

PENSKE AUTOMOTIVE GROUP, INC.  
Form SC 13D/A  
February 05, 2010

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

**WASHINGTON, D.C. 20549**

**SCHEDULE 13D**

**Under the Securities Exchange Act of 1934**

**Amendment No. 6**

**PENSKE AUTOMOTIVE GROUP, INC.**

(Name of Issuer)

**Common Stock (Par Value \$0.0001 Per Share)**

(Title of Class of Securities)

**909440 10 9**

(CUSIP Number)

**Mr. Masaki Shimomura, General Manager**

**Retail Business Department**

**Second Motor Vehicles Division**

**Motor Business Unit**

**Mitsui & Co., Ltd.**

**2-1 Ohtemachi 1-Chome,**

**Chiyoda-Ku Tokyo, Japan**

**(Phone) + 81-3-3285-4323**

**Mr. Yuichiro Suzuki, General Manager**

**Motor Vehicles Department**

**Motor Vehicles Division**

**Mitsui & Co. (U.S.A.), Inc.**

**200 Park Avenue, New York, NY 10166**

**(Phone) 212-878-4316**

**(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)**

*Copy to:*

**William D. Regner**

**Debevoise & Plimpton LLP**

**919 Third Avenue**

**New York, NY 10022**

**(212) 909-6000**

**February 3, 2010**

**(Date of Event which Requires Filing of this Statement)**

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§ 240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box " ".

**Note:** Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Rule 13d-7 for other parties to whom copies are to be sent.

\* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page. The information required on the remainder of this cover page shall not be deemed to be filed for the purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the Exchange Act), or otherwise subject to the liabilities of that section of the Exchange Act but shall be subject to all other provisions of the Exchange Act (however, see the Notes).

(Continued on following pages)

Schedule 13D

CUSIP No. 909440 10 9

(1) Name of Reporting Person

Mitsui & Co., Ltd.

S.S. or I.R.S. Identification No. of Above Person

98-0110185

(2) Check the Appropriate Box if a Member of a Group

(a)  (b)

(3) SEC Use Only

(4) Source of Funds

WC

(5) Check if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e)

(6) Citizenship or Place of Organization

Japan

(7) Sole Voting Power

Number of

Shares  0  
(8) Shared Voting Power

Beneficially

Owned by  15,559,217  
Each (9) Sole Dispositive Power

Reporting

Person  0

With

**(10) Shared Dispositive Power**

15,559,217

**(11) Aggregate Amount Beneficially Owned by Each Reporting Person**

15,559,217 (1)

**(12) Check if the Aggregate Amount in Row (11) Excludes Certain Shares**

(1)

**(13) Percent of Class Represented by Amount in Row (11)**

17.0%<sup>1</sup>

**(14) Type of Reporting Person**

CO

- (1) To the extent that the parties to the Stockholders Agreement may be deemed to constitute a group within the meaning of Section 13(d) of the Exchange Act, and the Reporting Persons may be deemed to share beneficial ownership of the shares of Common Stock owned by the other stockholder parties to the Stockholders Agreement, the Reporting Persons expressly disclaim beneficial ownership of any shares of Common Stock held by such other parties.

<sup>1</sup> There were 91,529,000 shares of Common Stock issued and outstanding as of September 30, 2009 (as set forth in the Issuer's quarterly report on Form 10-Q for the quarterly period ended September 30, 2009).  $15,559,217/91,529,000 = 16.999\%$ , to be rounded to nearest 10<sup>th</sup>, per 13D instructions = 17.0% of the Issuer's Common Stock is held by Mitsui, in the aggregate.

CUSIP No. 909440 10 9

**(1) Name of Reporting Person**

Mitsui & Co. (U.S.A.), Inc.

**S.S. or I.R.S. Identification No. of Above Person**

13-2559853

**(2) Check the Appropriate Box if a Member of a Group**

(a)  (b)

**(3) SEC Use Only**

**(4) Source of Funds**

WC

**(5) Check if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e)**

**(6) Citizenship or Place of Organization**

New York

**Number of (7) Sole Voting Power**

Shares

Beneficially 0

**Owned by (8) Shared Voting Power**

Each

Reporting 15,559,217  
**(9) Sole Dispositive Power**

Person

With

0  
**(10) Shared Dispositive Power**

15,559,217

**(11) Aggregate Amount Beneficially Owned by Each Reporting Person**

15,559,217 (1)

**(12) Check if the Aggregate Amount in Row (11) Excludes Certain Shares**

(1)

**(13) Percent of Class Represented by Amount in Row (11)**

17.0%

**(14) Type of Reporting Person**

CO

- (1) To the extent that the parties to the Stockholders Agreement may be deemed to constitute a group within the meaning of Section 13(d) of the Exchange Act, and the Reporting Persons may be deemed to share beneficial ownership of the shares of Common Stock owned by the other stockholder parties to the Stockholders Agreement, the Reporting Persons expressly disclaim beneficial ownership of any shares of Common Stock held by such other parties.

