

PENSKE AUTOMOTIVE GROUP, INC.

Form 8-K

February 02, 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):

February 2, 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 February 2, 2010, we issued a press release announcing that we filed a registration statement with the Securities and Exchange Commission to commence a secondary offering of up to 5,750,000 shares (including the over-allotment option shares) of our common stock by Penske Corporation and its affiliates. Roger Penske is not selling any of the PAG stock that he owns personally. PAG will not sell any shares in the offering or receive any proceeds from the offering and the offering will not be dilutive to PAG stockholders. A copy of the press release is furnished as Exhibit 99.1 and is incorporated herein by reference.

**Item 8.01 Other Events.**

In connection with our contemporaneous filing of a registration statement, we have updated the risk factors applicable to our business. The updated risk factors are attached as Exhibit 99.2 and are incorporated by reference herein.

**Item 9.01 Financial Statements and Exhibits.**

99.1 Press Release.

99.2 Updated Risk Factors.

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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.

*February 2, 2010*

By: *Shane M. Spradlin*

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*Name: Shane M. Spradlin*

*Title: Senior Vice President and General Counsel*

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Exhibit Index

<b>Exhibit No.</b>	<b>Description</b>
99.1	Press Release.
99.2	Updated Risk Factors.