

GROUP 1 AUTOMOTIVE INC  
Form 8-K  
February 24, 2015

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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 20, 2015

Group 1 Automotive, Inc.

(Exact name of registrant as specified in its charter)

Delaware

1-13461

76-0506313

(State or other jurisdiction  
of incorporation)

(Commission  
File Number)

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

800 Gessner, Suite 500, Houston, Texas

77024

(Address of principal executive offices)

(Zip Code)

Registrant's telephone number, including area code:

713-647-5700

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 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

On February 20, 2015, Beryl Raff provided notice to John L. Adams, Chairman of the Board of Directors (the "Board") of Group 1 Automotive, Inc. (the "Company"), of Ms. Raff's resignation as a member of the Company's Board and all committees thereof, effective immediately. Ms. Raff resigned because of a potential conflict arising out of the purchase of the Company's competitor, Van Tuyl Group, by Ms. Raff's employer, Berkshire Hathaway, Inc. Ms. Raff expressed no disagreement with the Company on any matter relating to the Company's operations, policies or practices. Ms. Raff has served on the Board since 2007.

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**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.

*February 24, 2015*

Group 1 Automotive, Inc.

By: */s/ Darryl M. Burman*

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*Name: Darryl M. Burman*

*Title: Vice President*