

AUTONATION, INC.  
Form S-8 POS  
May 06, 2014

As filed with the Securities and Exchange Commission on May 6, 2014

Registration No. 333-143250

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

**POST-EFFECTIVE AMENDMENT NO. 1**

**to**

**FORM S-8**

**REGISTRATION STATEMENT**

*UNDER*

*THE SECURITIES ACT OF 1933*

**AutoNation, Inc.**

*(Exact Name of Registrant as specified in its charter)*

**Delaware**  
(State or other jurisdiction of

**73-1105145**  
(I.R.S. Employer

incorporation or organization)

Identification No.)

**200 SW 1st Ave**

**Fort Lauderdale, Florida**

**33301**

(Address of principal executive offices)

(Zip Code)

**2007 NON-EMPLOYEE DIRECTOR STOCK OPTION PLAN**

(Full title of the plan)

**Jonathan P. Ferrando**

**Executive Vice President General Counsel, Corporate Development and Human Resources**

**200 SW 1st Ave**

**Fort Lauderdale, Florida 33301**

(Name and address of agent for service)

**954-769-6000**

(Telephone number, including area code, of agent for service)

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 | <input checked="" type="checkbox"/> | Accelerated filer         | <input type="checkbox"/> |
| Non-accelerated filer   | <input type="checkbox"/>            | Smaller reporting company | <input type="checkbox"/> |

(Do not check if a smaller reporting company)

DEREGISTRATION OF SECURITIES

This Post-Effective Amendment No. 1 to the Registration Statement on Form S-8 filed by AutoNation, Inc. (the Company ) on May 25, 2007 (File No. 333-143250) (the Registration Statement ) is being filed for the purpose of deregistering 838,232 unissued shares of the Company s common stock that were originally registered for issuance and remained available under the 2007 Non-Employee Director Stock Option Plan (the Plan ).

The Company hereby deregisters 838,232 shares of the Company s common stock, which represent the shares that remained unissued and available under 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 Post-Effective Amendment No. 1 to Registration Statement on Form S-8 to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Fort Lauderdale, State of Florida, on May 6, 2014.

AutoNation, Inc.

By: /s/ MICHAEL J. JACKSON

Name: Michael J. Jackson

Title: Chairman of the Board and Chief

Executive Officer

Pursuant to the requirements of the Securities Act of 1933, this Post-Effective Amendment No. 1 to Registration Statement on Form S-8 has been signed by the following persons in the capacities and on the date indicated.

| Signature   | Title  | Date        |
|---|--|-------------|
| /s/ MICHAEL J. JACKSON<br><b>Michael J. Jackson</b> | Chairman of the Board and Chief Executive Officer<br>(Principal Executive Officer) | May 6, 2014 |
| /s/ CHERYL SCULLY<br><b>Cheryl Scully</b>           | Executive Vice President and Chief Financial Officer (Principal Financial Officer) | May 6, 2014 |
| /s/ MICHAEL J. STEPHAN<br><b>Michael J. Stephan</b> | Vice President – Corporate Controller<br>(Principal Accounting Officer)            | May 6, 2014 |
| /s/ ROBERT J. BROWN<br><b>Robert J. Brown</b>       | Director   | May 6, 2014 |
| /s/ RICK L. BURDICK<br><b>Rick L. Burdick</b>       | Director   | May 6, 2014 |
| /s/ DAVID B. EDELSON<br><b>David B. Edelson</b>     | Director   | May 6, 2014 |
| /s/ ROBERT R. GRUSKY<br><b>Robert R. Grusky</b>     | Director   | May 6, 2014 |

**Robert R. Grusky**

/s/ MICHAEL LARSON Director May 6, 2014

**Michael Larson**

/s/ MICHAEL E. MAROONE Director May 6, 2014

**Michael E. Maroone**

/s/ CARLOS A. MIGOYA Director May 6, 2014

**Carlos A. Migoya**

/s/ G. MIKE MIKAN Director May 6, 2014

**G. Mike Mikan**