This Amendment No. 6 amends and supplements the statement on Schedule 13D initially filed by the Reporting Persons on April 11, 2003, as amended by Amendment No. 1 filed on April 25, 2003, by Amendment No. 2 filed on February 17, 2004, by Amendment No. 3 filed on March 26, 2004, by Amendment No. 4 filed on January 27, 2006 and by Amendment No. 5 filed on September 18, 2006 (the Statement). Information reported in the Statement remains in effect except to the extent that it is amended, restated or superseded by information contained in this Amendment No. 6. Capitalized terms used and not defined in this Amendment No. 6 shall have the meanings set forth in the Statement.

**Item 2. Identity and Background**

Item 2 of the Statement is hereby amended and supplemented as follows:

Information with respect to the directors and executive officers of the Reporting Persons set forth in Annex A to the Statement is hereby amended and restated in its entirety as set forth in Annex A to this Amendment No. 6, and is incorporated herein by reference.

**Item 6. Contracts, Arrangements, Understandings or Relationships with Respect to Securities of the Issuer**

Item 6 of the Statement is hereby supplemented as follows:

Lock-Up Letter Agreement

On February 3, 2010, the Reporting Persons entered into a Lock-Up Letter Agreement (the Agreement) with Merrill Lynch, Pierce, Fenner & Smith Incorporated (Merrill Lynch) and J.P. Morgan Securities Inc. (J.P. Morgan) pursuant to which the Reporting Persons agreed, subject to the terms and conditions of the Agreement, not to transfer any shares of Common Stock during a period of 90 days (subject to extension as provided in the Agreement) from the date of a Secondary Stock Purchase Agreement to be entered into among Merrill Lynch, J.P. Morgan and certain selling stockholders named therein. Neither of the Reporting Persons is a selling stockholder under the Secondary Stock Purchase Agreement. The Lock-Up Letter Agreement is attached as Exhibit 19 hereto and is incorporated herein by reference.

**Item 7. Material to be Filed as Exhibits**

Exhibit 19 Lock-Up Letter Agreement, dated February 3, 2010, between the Reporting Persons, on the one hand, and Merrill Lynch and J.P. Morgan as representatives of the several underwriters to be named in the Secondary Stock Purchase Agreement, on the other hand.



SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this Statement is true, complete and correct.

Dated: February 3, 2010

MITSUI & CO., LTD.

By: /s/ Nozomu Harada  
Name: Nozomu Harada  
Title: General Manager  
Second Motor Vehicles Division

MITSUI & CO. (U.S.A.), INC.

By: /s/ Kunio Watanabe  
Name: Kunio Watanabe  
Title: Senior Vice President and Divisional  
Operating Officer

## ANNEX A

Unless otherwise indicated below, the business address of the directors and executive officers of Mitsui Japan is 2-1 Ohtemachi, 1-Chome, Chiyoda-Ku, Tokyo, Japan. The business address of the directors and executive officers of Mitsui USA is 200 Park Avenue, New York, NY 10166-0130. Each occupation set forth opposite such person's name refers to employment with the Reporting Persons. To the Reporting Persons knowledge, none of the directors or executive officers of Mitsui Japan nor the directors or executive officers of Mitsui USA has, during the last five years, been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors) or been a party to a civil proceeding of a judicial or administrative body of competent jurisdiction and as a result of such proceeding was or is subject to a judgment decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or a finding of any violation with respect to such laws. Unless otherwise indicated, each of the directors and executive officers of Mitsui Japan and Mitsui USA is a citizen of Japan. There are no controlling persons or executive officers or directors of other corporations or other persons ultimately in control of Mitsui Japan or Mitsui USA.

