Pereira Lincoln
Form SC 13D/A
April 10, 2013

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13D

Under the Securities Exchange Act of 1934
(Amendment No. 1)

Group 1 Automotive, Inc.
(Name of Issuer)

Common Stock, par value \$.01 per share
(Title of Class of Securities)

398905109
(CUSIP Number)

Lincoln da Cunha Pereira Filho
C/O UAB Motors Participações S.A.
Rua do Rócio, 291 - 6º andar
Vila Olimpia, São Paulo, SP
Brazil 04552-000
Tel.: (55)11-3040-7990

Copy to:
Cleary Gottlieb Steen & Hamilton LLP
One Liberty Plaza,
New York, NY
USA 10006
Attention: Juan G. Giraldez
Tel.: (1) 212-225-2372

(Name, Address and Telephone Number of Person
Authorized to Receive Notices and Communications)

March 15, 2013
(Date of Event which Requires Filing of this Statement)

If the Filing Person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§240.13d -1(e), 240.13d -1(f) or 240.13d -1(g), check the following box. o

Note. Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See §240.13d -7 for other parties to whom copies are to be sent.

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The information required on the remainder of this cover page shall not be deemed to be “filed” for the purpose of Section 18 of the Securities Exchange Act of 1934 (“Act”) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

(Continued on following pages)

Page 1 of 10

1 NAMES OF REPORTING PERSONS

Lincoln da Cunha Pereira Filho

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

OO

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) or

2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Brazilian

| | | |
|---|-------------------------------|--|
| NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH | 7 8 9 10 | SOLE VOTING POWER 361,646 SHARED VOTING POWER 1,478,100 SOLE DISPOSITIVE POWER 361,646 SHARED DISPOSITIVE POWER 1,478,100 |
|---|-------------------------------|--|

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

361,646

12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 11

1.59

14 TYPE OF REPORTING PERSON

IN

CUSIP No. 398905109

13D

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1 NAMES OF REPORTING PERSONS

João Alberto Gross Figueiró

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

OO

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Brazilian

| | | |
|---|----|---------------------------------------|
| NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH | 7 | SOLE VOTING POWER 361,646 |
| | 8 | SHARED VOTING POWER 1,478,100 |
| | 9 | SOLE DISPOSITIVE POWER 361,646 |
| | 10 | SHARED DISPOSITIVE POWER 1,478,100 |

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
361,646

12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 11
1.59

14 TYPE OF REPORTING PERSON
IN

CUSIP No. 398905109

13D

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1 NAMES OF REPORTING PERSONS
 André Ribeiro da Cunha Pereira

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)
 (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS
 OO

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION
 Brazilian

| | | |
|---|----|---------------------------------------|
| NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH | 7 | SOLE VOTING POWER 394,376 |
| | 8 | SHARED VOTING POWER 1,478,100 |
| | 9 | SOLE DISPOSITIVE POWER 394,376 |
| | 10 | SHARED DISPOSITIVE POWER 1,478,100 |

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
 394,376

12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 11
 1.74

14 TYPE OF REPORTING PERSON
 IN

CUSIP No. 398905109

13D

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1 NAMES OF REPORTING PERSONS

Maurício Vaz Rodrigues

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

OO

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Brazilian

| | | |
|---|----|---------------------------------------|
| NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH | 7 | SOLE VOTING POWER 329,487 |
| | 8 | SHARED VOTING POWER 1,478,100 |
| | 9 | SOLE DISPOSITIVE POWER 329,487 |
| | 10 | SHARED DISPOSITIVE POWER 1,478,100 |

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
329,487

12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 11
1.45

14 TYPE OF REPORTING PERSON
IN

CUSIP No. 398905109

13D

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1 NAMES OF REPORTING PERSONS
RSPJR Enterprises, Inc.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)
(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS
OO

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION
Delaware

| | | |
|---|----|---------------------------------------|
| NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH | 7 | SOLE VOTING POWER 30,945 |
| | 8 | SHARED VOTING POWER 1,478,100 |
| | 9 | SOLE DISPOSITIVE POWER 30,945 |
| | 10 | SHARED DISPOSITIVE POWER 1,478,100 |

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
30,945

12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 11
0.14

14 TYPE OF REPORTING PERSON
CO

Item 1. Security and Issuer.

