

AUTONATION, INC.
Form 10-Q/A
August 09, 2010

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 10-Q/A

Amendment No. 1

(Mark One)

☒ **QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**
For the quarterly period ended June 30, 2010

OR

☐ **TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**
For the transition period from _____ to _____

Commission File Number: 1-13107

AutoNation, Inc.

(Exact Name of Registrant as Specified in its Charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

200 SW 1st Avenue, Fort Lauderdale, Florida
(Address of principal executive offices)

(954) 769-6000

(Registrant's Telephone Number, Including Area Code)

73-1105145
(I.R.S. Employer
Identification No.)

33301
(Zip Code)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject

Edgar Filing: AUTONATION, INC. - Form 10-Q/A

to such filing requirements for the past 90 days. Yes ☒ No ☐

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes ☒ No ☐

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer, and smaller reporting company in Rule 12b-2 of the Exchange Act.

Large accelerated filer ☒

Accelerated filer ☐

Non-accelerated filer ☐ (Do not check if a smaller reporting company)

Smaller reporting company ☐

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes ☐ No ☒

As of July 19, 2010, the registrant had 146,389,924 shares of common stock outstanding.

Explanatory Note

This Amendment No. 1 on Form 10-Q/A amends the Quarterly Report on Form 10-Q of AutoNation, Inc. for the quarter ended June 30, 2010 filed on July 22, 2010 (the "Form 10-Q") for the sole purpose of furnishing the interactive data files as Exhibit 101 in accordance with Rule 405(a)(2) of Regulation S-T.

No other changes have been made to the Form 10-Q. This Form 10-Q/A speaks as of the original filing date of the Form 10-Q, does not reflect events that may have occurred subsequent to the original filing date, and does not modify or update in any way disclosures made in the Form 10-Q.

PART II. OTHER INFORMATION**ITEM 6. EXHIBITS**

Certain of the agreements listed as exhibits to this Form 10-Q (including the exhibits to such agreements), which have been filed to provide investors with information regarding their terms, contain various representations, warranties, and covenants of AutoNation, Inc. and the other parties thereto. They are not intended to provide factual information about any of the parties thereto or any subsidiaries of the parties thereto. The assertions embodied in those representations, warranties, and covenants were made for purposes of each of the agreements, solely for the benefit of the parties thereto. In addition, certain representations and warranties were made as of a specific date, may be subject to a contractual standard of materiality different from what a security holder might view as material, or may have been made for purposes of allocating contractual risk among the parties rather than establishing matters as facts. Investors should not view the representations, warranties, and covenants in the agreements (or any description thereof) as disclosures with respect to the actual state of facts concerning the business, operations, or condition of any of the parties to the agreements (or their subsidiaries) and should not rely on them as such. In addition, information in any such representations, warranties, or covenants may change after the dates covered by such provisions, which subsequent information may or may not be fully reflected in the public disclosures of the parties. In any event, investors should read the agreements together with the other information concerning AutoNation, Inc. contained in reports and statements that we file with the SEC.

Exhibit No.	Description
4.1	Supplemental Indenture, dated as of April 14, 2010, amending the 2006 Indenture to eliminate most of the restrictive covenants and certain events of default and to shorten the notice periods required to undertake an optional redemption under the 2006 Indenture (incorporated by reference to Exhibit 4.3 to our Current Report on Form 8-K filed on April 15, 2010)
4.2	Indenture, dated as of April 14, 2010 (the 2010 Indenture), among AutoNation, Inc. and Wells Fargo Bank, National Association (incorporated by reference to Exhibit 4.1 to our Current Report on Form 8-K filed on April 15, 2010)
4.3	Supplemental Indenture, dated as of April 14, 2010, amending the 2010 Indenture to set forth the terms of our 6.75% Senior Notes due 2018 (incorporated by reference to Exhibit 4.2 to our Current Report on Form 8-K filed on April 15, 2010)
10.1§	Fourth Amendment, dated as of April 14, 2010, to our Credit Agreement, dated as of July 14, 2005, amending and restating our Credit Agreement
10.2	Toyota Letter Amendment, dated April 23, 2010, among AutoNation, Inc., Toyota Motor Sales, U.S.A., Inc., ESL Investments, Inc., and certain investment affiliates of ESL Investments, Inc. (incorporated by reference to Exhibit 10.4 filed with the Quarterly Report on Form 10-Q filed by AutoNation, Inc. with the Securities and Exchange Commission on April 23, 2010)
10.3*	Form of Waiver, dated as of May 19, 2010, relating to AutoNation, Inc. Non-Employee Director Stock Option Plans, executed by each of our non-employee directors
10.4*	Employment Agreement, dated as of July 20, 2010, by and between AutoNation, Inc. and Michael J. Jackson, Chairman and Chief Executive Officer
10.5*	Employment Agreement, dated as of July 20, 2010, by and between AutoNation, Inc. and Michael E. Maroone, President and Chief Operating Officer
31.1	Certification of Chief Executive Officer Pursuant to Rule 13a-14(a) of the Exchange Act
31.2	Certification of Chief Financial Officer Pursuant to Rule 13a-14(a) of the Exchange Act
32.1	Certification of Chief Executive Officer Pursuant to Rule 13a-14(b) of the Exchange Act and 18 U.S.C. Section 1350
32.2	Certification of Chief Financial Officer Pursuant to Rule 13a-14(b) of the Exchange Act and 18 U.S.C. Section 1350

