

OMB APPROVAL	
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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <u>Impactive Capital LP</u> <hr/> (Last) (First) (Middle) 450 WEST 14TH STREET, 12TH FLOOR <hr/> (Street) NEW YORK NY 10014 <hr/> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>ASBURY AUTOMOTIVE GROUP INC [ABG]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) 08/14/2024	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line) <input type="checkbox"/> Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person
Rule 10b5-1(c) Transaction Indication <input type="checkbox"/> Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.		

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock ⁽¹⁾	08/14/2024		S		8,353	D	\$225.6322	2,008,649	I	See Footnote ⁽²⁾
Common Stock ⁽¹⁾	08/15/2024		S		12,647	D	\$232.4954 ⁽³⁾	1,996,002	I	See Footnote ⁽²⁾

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date					

1. Name and Address of Reporting Person* <u>Impactive Capital LP</u> <hr/> (Last) (First) (Middle) 450 WEST 14TH STREET, 12TH FLOOR <hr/> (Street) NEW YORK NY 10014 <hr/> (City) (State) (Zip)
1. Name and Address of Reporting Person* <u>Impactive Capital LLC</u> <hr/> (Last) (First) (Middle) 450 WEST 14TH STREET, 12TH FLOOR <hr/> (Street) NEW YORK NY 10014 <hr/> (City) (State) (Zip)
1. Name and Address of Reporting Person*

[Asmar Christian](#)

(Last) (First) (Middle)
450 WEST 14TH STREET, 12TH FLOOR

(Street)
NEW YORK CITY NY 10014

(City) (State) (Zip)

1. Name and Address of Reporting Person*

[Wolfe Lauren Taylor](#)

(Last) (First) (Middle)
450 WEST 14TH STREET, 12TH FLOOR

(Street)
NEW YORK CITY NY 10014

(City) (State) (Zip)

Explanation of Responses:

1. This Form 4 is filed jointly by Impactive Capital LP ("Impactive Capital"), Impactive Capital LLC ("Impactive GP"), Christian Asmar and Lauren Taylor Wolfe (collectively, the "Reporting Persons"). Each of the Reporting Persons disclaims beneficial ownership of the securities reported herein except to the extent of her, his or its pecuniary interest therein.
2. The securities of Asbury Automotive Group, Inc. (the "Issuer") reported herein are held directly by certain funds and/or accounts (the "Impactive Funds"). Pursuant to an Investment Management Agreement, the Impactive Funds have delegated all voting and investment power over the securities directly held by the Impactive Funds and their general partners to Impactive Capital, which serves as the investment manager of the Impactive Funds. Impactive GP, as the general partner of Impactive Capital, and each of Mr. Asmar and Ms. Taylor Wolfe, as Managing Members of Impactive GP, may be deemed to exercise voting and investment power over such securities. The Impactive Funds specifically disclaim beneficial ownership of such securities by virtue of their inability to vote or dispose of such securities as a result of such delegation to Impactive Capital.
3. The price reported is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$232.3044 to \$232.5313 per share. The Reporting Persons undertake to provide to the Issuer, any security holder of the Issuer or the staff of the of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range.

[IMPACTIVE CAPITAL LP,](#)
[By: Impactive Capital LLC,](#)
[its general partner, By: /s/](#) [08/16/2024](#)
[Lauren Taylor Wolfe,](#)
[Managing Member](#)
[IMPACTIVE CAPITAL LLC,](#)
[By: /s/ Lauren Taylor Wolfe,](#) [08/16/2024](#)
[Managing Member](#)
[/s/ Christian Asmar](#) [08/16/2024](#)
[/s/ Lauren Taylor Wolfe](#) [08/16/2024](#)
** Signature of Reporting Person Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.