

AUTONATION INC /FL  
Form 8-K  
June 09, 2006

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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):

June 8, 2006

AutoNation, Inc.

(Exact name of registrant as specified in its charter)

Delaware

1-13107

73-1105145

(State or other jurisdiction  
of incorporation)

(Commission  
File Number)

(I.R.S. Employer  
Identification No.)

110 SE 6th Street, Ft. Lauderdale, Florida

33301

(Address of principal executive offices)

(Zip Code)

Registrant's telephone number, including area code:

(954) 769-6000

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 3.01 Notice of Delisting or Failure to Satisfy a Continued Listing Rule or Standard; Transfer of Listing.**

As previously disclosed in AutoNation, Inc.'s (the "Company") Current Report on Form 8-K and Proxy Statement on Schedule 14A, each filed on April 28, 2006, Mr. J.P. Bryan informed the Company on April 25, 2006 that he would retire from the Company's Board of Directors effective with the expiration of his annual term on June 1, 2006. Mr. Bryan also served on our audit committee and, accordingly, Mr. Bryan's retirement caused our audit committee to have only two members. As a result, we are currently noncompliant with Section 303A.07(a) of the NYSE Listed Company Manual, which requires listed companies to have at least three (3) audit committee members. The Company gave notice to the NYSE of this non-compliance on June 8, 2006. The Board expects to appoint a new independent director to become a member of the audit committee by June 30, 2006 at which time the Company expects to be in full compliance with Section 303A.07(a).

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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.

*June 8, 2006*

AutoNation, Inc.

By: */s/ Jonathan P. Ferrando*

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*Name: Jonathan P. Ferrando*

*Title: Executive Vice President, General Counsel and Secretary*