

Pereira Lincoln
Form 3
March 08, 2013

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 * | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| Â Pereira Lincoln | | (Month/Day/Year) | GROUP 1 AUTOMOTIVE INC [GPI] | |
| (Last) | (First) | (Middle) | 4. Relationship of Reporting Person(s) to Issuer | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| | | 02/28/2013 | | |
| 800 GESSNER,Â SUITE 500 | | | (Check all applicable) | |
| (Street) | | | <input checked="" type="checkbox"/> Director | <input type="checkbox"/> 10% Owner |
| HOUSTON,Â TXÂ 77024 | | | <input type="checkbox"/> Officer | <input type="checkbox"/> Other |
| (City) | (State) | (Zip) | (give title below) | (specify below) |
| | | | | 6. Individual or Joint/Group Filing(Check Applicable Line) |
| | | | | <input checked="" type="checkbox"/> Form filed by One Reporting Person |
| | | | | <input type="checkbox"/> Form filed by More than One Reporting Person |

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---------------------------------|---|--|---|
| Common Stock | 361,646 ⁽¹⁾ | D | Â |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. SEC 1473 (7-02)

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) or Indirect | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|--|--|---|--|--|---|
| | Date Exercisable | Expiration Date | Title | Amount or Number of | |

Shares (I)
(Instr. 5)

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 03/08/2013

__Signature of Reporting Person Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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).

(1) These shares were acquired as consideration pursuant to a Share Purchase Agreement dated effective January 24, 2013, and as amended February 27, 2013, by and between Group 1 Automotive, Inc. (the "Issuer"), the Reporting Person (individually, a "Shareholder", and together with the other shareholders of UAB Motors Participa??es, S.A., the "Shareholders"), and UAB Motors Participa??es, S.A., as Intervening and Consenting Party. Of the 361,646 shares issued to the Reporting Person, 131,289 shares are being held in escrow pursuant to the terms of an Escrow Agreement dated as of February 28, 2013 (the "Closing Date"). Effective May 28, 2013, and subject to certain Purchase Price Adjustments (as defined in the Share Purchase Agreement), all or a portion of 17,477 of the shares held in escrow may be released to the Reporting Person (any of the 17,477 shares not released will be returned to the Issuer). The remaining 113,812 shares held in escrow will serve as a guarantee for the benefit of the Issuer in respect of indemnification obligations assumed by the Shareholders pursuant to the Share Purchase Agreement. Such shares will be released on the second (2nd), fourth (4th) and sixth (6th) anniversaries of the Closing Date (to the extent not retained for outstanding liability claims).

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Remarks:
ExhibitÂ ListÂ --Â ExhibitÂ 24Â --Â ConfirmingÂ Statement

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.