

GROUP 1 AUTOMOTIVE INC  
Form 8-K  
May 24, 2013

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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 22, 2013

Group 1 Automotive, Inc.

(Exact name of registrant as specified in its charter)

Delaware

1-13461

76-0506313

(State or other jurisdiction  
of incorporation)

(Commission  
File Number)

(I.R.S. Employer  
Identification No.)

800 Gessner, Suite 500, Houston, Texas

77024

(Address of principal executive offices)

(Zip Code)

Registrant's telephone number, including area code:

713-647-5700

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))

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Item 5.07 Submission of Matters to a Vote of Security Holders.

The 2013 Annual Meeting of Stockholders (the Annual Meeting ) of Group 1 Automotive, Inc. (the Company ), was held on May 22, 2013. At the Annual Meeting, the stockholders voted on the following three proposals and cast their votes as set forth below.

**Proposal 1**

The three director nominees named in the Company s proxy statement were elected as Class II directors to serve until the 2016 Annual Meeting of Stockholders or until their successors are duly elected and qualified, based upon the following votes:

<b>Nominee</b>	<b>For</b>	<b>Withheld</b>	<b>Broker Non-Votes</b>
John L. Adams	21,445,369	280,470	1,342,224
J. Terry Strange	21,604,790	121,049	1,342,224
Max P. Watson, Jr.	21,425,464	300,375	1,342,224

**Proposal 2**

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

<b>For</b>	<b>Against</b>	<b>Abstain</b>
20,798,256	810,341	117,242

**Proposal 3**

The proposal to ratify the selection of Ernst & Young, LLP as the Company s independent registered public accounting firm for 2013 was approved based upon the following votes:

<b>For</b>	<b>Against</b>	<b>Abstain</b>
22,878,190	79,906	109,967

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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.

*May 24, 2013*

Group 1 Automotive, Inc.

By: */s/ Darryl M. Burman*

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*Name: Darryl M. Burman*

*Title: Vice President*