This Amendment No. 1 to Schedule 13D (“Amendment No. 1”) amends the Schedule 13D filed on March 8, 2013 by the Filing Persons (as defined below) related to the common stock, par value \$.01 per share (the “Common Stock”) of Group 1 Automotive, Inc., a Delaware corporation (the “Issuer”). According to the Issuer’s most recent annual report, as of February 14, 2013, there were 22,730,588 shares of Common Stock outstanding. The address of the principal executive offices of the Issuer is 800 Gessner, Suite 500 Houston, Texas 77024.

Item 2. Identity and Background.

This Amendment No. 1 is filed pursuant to Rules 13d-1(a) and 13d-2(a) under the Act, and is being filed jointly on behalf of each of the persons listed below (collectively, the “Filing Persons”).

- (1) Lincoln da Cunha Pereira Filho is a citizen of Brazil with a corporate office at UAB Motors Participações S.A. located at Rua do Rócio, 291 6° andar, Vila Olimpia, São Paulo, SP, Brazil 04552-000. Mr. Pereira is a director of the Issuer.
- (2) João Alberto Gross Figueiró is a citizen of Brazil with a corporate office at UAB Motors Participações S.A. located at Rua do Rócio, 291 6° andar, Vila Olimpia, São Paulo, SP, Brazil 04552-000. Mr. Figueiró is the Chief Financial Officer of UAB Motors Participações S.A., at the address set forth above.
- (3) André Ribeiro da Cunha Pereira is a citizen of Brazil with a corporate office at UAB Motors Participações S.A. located at Rua do Rócio, 291 6° andar, Vila Olimpia, São Paulo, SP, Brazil 04552-000. Mr. Pereira is a consultant to UAB Motors Participações S.A., at the address set forth above.
- (4) Maurício Vaz Rodrigues is a citizen of Brazil with a corporate office at UAB Motors Participações S.A. located at Rua do Rócio, 291 6° andar, Vila Olimpia, São Paulo, SP, Brazil 04552-000. Mr. Rodrigues is the Chief Operating Officer of UAB Motors Participações S.A., at the address set forth above.
- (5) RSPJR Enterprises, Inc., a corporation duly organized under the Laws of the State of Delaware, with its representative office at Corporation Trust Center, 1209 Orange Street in Wilmington, registered with the Brazilian Federal Taxpayers’ Registry (CNPJ/MF) under No. 05.713.088/0001-02. RSPJR Enterprises, Inc. is a holding company whose primary investments are the Common Stock of the Issuer disclosed herein.

None of the Filing Persons, to the best of their knowledge, has, during the last five years, been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors) or been a party to a civil proceeding of a judicial or administrative body of competent jurisdiction and as a result of such proceeding was or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violation with respect to such laws.

Item 3. Sources and Amount of Funds or Other Consideration.

The information set forth in Items 2, 5 and 6 of this Amendment No. 1 is incorporated by reference in its entirety into this Item 3.

Item 4. Purpose of Transaction.

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The information set forth in Items 2, 5 and 6 of this Amendment No. 1 is incorporated by reference in its entirety into this Item 4.

Item 5. Interest in Securities of the Issuer.

(a) and (b). The Filing Persons have, as of April 10, 2013, the following interests in the Shares:

| | Shares Beneficially Owned | % of Class | Sole Power to Vote | Shared Power to Vote | Sole Power to Dispose | Shared Power to Dispose |
|--------------------------------|---------------------------------|---------------|--------------------------|----------------------------|-----------------------------|-------------------------------|
| Lincoln da Cunha Pereira Filho | 361,646 | 1.59 | 361,646 | 1,478,100 | 361,646 | 1,478,100 |
| João Alberto Gross Figueiró | 361,646 | 1.59 | 361,646 | 1,478,100 | 361,646 | 1,478,100 |
| André Ribeiro da Cunha Pereira | 394,376 | 1.74 | 394,376 | 1,478,100 | 394,376 | 1,478,100 |
| Maurício Vaz Rodrigues | 329,487 | 1.45 | 329,487 | 1,478,100 | 329,487 | 1,478,100 |
| RSPJR Enterprises, Inc. | 30,945 | 0.14 | 30,945 | 1,478,100 | 30,945 | 1,478,100 |

(c).