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

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**FORM 8-K**

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**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 14, 2024**

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**Asbury Automotive Group, Inc.**

(Exact name of registrant as specified in its charter)

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**Delaware**

(State or other jurisdiction of incorporation)

**001-31262**

(Commission File Number)

**2905 Premiere Parkway NW Suite 300**

**Duluth, GA**

(Address of principal executive offices)

**01-0609375**

(IRS Employer Identification No.)

**30097**

(Zip Code)

**(770) 418-8200**

(Registrant's telephone number, including area code)

**None**

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

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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:

- 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))

Securities registered pursuant to Section 12(b) of the Act:

<b>Title of each class</b>	<b>Trading Symbol(s)</b>	<b>Name of each exchange on which registered</b>
Common stock, \$0.01 par value per share	ABG	New York Stock Exchange

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

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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.

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**Item 5.07 Submission of Matters to a Vote of Security Holders.**

On May 14, 2024, Asbury Automotive Group, Inc. (the "Company") held its 2024 annual meeting of stockholders. The Company's stockholders voted on the following three proposals as set forth below.

**Proposal 1**

The nine director nominees named in the Company's proxy statement were elected, each to hold office until the 2025 annual meeting of stockholders and until their successors are duly elected and qualified, based upon the following votes:

<b><u>NOMINEE</u></b>	<b><u>FOR</u></b>	<b><u>WITHHELD</u></b>	<b><u>BROKER NON-VOTES</u></b>
Thomas J. Reddin	18,701,448	287,701	575,357
Joel Alsfine	18,839,923	149,226	575,357
William D. Fay	18,858,669	130,480	575,357
David W. Hult	18,930,637	58,512	575,357
Juanita T. James	18,565,534	423,615	575,357
Philip F. Maritz	18,613,071	376,078	575,357
Maureen F. Morrison	18,855,061	134,088	575,357
Bridget Ryan-Berman	18,754,278	234,871	575,357
Hilliard C. Terry, III	18,850,377	138,772	575,357

**Proposal 2**

The proposal to approve an advisory resolution on the compensation of the Company's named executive officers was approved based on the following votes:

<b><u>FOR</u></b>	<b><u>AGAINST</u></b>	<b><u>ABSTAIN</u></b>	<b><u>BROKER NON-VOTES</u></b>
18,833,316	149,610	6,223	575,357

**Proposal 3**

The proposal to ratify the appointment of Ernst & Young LLP as the Company's independent registered public accounting firm for the year ending December 31, 2024 was approved based on the following votes:

<b><u>FOR</u></b>	<b><u>AGAINST</u></b>	<b><u>ABSTAIN</u></b>
19,463,132	97,574	3,800

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits.

The following exhibits are furnished as part of this report.

<b><u>Exhibit No.</u></b>	<b><u>Description</u></b>
104	Cover Page Interactive Data File (embedded within the Inline XBRL document)

**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.

Date: May 16, 2024

ASBURY AUTOMOTIVE GROUP, INC.

By: /s/ George A Villasana

**Name: George A. Villasana**

**Title: Senior Vice President, Chief Legal Officer & Secretary**