101.INS - XBRL Instance Document
101.SCH - XBRL Taxonomy Extension Schema Document
101.CAL - XBRL Taxonomy Extension Calculation Linkbase Document
101.DEF - XBRL Taxonomy Extension Definition Linkbase Document
101.LAB - XBRL Taxonomy Extension Label Linkbase Document
101.PRE - XBRL Taxonomy Extension Presentation Linkbase Document

§ Portions of the schedules and exhibits to this exhibit have been omitted and filed separately with the Securities and Exchange Commission pursuant to a request for confidential treatment under Rule 24b-2 of the Securities and Exchange Act of 1934.

* Management contract or compensatory plan or arrangement.

Previously filed.

Previously furnished.

- Pursuant to Rule 406T of Regulation S-T, these interactive data files are deemed not filed or part of a registration statement or prospectus for purposes of Sections 11 or 12 of the Securities Act of 1933, are deemed not filed for purposes of Section 18 of the Securities Exchange Act of 1934 and otherwise are not subject to liability under those sections.

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 thereunto duly authorized.

AUTONATION, INC.

Date: August 9, 2010

By: /s/ Michael J. Stephan
Michael J. Stephan
Vice President Corporate Controller

(Duly Authorized Officer and
Principal Accounting Officer)

EXHIBIT INDEX

Exhibit No. Description

4.1	Supplemental Indenture, dated as of April 14, 2010, amending the 2006 Indenture to eliminate most of the restrictive covenants and certain events of default and to shorten the notice periods required to undertake an optional redemption under the 2006 Indenture (incorporated by reference to Exhibit 4.3 to our Current Report on Form 8-K filed on April 15, 2010)
4.2	Indenture, dated as of April 14, 2010 (the 2010 Indenture), among AutoNation, Inc. and Wells Fargo Bank, National Association (incorporated by reference to Exhibit 4.1 to our Current Report on Form 8-K filed on April 15, 2010)
4.3	Supplemental Indenture, dated as of April 14, 2010, amending the 2010 Indenture to set forth the terms of our 6.75% Senior Notes due 2018 (incorporated by reference to Exhibit 4.2 to our Current Report on Form 8-K filed on April 15, 2010)
10.1§	Fourth Amendment, dated as of April 14, 2010, to our Credit Agreement, dated as of July 14, 2005, amending and restating our Credit Agreement
10.2	Toyota Letter Amendment, dated April 23, 2010, among AutoNation, Inc., Toyota Motor Sales, U.S.A., Inc., ESL Investments, Inc., and certain investment affiliates of ESL Investments, Inc. (incorporated by reference to Exhibit 10.4 filed with the Quarterly Report on Form 10-Q filed by AutoNation, Inc. with the Securities and Exchange Commission on April 23, 2010)
10.3*	Form of Waiver, dated as of May 19, 2010, relating to AutoNation, Inc. Non-Employee Director Stock Option Plans, executed by each of our non-employee directors
10.4*	Employment Agreement, dated as of July 20, 2010, by and between AutoNation, Inc. and Michael J. Jackson, Chairman and Chief Executive Officer
10.5*	Employment Agreement, dated as of July 20, 2010, by and between AutoNation, Inc. and Michael E. Maroone, President and Chief Operating Officer
31.1	Certification of Chief Executive Officer Pursuant to Rule 13a-14(a) of the Exchange Act
31.2	Certification of Chief Financial Officer Pursuant to Rule 13a-14(a) of the Exchange Act
32.1	Certification of Chief Executive Officer Pursuant to Rule 13a-14(b) of the Exchange Act and 18 U.S.C. Section 1350
32.2	Certification of Chief Financial Officer Pursuant to Rule 13a-14(b) of the Exchange Act and 18 U.S.C. Section 1350
101.INS	- XBRL Instance Document
101.SCH	- XBRL Taxonomy Extension Schema Document
101.CAL	- XBRL Taxonomy Extension Calculation Linkbase Document
101.DEF	- XBRL Taxonomy Extension Definition Linkbase Document
101.LAB	- XBRL Taxonomy Extension Label Linkbase Document
101.PRE	- XBRL Taxonomy Extension Presentation Linkbase Document

§ Portions of the schedules and exhibits to this exhibit have been omitted and filed separately with the Securities and Exchange Commission pursuant to a request for confidential treatment under Rule 24b-2 of the Securities and Exchange Act of 1934.

* Management contract or compensatory plan or arrangement.

Previously filed.

Previously furnished.

- Pursuant to Rule 406T of Regulation S-T, these interactive data files are deemed not filed or part of a registration statement or prospectus for purposes of Sections 11 or 12 of the Securities Act of 1933, are deemed not filed for purposes of Section 18 of the Securities Exchange Act of 1934 and otherwise are not subject to liability under those sections.