

LITHIA MOTORS INC  
Form 8-K  
April 08, 2009

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): April 2, 2009

Lithia Motors, Inc.

(Exact Name of Registrant as specified in its charter)

Oregon  
(State or other jurisdiction of  
incorporation)

0-21789  
(Commission File Number)

93 - 0572810  
(IRS Employer Identification No.)

360 E. Jackson Street  
Medford, Oregon 97501  
(Address of Principal Executive Office)

Registrant's telephone number including area code 541-776-6868

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 (17CFR 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 1.01 Entry into a Material Definitive Agreement**

By an agreement dated effective March 31, 2009, Lithia Motors, Inc. and U.S. Bank, N.A., as agent for the lenders under the credit facility, amended the Loan Agreement, dated August 31, 2006. The Sixth Amendment to Loan Agreement modifies the financial covenants for Total Net Worth, and Current Ratio; reduces the maximum amount of the revolving loan commitment and swingline commitment to be provided under the credit facility; and approves divestiture of certain assets. A copy of the Sixth Amendment to Loan Agreement is attached to this report.

**Item 9.01 Financial Statements and Exhibits.**

- (a) Not applicable.
- (b) Not applicable.
- (c) Not applicable.
- (d) Exhibits.

10.1 Sixth Amendment to Loan Agreement

**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.

LITHIA MOTORS, INC.  
(Registrant)

Date: April 07, 2009 By: /s/ Kenneth E. Roberts  
Kenneth E. Roberts  
Assistant Secretary