

LITHIA MOTORS INC  
Form S-8 POS  
May 29, 2001  
Filed with the Securities and Exchange Commission on May \_\_\_\_, 2001

Securities Act Registration No. 333-\_\_\_\_\_

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

**FORM S-8**  
Post Effective Amendment No. 1

REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933

**LITHIA MOTORS, INC.**  
(Exact name of registrant as specified in its charter)

**Oregon**  
(State of Incorporation)

**93-0572810**  
(I.R.S. Employer Identification No.)

**360 E. Jackson St., Medford, Oregon**  
(Address of Principal Executive Offices)

**97501**  
(Zip Code)

**1997 NON-DISCRETIONARY STOCK OPTION PLAN FOR NON-EMPLOYEE DIRECTORS**  
(Full title of the plan)

**Sidney B. DeBoer, Chief Executive Officer**  
**360 E. Jackson St.**  
**Medford, Oregon 97501**  
**(541) 776-6899**  
(Name, address and telephone number of agent for service)

Copies to:  
Kenneth E. Roberts, Esq.  
Foster Pepper & Shefelman LLP  
101 S.W. Main St., 15th Fl.  
Portland, Oregon 97204

The 1997 Non-Discretionary Stock Option Plan for Non-Employee Directors (the Plan ) of Lithia Motors, Inc. has been replaced by a new plan and the shareholders have approved the termination of this Plan. All options granted pursuant to this plan have fully vested in the participants and no additional grants will be made under this Plan. The purpose of this Post Effective Amendment No. 1 is to remove from registration the remaining 3,000 shares of Class A Common Stock previously registered under this Plan that remained unallocated upon termination of the Plan.

**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Amendment to the Registration Statement to be signed on its behalf by the undersigned, which has also been duly authorized, in the City of Medford, State of Oregon, on the 17<sup>th</sup> day of May 2001.

LITHIA MOTORS, INC.

By: /s/ Sidney B. DeBoer  
Sidney B. DeBoer,  
Chairman of the Board  
Chief Executive Officer

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed below by the following persons in the capacities and on the date indicated.

By: /s/ Sidney B. DeBoer

Date: May 17, 2001

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Sidney B. DeBoer  
Chief Executive Officer and  
Chairman of the Board of Directors

By: /s/ M.L. Dick Heimann Date: May 17, 2001  
M.L. Dick Heimann  
President, Chief Operating Officer, Director

By: /s/ R. Bradford Gray Date: May 17, 2001  
R. Bradford Gray  
Director

By: /s/ Thomas Becker Date: May 17, 2001  
Thomas Becker  
Director

By: /s/ William Young Date: May 17, 2001  
William Young  
Director

By: /s/ W. Douglas Moreland Date: May 17, 2001  
W. Douglas Moreland  
Director

By: /s/ Gerald F. Taylor Date: May 17, 2001  
Gerald F. Taylor  
Director

By: /s/ Jeffrey B. DeBoer Date: May 17, 2001  
Jeffrey B. DeBoer  
Senior Vice President, Chief Financial Officer  
(Chief Accounting and Financial Officer)