

LITHIA MOTORS INC  
Form 8-K  
April 27, 2011

**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 and Exchange Act of 1934

Date of Report: April 27, 2010  
(Date of earliest event reported)

**Lithia Motors, Inc.**

(Exact Name of Registrant as Specified in Its Charter)

**Oregon**  
(State or Other Jurisdiction of  
Incorporation or Organization)

**0-21789**  
(Commission File  
Number)

**93 - 0572810**  
(IRS Employer  
Identification No.)

**360 E. Jackson Street  
Medford, Oregon 97501**  
(address of Principal Executive Offices) (Zip Code)

**541-776-6868**

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Registrant's Telephone Number, Including Area Code

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 2.02 Results of Operations and Financial Condition.**

On April 27, 2011, Lithia Motors, Inc. (the “Company”) issued a press release announcing financial results for the 1st quarter of 2011. A copy of the press release is attached as Exhibit 99.1.

**Item 7.01 Regulation FD Disclosure.**

Attached as Exhibit 99.2 in Item 9.01(d) is a copy of the slide deck to be shared with shareholders at the annual meeting and analysts and existing and potential shareholders of the Company, in face to face meetings, until the materials are revised or become stale.

**Item 9.01—Financial Statements and Exhibits.**

- (a) Not applicable.
- (b) Not applicable.
- (c) Not applicable.
- (d) Exhibits.  
Exhibit 99.1 Earnings Press Release  
Exhibit 99.2 Slide Deck Presentation

**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.

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LITHIA MOTORS, INC.  
(Registrant)

Date: April 27, 2010

By: /s/Kenneth E. Roberts

Kenneth E. Roberts

Assistant Secretary

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