

PENSKE AUTOMOTIVE GROUP, INC.

Form 8-K

February 02, 2010

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))

Top of the Form

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.

Top of the Form

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*

Name: Shane M. Spradlin

Title: Senior Vice President and General Counsel

Top of the Form

Exhibit Index

| <u>Exhibit No.</u> | <u>Description</u> |
|---------------------------|---------------------------|
| 99.1 | Press Release. |
| 99.2 | Updated Risk Factors. |