Directors and Executive Officers of Mitsui Japan

| Name                   | Occupation and<br>Business Address                             | Number of Shares of<br>Common Stock<br>Beneficially Owned |
|------------------------|--|---|
| Shoei Utsuda           | Chairman of the Board of Directors                             |   |
| Masami Iijima          | Representative Director, President and Chief Executive Officer |   |
| Ken Abe                | Representative Director, Executive Vice President              |   |
| Junichi Matsumoto      | Representative Director, Executive Vice President              |   |
| Norinao Iio            | Representative Director, Senior Executive Managing Officer     |   |
| Seiichi Tanaka         | Representative Director, Senior Executive Managing Officer     |   |
| Takao Omae             | Representative Director, Senior Executive Managing Officer     |   |
| Akishige Okada         | Director   |   |
| Nobuko Matsubara       | Director   |   |
| Ikujiro Nonaka         | Director   |   |
| Hiroshi Hirabayashi    | Director   |   |
| Toshimasa Furukawa (1) | Executive Vice President                                       |   |
| Koji Nakamura (2)      | Senior Executive Managing Officer                              |   |
| Masaaki Fujita (3)     | Senior Executive Managing Officer                              |   |
| Shinjiro Ogawa (4)     | Executive Managing Officer                                     |   |
| Kiyotaka Watanabe (5)  | Executive Managing Officer                                     |   |
| Junichi Mizonoue (6)   | Executive Managing Officer                                     |   |
| Hideyo Hayakawa        | Executive Managing Officer                                     |   |
| Osamu Koyama           | Executive Managing Officer                                     |   |

|                      |                            |
|----------------------|----------------------------|
| Shigeru Hanagata (7) | Executive Managing Officer |
| Masayoshi Komai      | Executive Managing Officer |
| Yoshinori Setoyama   | Executive Managing Officer |
| Masahiko Okamura (8) | Executive Managing Officer |
| Masaaki Iida         | Executive Managing Officer |

Location:

- (1) 16 Raffles Quay, #17-00 Hong Leong Bldg., Singapore 048581
- (2) 24 King William Street, London EC4R 9AJ United Kingdom
- (3) 200 Park Avenue, New York, New York 10166-0130, USA
- (4) 34th Fl., CWTC TOWER, 1 Jianguomenwai Avenue Beijing, 100004 China
- (5) Hakata Mitsui Bldg. No. 2 1-35, Tenyamachi Hakata-ku, Fukuoka 812-0025, Japan
- (6) 15th & 16th Floor, Sathorn City Tower, 175 South Sathorn Road, Tungmahamek Sathorn Bangkok 10120, Thailand
- (7) 16-21, Meieki Minami 1-chome, Nakamura-ku Nagoya, 450-0003, Japan
- (8) 3-33, Nakanoshima 2-chome Kita-ku, Osaka, 530-0005, Japan  
Others: 2-1 Ohtemachi, 1-Chome, Chiyoda-Ku, Tokyo, Japan

Directors and Executive Officers of Mitsui USA

| Name                    | Occupation and<br>Business Address (1)                           | Number of Shares of<br>Common Stock<br>Beneficially Owned |
|-------------------------|--|---|
| Ken Abe (2)             | Director   |   |
| Masaaki Fujita          | President, Chief Executive Officer and Director                  |   |
| Motomu Takahashi        | Executive Vice President and Director                            |   |
| Katsumi Ogawa           | Executive Vice President and Director                            |   |
| Itaru Nishimura         | Senior Vice President, Chief Administrative Officer and Director |   |
| Toshio Mukai            | Senior Vice President, Chief Financial Officer and Director      |   |
| Michael H. Voss (3) (4) | Executive Vice President   |   |
| Yoneji Ishikawa         | Senior Vice President and Chief Compliance Officer               |   |
| Makoto Koto             | Senior Vice President and Chief Human Resources Officer          |   |

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|                 |                       |
|-----------------|-----------------------|
| Shuichi Yoshida | Senior Vice President |
| Katsunori Aikyo | Senior Vice President |
| Haruo Kumo      | Senior Vice President |
| Yasushi Hata    | Senior Vice President |
| Tadasu Kozuka   | Senior Vice President |
| Kunio Watanabe  | Senior Vice President |
| Susumu Katagiri | Senior Vice President |
| Katsunori Mori  | Senior Vice President |
| Kazuo Sato      | Senior Vice President |
| Masumi Muroi    | Senior Vice President |
| Yuichi Takano   | Corporate Secretary   |

- (1) The business address for all persons listed is 200 Park Avenue, New York, New York 10166-0130, USA, except for Mr. Abe and Mr. Voss, whose business addresses are listed in footnotes (2) and (3), respectively, below.
- (2) Business address is 2-1 Ohtemachi, 1-Chome, Chiyoda-Ku, Tokyo, Japan.
- (3) Business address is 601 South Figueroa Street, Suite 1900, Los Angeles, California 90017-5723, USA.
- (4) Citizen of USA.