

LITHIA MOTORS INC  
Form 8-K  
July 23, 2014  
**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
Washington, D.C. 20549

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**FORM 8-K**

**CURRENT REPORT**

**Pursuant to Section 13 or 15(d) of the**  
**Securities Exchange Act of 1934**

**Date of Report: July 23, 2014**  
(Date of earliest event reported)

**Lithia Motors, Inc.**  
(Exact name of registrant as specified in its charter)

**OR**  
(State or other jurisdiction  
of incorporation)

**001-14733**  
(Commission File Number)

**93-0572810**  
(IRS Employer  
Identification Number)

**150 N. Bartlett St, Medford, OR**  
(Address of principal executive offices)

**97501**  
(Zip Code)

**541-776-6401**  
(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))

**Item 2.02. Results of Operations and Financial Condition**

On July 23, 2014, Lithia Motors, Inc. issued a press release announcing financial results for the second quarter of 2014. A copy of the press release is attached as Exhibit 99.1.

**Item 8.01. Other Events**

On July 23, 2014, Lithia Motors, Inc. announced a \$0.16 per share cash dividend, to be paid on August 22, 2014 to shareholders of record as of August 8, 2014.

The information furnished in this Current Report on Form 8-K, including Exhibit 99.1, shall not be deemed to be "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), or otherwise subject to the liability of that section, and shall not be incorporated by reference into any registration statement or other document filed under the Securities Act of 1933, as amended, or the Exchange Act, except as shall be expressly set forth by specific reference in such filing.

**Item 9.01. Financial Statements and Exhibits**

**(d) Exhibits**

99.1 Press Release of Lithia Motors, Inc. dated July 23, 2014

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**SIGNATURE**

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.

Dated: July 23, 2014 **LITHIA MOTORS, INC.**

By: /s/ John F. North III  
John F. North III  
*VP Finance / Corporate Controller*

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**Exhibit Index**

**Exhibit No. Description**

99.1 Press Release of Lithia Motors, Inc. dated July 23, 2014