

LITHIA MOTORS INC  
Form S-8 POS  
June 04, 2001  
Filed with the Securities and Exchange Commission on June 4, 2001

Securities Act Registration No. 333-\_\_\_\_\_

**SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

**FORM S-8**  
Post-Effective Amendment No. 1  
REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933

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

**Oregon**  
(State of Incorporation)

**93-0572810**  
(I.R.S. Employer Identification No.)

**360 E. Jackson St., Medford, Oregon**  
(Address of Principal Executive Offices)

**97501**  
(Zip Code)

**1996 STOCK INCENTIVE PLAN**

(Full title of the plan)

**Sidney B. DeBoer, Chief Executive Officer**  
**360 E. Jackson St.**  
**Medford, Oregon 97501**  
**(541) 776-6899**  
(Name, address and telephone number of agent for service)

Copies to:  
Kenneth E. Roberts, Esq.  
Foster Pepper & Shefelman LLP  
101 S.W. Main St., 15th Fl.  
Portland, Oregon 97204

At the Annual Meeting of the Shareholders on May 17, 2001, the shareholders approved the adoption of the 2001 Stock Option Plan, a new employee benefit plan intended to replace the 1996 Employee Stock Incentive Plan (the "Plan"). The Company will not grant any additional options under this Plan and the Plan will be terminated after expiration or exercise of the last outstanding option. The purpose of this Post Effective Amendment No. 1 is to remove from registration 272,364 shares of Class A Common Stock previously registered under this Plan that remained unallocated as of May 17, 2001 and transfer the registration fee for those shares over to the registration under the 2001 Stock Option Plan (SEC File No. 333-61802 filed May 29, 2001).

**Item 3. Incorporation of Documents by Reference.**

Pursuant to a Registration Statement on Form S-8 (SEC File No. 333-21673) filed with the Securities and Exchange Commission (the Commission) on February 12, 1997, Lithia Motors, Inc. (the Company) registered 670,000 shares of its Class A Common Stock with respect to the Plan. An additional 415,000 shares were subsequently added to the Plan and registered with the Commission in Form S-8 (SEC File No. 333-69255) filed December 18, 1998 and an additional 615,000 shares registered on Form S-8 (SEC File No. 333-80459) filed June 11, 1999. In accordance with General Instruction E of Registration Statement Form S-8, the foregoing Forms S-8 are hereby incorporated by reference in this registration statement.

Also incorporated by reference in, and made a part of, this Registration Statement are: (a) the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 2000; (b) all other reports filed by the Company pursuant to Section 13(a) or 15(d) of the Exchange Act since the end of the fiscal year covered by the 2000 Annual Report; and (c) all documents subsequently filed pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Securities Exchange Act of 1934, as amended (the Exchange Act), prior to the filing of a post-effective amendment which indicates that all securities offered have been sold or which deregisters all securities then remaining unsold, shall be deemed to be incorporated by reference into this Registration Statement and to be a part hereof from the date of filing of such documents.

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For purposes of this Registration Statement, any statement contained in a document incorporated or deemed to be incorporated herein by reference shall be deemed to be modified or superseded to the extent that a statement contained herein or in any other subsequently filed document that also is or is deemed to be incorporated herein by reference modifies or supersedes such statement in such document. Any statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this Registration Statement.

### Item 8. Exhibits.

The exhibits required by Item 601 of Regulation S-K being filed herewith or incorporated herein by reference are as follows:

#### Exhibit

- |      |   |
|------|---|
| 5.1  | Opinion of Foster Pepper & Shefelman LLP<br>(Included in Forms S-8 (SEC file Nos. 333-69169 and 333-39092)) |
| 23.1 | Consent of KPMG LLP   |
| 23.2 | Consent of Foster Pepper & Shefelman LLP (included in Exhibit 5.1)  |
| 24.1 | Power of Attorney (Included in the signature page)  |

### SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Medford, State of Oregon, on the 17<sup>th</sup> day of May 2001.

LITHIA MOTORS, INC.

By: /s/ Sidney B. DeBoer  
Sidney B. DeBoer,  
Chairman of the Board  
Chief Executive Officer

### **POWER OF ATTORNEY**

Each person whose individual signature appears below hereby authorizes and appoints SIDNEY B. DEBOER and JEFFREY B. DEBOER, and each of them, with full power of substitution to act as his true and lawful attorney in fact and agent to act in his name, place and stead, and to execute in the name and on behalf of each person, individually and in each capacity stated below, and to file any and all amendments to this registration, including any and all post-effective amendments or new registration pursuant to Rule 462.

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed below by the following persons in the capacities and on the date indicated.

By: /s/ Sidney B. DeBoer Date: May 17, 2001  
Sidney B. DeBoer  
Chief Executive Officer and  
Chairman of the Board of Directors

By: /s/ M.L. Dick Heimann Date: May 17, 2001  
M.L. Dick Heimann  
President, Chief Operating Officer, Director

By: /s/ R. Bradford Gray Date: May 17, 2001  
R. Bradford Gray  
Director

By: /s/ Thomas Becker Date: May 17, 2001  
Thomas Becker  
Director

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By: /s/ William Young  
William Young  
Director

Date: May 17, 2001

By: /s/ W. Douglas Moreland  
W. Douglas Moreland  
Director

Date: May 17, 2001

By: /s/ Gerald F. Taylor  
Gerald F. Taylor  
Director

Date: May 17, 2001

By: /s/ Jeffrey B. DeBoer  
Jeffrey B. DeBoer  
Senior Vice President, Chief Financial Officer  
(Chief Accounting and Financial Officer)

Date: May 17, 2001