

PENSKE AUTOMOTIVE GROUP, INC.  
Form 8-K  
May 07, 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 7, 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))



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**Item 7.01 Regulation FD Disclosure.**

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

On May 7, 2010, we announced we have withdrawn our previously announced offering of \$200 million Senior Subordinated Notes due 2020 (the 2020 Notes ) and terminated our cash tender offer (the Tender Offer ) for any and all of our approximately \$235.2 million aggregate principal amount of outstanding 3.5% Senior Subordinated Convertible Notes due 2026 (the Convertible Notes ) due to unfavorable market conditions. The Tender Offer was conditioned upon the completion of the offering of the 2020 Notes, and was made pursuant to the Offer to Purchase and related Letter of Transmittal dated May 6, 2010.

The press release relating to the withdrawal of the offering of the 2020 Notes and the termination of the Tender Offer is attached as Exhibit 99.1 to this Current Report on Form 8-K and is hereby incorporated by reference herein.

**Item 9.01 Financial Statements and Exhibits.**

99.1 Press Release.

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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 7, 2010

By: */s/ Robert H. Kurnick, Jr.*

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*Name: Robert H. Kurnick, Jr.*

*Title: President*

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Exhibit Index

<b><u>Exhibit No.</u></b>	<b><u>Description</u></b>
99.1	Press Release.