

LITHIA MOTORS INC  
Form S-8 POS  
February 15, 2019

Post-Effective Amendment No. 1  
Registration No. 333-190192

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

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POST-EFFECTIVE AMENDMENT NO. 1  
TO FORM S-8  
REGISTRATION STATEMENT  
Under the Securities Act of 1933

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LITHIA MOTORS, INC.  
(Exact name of registrant as specified in its charter)

Oregon 93-0572810  
(State or other jurisdiction of incorporation or organization) (I.R.S. Employer Identification No.)

150 N. Bartlett Street  
Medford, Oregon 97501  
(541) 776-6401

(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

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2013 Amended and Restated Stock Incentive Plan  
Lithia Motors, Inc. 401(k) Plan  
(formerly known as Lithia Motors, Inc. Salary Reduction Profit Sharing Plan)  
and  
Lithia Motors, Inc. Executive Management Non-Qualified Deferred Compensation and Long-Term Incentive Plan  
(Full title of the plans)

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Steven J. Boender  
Stoel Rives LLP  
760 SW Ninth Avenue, Suite 3000  
Portland, Oregon 97205  
(503) 294-9292

(Name, address and telephone number of agent for service)

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Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of “large accelerated filer,” “accelerated filer” and “smaller reporting company” in Rule 12b-2 of the Exchange Act.

Large Accelerated Filer

Accelerated Filer

Non-Accelerated Filer

Smaller Reporting Company

(Do not check if a smaller reporting company)

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EXPLANATORY NOTE

This Post-Effective Amendment No. 1 to the Registration Statement on Form S-8 (Commission File No. 333-190192) (the "Registration Statement") filed with the Securities and Exchange Commission on July 26, 2013, relating to the Lithia Motors, Inc. Salary Reduction Profit Sharing Plan (the "Plan"), is being filed by Lithia Motors, Inc., an Oregon corporation (the "Company"), solely to reflect the change in the name of the Plan from "Lithia Motors, Inc. Salary Reduction Profit Sharing Plan" to "Lithia Motors, Inc. 401(k) Plan" which was amended and restated on February 11, 2019.

A total of 1,000,000 shares of the Company's Class A Common Stock, without par value (the "Shares"), issuable pursuant to the Plan was registered pursuant to the Registration Statement. The filing fee with respect to these shares has previously been paid in connection with the Registration Statement. No additional securities are being registered pursuant to this Post-Effective Amendment.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 8. Exhibits.

The following exhibit is filed as part of this Registration Statement.

24 Power of Attorney (included on signature page).

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\_\_\_\_\_  
David J. Robino Director

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Susan O. Cain Director

\_\_\_\_\_  
Kenneth E. Roberts Director

\_\_\_\_\_  
Louis P. Miramontes Director

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EXHIBIT INDEX

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