

LITHIA MOTORS INC  
Form 8-K  
May 28, 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: May 28, 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))

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**Item 7.01. Regulation FD Disclosure**

On May 28, 2014, Lithia Motors, Inc., an Oregon corporation, released an updated investor presentation. A copy of the presentation is attached as Exhibit 99.1 and is incorporated in this Item 7.01 by reference.

As provided in General Instruction B.2. of Form 8-K, the information in the presentation attached as Exhibit 99.1 and incorporated by reference in this Item 7.01 shall not be deemed to be "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), nor shall such information be deemed incorporated by reference in any filing under the Securities Act of 1933, as amended, or the Exchange Act, except as shall be expressly set forth by specific reference in such a filing.

**Item 9.01. Financial Statements and Exhibits**

**(d) Exhibits**

99.1 Investor Presentation of Lithia Motors, Inc. dated May 28, 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: May 28, 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 Investor Presentation of Lithia Motors, Inc. dated May 28, 2014