

Pereira Lincoln
Form 4
August 31, 2018

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
Pereira Lincoln

2. Issuer Name and Ticker or Trading Symbol
GROUP 1 AUTOMOTIVE INC
[GPI]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
800 GESSNER, SUITE 500
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
05/11/2017

Director 10% Owner
 Officer (give title below) Other (specify below)

HOUSTON, TX 77024

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Ownership (Instr. 4)
				Code V Amount (A) or (D) Price			
Common Stock	05/11/2017		D	25,484 (1) \$ 71.369 (3)	41,941	D	
Common Stock	05/11/2017		A	19,083 (2) \$ 71.369 (3)	253,309	I	Abbe Investments, Ltd.
Common Stock	08/29/2018		S	10,000 (4) \$ 78.7115	218,309	I	Abbe Investments, Ltd.

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474 (9-02)

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Following Transaction (Instr. 5)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Pereira Lincoln 800 GESSNER SUITE 500 HOUSTON, TX 77024		X		

Signatures

/s/ Beth Sibley, attorney-in-fact for Lincoln Pereira
08/31/2018
 **Signature of Reporting Person Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 4(b)(v).
 - ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- Includes 19,083 shares released pursuant to Escrow Agreement dated February 28, 2013 entered into pursuant to a Share Purchase Agreement dated effective January 24, 2013, as amended February 27, 2013, by and between the Issuer, the Reporting Person, the other shareholders of UAB Motors Participacoes, S.A. (all as defined in the above referenced Escrow Agreement and Share Purchase Agreement), and UAB Motors Participacoes, S.A., as Intervening and Consenting Party; and 6,401 shares forfeited from escrow to the
- (1) Issuer (on the fourth anniversary of the Closing Date) pursuant to the terms of the above referenced Escrow Agreement. The remaining 41,941 shares held in escrow will serve as a guarantee for the benefit of the Issuer in respect of indemnification obligations assumed by the Reporting Person and the other shareholders of UAB Motors Participacoes, S.A., as defined in the above referenced Share Purchase Agreement. The remaining shares held in escrow will be released on the sixth anniversary of the Closing Date (to the extent not retained for outstanding liability claims).
 - (2) Shares acquired pursuant to Escrow Agreement dated February 28, 2013 entered into pursuant to a Share Purchase Agreement dated effective January 24, 2013, as amended February 27, 2013, by and between the Issuer, the Reporting Person, the other shareholders of UAB Motors Participacoes, S.A. (all as defined in the above referenced Escrow Agreement and Share Purchase Agreement), and UAB

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Motors Participacoes, S.A., as Intervening and Consenting Party.

- (3) Stock price calculated using the average closing price per share of Issuer common stock for the thirty (30) trading days immediately preceding the date on which determination of the amount to be allocated against the Stock Escrow Deposit is required to be made (all as further defined in Section 11 of the Escrow Agreement dated as of February 28, 2013).

- (4) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$78.4523 to \$79.1129, inclusive. The reporting person undertakes to provide to Group 1 Automotive, Inc., any security holder of Group 1 Automotive, Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in footnote 4 to this Form 4.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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