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GROUP 1 AUTOMOTIVE INC
Form 8-K
December 13, 2002

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM 8-K

CURRENT REPORT PURSUANT
TO SECTION 13 OR 15(d) OF THE
SECURITIES EXCHANGE ACT OF 1934

Date of Report (Date of earliest event reported): DECEMBER 12, 2002

GROUP 1 AUTOMOTIVE, INC.
(Exact name of registrant as specified in its charter)

DELAWARE	001-13461	76-0506313
(State or other jurisdiction of incorporation)	(Commission File Number)	(I.R.S. Employer Identification No.)

950 ECHO LANE, SUITE 100	
HOUSTON, TEXAS	77024
(Address of principal executive offices)	(Zip code)

Registrant's telephone number, including area code: (713) 647-5700

ITEM 7. FINANCIAL STATEMENTS AND EXHIBITS

(c) Exhibits

- 99.1 Press Release of Group 1 Automotive, Inc. dated as of
December 12, 2002, announcing revised earnings guidance.

ITEM 9. REGULATION FD DISCLOSURE

On December 12, 2002, Group 1 Automotive, Inc., a Delaware corporation, issued a press release announcing revised 2002 and 2003 earnings guidance. A copy of the press release is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

In accordance with General Instruction B.2. of Form 8-K, the information contained in such press release shall not be deemed "filed" for

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purposes of Section 18 of the Securities Exchange Act of 1934, nor shall it be deemed incorporated by reference in any filing under the Securities Act of 1933, except as shall be expressly set forth by specific reference in such a filing.

SIGNATURES

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.

Group 1 Automotive, Inc.

December 13, 2002

By: /s/ Scott L. Thompson

Date

Scott L. Thompson
Executive Vice President,
Chief Financial Officer and
Treasurer

INDEX TO EXHIBITS

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