
**UNITED STATES
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): May 30, 2018

LKQ CORPORATION

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

**500 West Madison Street, Suite 2800
Chicago, IL**

(Address of principal executive offices)

000-50404

(Commission
File Number)

36-4215970

(IRS Employer
Identification No.)

60661

(Zip Code)

Registrant's telephone number, including area code: (312) 621-1950

N/A

(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Indicate by check mark whether the Registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the Registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 8.01 Other Events.

LKQ Corporation (the “Company”) expects to close in the near future its previously announced business combination transaction in which the Company will issue 8,055,569 shares of its common stock in partial consideration for the acquisition of Stahlgruber GmbH (“Stahlgruber”). Stahlgruber is a leading European wholesale distributor of aftermarket spare parts for passenger cars, tools, capital equipment and accessories with operations primarily in Germany and in several other European countries. A copy of the opinion of Victor M. Casini, the Company’s General Counsel, relating to such shares is filed as Exhibit 5.1 to this Current Report and is incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

Exhibit Number	Description of Exhibit
5.1	Opinion of Victor M. Casini dated May 30, 2018.

SIGNATURE

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 hereunto duly authorized.

Dated: May 30, 2018

LKQ CORPORATION

By: /s/ Victor M. Casini

Victor M. Casini

Senior Vice President and General Counsel

May 30, 2018

LKQ Corporation
500 West Madison Street
Suite 2800
Chicago, IL 60661

Re: Registration Statement on Form S-4

Ladies and Gentlemen:

I have acted as securities counsel to LKQ Corporation, a Delaware corporation (the "Company"), in connection with the preparation and filing with the Securities and Exchange Commission (the "Commission") under the Securities Act of 1933, as amended (the "Act"), of registration statements on Form S-4, as filed by the Company with the Commission on or about May 9, 2006 and July 1, 2009, as amended from time to time (the "Registration Statements"), relating to the registration of a total of 20,000,000 shares of common stock, \$.01 par value per share, which may be offered or sold from time to time in connection with the acquisition by the Company of other businesses, assets, properties, or securities in business combination transactions in accordance with Rule 415(a)(1)(viii) of Regulation C under the Act or otherwise under Rule 415, of which 19,310,345 remain unsold as of the date hereof, including 8,055,569 shares (the "Company Shares") to be issued in partial consideration for the acquisition of Stahlgruber GmbH upon the closing of that acquisition.

For the purpose of this opinion, I have examined originals, or copies certified or otherwise identified to my satisfaction, of only the following documents: (a) Restated Certificate of Incorporation and all Certificates of Amendment of the Company filed with the Secretary of State of the State of Delaware through the date of this opinion (collectively, the "Certificate of Incorporation"), (b) the bylaws of the Company, as amended, (c) pertinent resolutions of the Board of Directors and committees thereof of the Company, (d) a certificate or certificates of the Secretary of State of the State of Delaware, (e) certificates or letters of the Company and others, and (f) such other documents as I have deemed necessary as a basis for the opinion set forth herein. As to questions of fact material to this opinion, I have relied, to the extent I deemed such reliance appropriate, without investigation, on the documents referred to above.

In connection with this opinion, I have assumed that (i) all information contained in all documents reviewed by me is true and correct; (ii) all signatures on all documents examined by me are genuine;

(iii) all documents submitted to me as originals are authentic and all documents submitted to me as copies conform to the originals of those documents; (iv) each natural person signing any document reviewed by me had the legal capacity to do so; (v) each person signing in a representative capacity any document reviewed by me had authority to sign in such capacity; and (vi) the sale and purchase agreement pursuant to which the Company Shares will be issued has been duly authorized and validly executed and delivered by the parties thereto other than the Company.

Based upon the foregoing, I am of the opinion that the Company Shares will, upon issuance in accordance with the terms of the sale and purchase agreement, constitute legally issued, fully paid, and nonassessable shares of common stock, \$.01 par value, of the Company.

The opinion and other matters in this letter are qualified in their entirety by, and subject to, the following:

- i. I express no opinion as to the laws of any jurisdiction other than the Included Laws. For purposes of this opinion, the term “Included Laws” means the General Corporation Law of the State of Delaware, any applicable provisions of the Constitution of the State of Delaware, and applicable judicial decisions. I do not express any opinions as to any other laws or the laws of any other jurisdiction.
- ii. This letter and the matters addressed herein are as of the date hereof, and I undertake no, and hereby disclaim any, obligation to advise you of any change in any matter set forth herein, whether based on a change in the law, a change in any fact relating to the Company or any other person or entity, including governmental authorities (each such person or entity being a “Person”), or any other circumstance. This opinion letter is limited to the matters expressly stated herein and no opinions are to be inferred or may be implied beyond the opinion expressly set forth herein.

I consent to the filing of this opinion with the Commission as an exhibit to the Company’s Current Report on Form 8-K filed on the date hereof in accordance with the requirements of Item 601(b)(5) of Regulation S-K under the Act, to the incorporation by reference of this opinion into the Registration Statements, and to the references made to me under the caption “Legal Matters” in the prospectus forming a part of the Registration Statements. In giving this consent, I do not admit that I am within the category of persons whose consent is required by Section 7 of the Act.

Very truly yours,

/s/Victor M. Casini

Victor M. Casini