

GROUP 1 AUTOMOTIVE INC  
Form 8-K  
October 28, 2004

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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):

October 28, 2004

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.)

950 Echo Lane, Suite 100, 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))

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**Item 2.02. Results of Operations and Financial Condition.**

On October 28, 2004, Group 1 Automotive, Inc. (the "Company") announced its financial results for the third quarter ended September 30, 2004. On October 28, 2004, the Company issued a press release relating to such financial results. A copy of the press release is attached hereto as Exhibit 99.1. The press release is incorporated in this Item 2.02 by reference.

As presented in the press release attached as Exhibit 99.1 incorporated by reference in this Item 2.02, the Company's earnings estimate for full-year 2004, the amounts of income from operations, net income and net income per diluted share, and the Company's operating margin, excluding the Atlanta goodwill impairment charge, for the three- and nine-month periods ended September 30, 2004, are non-GAAP financial measures as they exclude the impact of the Atlanta goodwill impairment charge recorded by the Company in the third quarter. The Company believes presenting earnings estimates, the amounts of income from operations, net income and net income per diluted share, and operating margin that exclude this item is helpful in understanding the Company's operating results.

As provided in General Instructions B.2. of Form 8-K, the information in this Item 2.02 (including the press release attached as Exhibit 99.1 incorporated by reference in this Item 2.02) shall not be deemed to be "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), or otherwise subject to the liabilities of that section, 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.**

(c) Exhibits

99.1 Press Release of Group 1 Automotive, Inc. dated as of October 28, 2004.

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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.

Group 1 Automotive, Inc.

*October 28, 2004*

By: *Robert T. Ray*

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*Name: Robert T. Ray  
Title: Senior Vice President, Chief Financial Officer &  
Treasurer*

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Exhibit Index

<b>Exhibit No.</b>	<b>Description</b>
99.1	Press Release of Group 1 Automotive, Inc. dated as of October 28, 2004.