

GROUP 1 AUTOMOTIVE INC  
Form 8-K  
December 20, 2010

**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): December 20, 2010 (October 22, 2010)**

**GROUP 1 AUTOMOTIVE, INC.**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other  
jurisdiction of  
incorporation)

**1-13461**  
(Commission File Number)

**76-0506313**  
(I.R.S. Employer  
Identification No.)

**800 Gessner, Suite 500**  
**Houston, Texas 77024**  
(Address of principal executive offices) (Zip Code)

**(713) 647-5700**  
(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 5.04 Temporary Suspension of Trading Under Registrant's Employee Benefit Plans.**

On December 20, 2010, Group 1 Automotive, Inc. (the Company or Group 1 ) received a notice from the Plan Administrator of the Group 1 Automotive, Inc. 401(k) Savings Plan (the Plan ) notifying the Company of a blackout period under the Plan, pursuant to Section 101(i)(2)(E) of the Employee Retirement Income Security Act of 1974, as amended. The blackout period began at 4:00PM Eastern Time on October 22, 2010 and ended at 12:40PM Eastern Time on November 12, 2010 (the Blackout Period ). The Blackout Period was required due to a change in the recordkeepers for the Plan. During the Blackout Period, participants in the Plan were temporarily unable to change their contribution rates, request withdrawals or distributions, request new loans, or direct or diversify investments under the Plan.

On December 20, 2010, the Company sent a notice to its directors and executive officers informing them of the Blackout Period and the related Company common stock trading restrictions (including with respect to derivatives) that applied to them during the blackout period, pursuant to Section 306 of the Sarbanes-Oxley Act of 2002 and Section 104 of Regulation BTR under the Securities Exchange Act of 1934, as amended.

A copy of the notice to the Company's directors and executive officers is attached hereto as Exhibit 99.1 and is incorporated herein by reference. During the Blackout Period and for a period of two years after the ending date of the Blackout Period, stockholders or other interested parties may obtain, without charge, information regarding the blackout period by contacting J. Brooks O Hara, Vice President, Human Resources, Group 1 Automotive, Inc., 800 Gessner, Suite 500, Houston, Texas 77024, or by telephone at (713) 647-5723.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits

| Exhibit No. | Item  |
|-------------|---|
| 99.1        | Notice to Directors and Executive Officers dated December 20, 2010. |

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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.

Date: December 20, 2010

**Group 1 Automotive, Inc.**

By: /s/ Darryl M. Burman

Name: Darryl M. Burman

Title: Vice President and General Counsel

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**EXHIBIT INDEX**

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