

LITHIA MOTORS INC  
Form 8-K  
August 12, 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: August 12, 2011

(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 (IRS Employer

Number)

**93 - 0572810**

Identification No.)

**360 E. Jackson Street**

**Medford, Oregon 97501**

**541-776-6868**

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 8.01 Other Events.

On August 12, 2011, Lithia Motors, Inc. issued a press release announcing that its Board of Directors approved a repurchase program under which the Company may repurchase up to 2.0 million of its outstanding shares. For additional information, reference is made to the Company's press release, dated August 12, 2011, which is included as Exhibit 99.1 hereto and is incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits.

- (d) Exhibits.  
99.1 Press Release – Share Repurchase Program

**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.

LITHIA MOTORS, INC.

(Registrant)

By: /s/ Andrew H. Ognall

Date: August 12, 2011 Andrew H. Ognall

Assistant Secretary