
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13D

Under the Securities Exchange Act of 1934

(Amendment No. 4)*

ASBURY AUTOMOTIVE GROUP INC

(Name of Issuer)

Common Stock, \$0.01 par value per share

(Title of Class of Securities)

043436104

(CUSIP Number)

CHRISTIAN ASMAR
IMPACTIVE CAPITAL LP, 450 West 14th Street, 12th Floor
New York, NY, 10014
212-218-8810

LAUREN TAYLOR WOLFE
IMPACTIVE CAPITAL LP, 450 West 14th Street, 12th Floor
New York, NY, 10014
212-218-8810

ANDREW FREEDMAN, ESQ.
OLSHAN FROME WOLOSKY LLP, 1325 Avenue of the Americas
New York, NY, 10019
212-451-2300

(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)

01/15/2025

(Date of Event Which Requires Filing of This Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§ 240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

SCHEDULE 13D

CUSIP No. 043436104

1 Name of reporting person
Impactive Capital LP
Check the appropriate box if a member of a Group (See Instructions)

2 (a)
 (b)

3 SEC use only
Source of funds (See Instructions)

4 AF
Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e)

5
Citizenship or place of organization

6 DELAWARE

7	Sole Voting Power	0.00
8	Shared Voting Power	1,492,232.00
9	Sole Dispositive Power	0.00
10	Shared Dispositive Power	1,492,232.00

11 Aggregate amount beneficially owned by each reporting person
1,492,232.00
Check if the aggregate amount in Row (11) excludes certain shares (See Instructions)

12
Percent of class represented by amount in Row (11)

13 7.6 %
Type of Reporting Person (See Instructions)

14 IA, PN

SCHEDULE 13D

CUSIP No. 043436104

1 Name of reporting person
Impactive Capital LLC

2 Check the appropriate box if a member of a Group (See Instructions)

(a)

(b)

3 SEC use only
Source of funds (See Instructions)

4 AF
Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e)

5
Citizenship or place of organization

6 DELAWARE

Sole Voting Power

7

0.00

Number of
Shares

Shared Voting Power

Beneficially 8

1,492,232.00

Owned by

Sole Dispositive Power

Each

9

0.00

Reporting

Person

Shared Dispositive Power

With:

10

1,492,232.00

Aggregate amount beneficially owned by each reporting person

11 1,492,232.00

Check if the aggregate amount in Row (11) excludes certain shares (See Instructions)

12
Percent of class represented by amount in Row (11)

13 7.6 %

Type of Reporting Person (See Instructions)

14 OO

SCHEDULE 13D

CUSIP No. 043436104

Name of reporting person

1 Wolfe Lauren Taylor

Check the appropriate box if a member of a Group (See Instructions)

2 (a)
 (b)

3 SEC use only
Source of funds (See Instructions)

4 AF
Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e)

5
Citizenship or place of organization

6 UNITED STATES

Number of 7 Sole Voting Power

Shares	
Beneficially	0.00
Owned by	Shared Voting Power
Each	8
Reporting	1,492,232.00
Person	Sole Dispositive Power
With:	9
	0.00
	Shared Dispositive Power
	10
	1,492,232.00
	Aggregate amount beneficially owned by each reporting person
11	1,492,232.00
	Check if the aggregate amount in Row (11) excludes certain shares (See Instructions)
12	<input type="checkbox"/>
	Percent of class represented by amount in Row (11)
13	7.6 %
	Type of Reporting Person (See Instructions)
14	IN

SCHEDULE 13D

CUSIP No. 043436104

1	Name of reporting person
	Asmar Christian
	Check the appropriate box if a member of a Group (See Instructions)
2	<input type="checkbox"/> (a)
	<input type="checkbox"/> (b)
3	SEC use only
4	Source of funds (See Instructions)
	AF
5	Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e)
	<input type="checkbox"/>
6	Citizenship or place of organization
	UNITED STATES
	Sole Voting Power
7	0.00
Number of	Shared Voting Power
Shares	8
Beneficially	1,492,232.00
Owned by	Sole Dispositive Power
Each	9
Reporting	0.00
Person	Shared Dispositive Power
With:	10
	1,492,232.00
11	Aggregate amount beneficially owned by each reporting person

1,492,232.00

Check if the aggregate amount in Row (11) excludes certain shares (See Instructions)

12



Percent of class represented by amount in Row (11)

13

7.6 %

Type of Reporting Person (See Instructions)

14

IN

SCHEDULE 13D

Item 1. Security and Issuer

Title of Class of Securities:

(a)

Common Stock, \$0.01 par value per share

Name of Issuer:

(b)

ASBURY AUTOMOTIVE GROUP INC

Address of Issuer's Principal Executive Offices:

(c)

2905 PREMIERE PARKWAY NW, SUITE 300, DULUTH, GEORGIA , 30097.

Item 2. Identity and Background

(b)

Item 2(b) is hereby amended and restated as follows: The principal business address of each of the Reporting Persons is 450 West 14th Street, 12th Floor, New York, New York 10014.

Item 3. Source and Amount of Funds or Other Consideration

Item 3 is hereby amended and restated as follows: The 1,492,232 Shares beneficially owned by the Impactive Funds were purchased with working capital (which may, at any given time, include margin loans made by brokerage firms in the ordinary course of business) in open market purchases. The aggregate purchase price of the 1,492,232 Shares beneficially owned by the Impactive Funds is approximately \$200,616,645, including brokerage commissions.

Item 4. Purpose of Transaction

Item 4 is hereby amended to add the following: The sales of the securities reported herein were undertaken for the purposes of effectuating a portfolio rebalancing and are not an indication of the Reporting Persons' view on the future prospects of the Issuer.

Item 5. Interest in Securities of the Issuer

Item 5(a) is hereby amended and restated as follows: The aggregate percentage of Shares reported owned by each person named herein is based upon 19,587,459 Shares outstanding as of October 28, 2024, which is the total number of Shares outstanding as reported in the Issuer's Quarterly Report on Form 10-Q filed with the SEC on October 30, 2024. A. Impactive Capital As of the date hereof, Impactive Capital beneficially owned 1,492,232 Shares held by the Impactive Funds. Percentage: Approximately 7.6% B. Impactive Capital GP As the general partner of Impactive Capital, Impactive Capital GP may be deemed to beneficially own the 1,492,232 Shares held by the Impactive Funds. Percentage: Approximately 7.6% C. Ms. Taylor Wolfe and Mr. Asmar Each of Ms. Taylor Wolfe and Mr. Asmar, as Managing Members of Impactive Capital GP, may be deemed to beneficially own the 1,492,232 Shares held by the Impactive Funds. Percentage: Approximately 7.6%

(a)

Item 5(b) is hereby amended and restated as follows: A. Impactive Capital 1. Sole power to vote or direct vote: 0 2. Shared power to vote or direct vote: 1,492,232 3. Sole power to dispose or direct the disposition: 0 4. Shared power to dispose or direct the disposition: 1,492,232 B. Impactive Capital GP 1. Sole power to vote or direct vote: 0 2. Shared power to vote or direct vote: 1,492,232 3. Sole power to dispose or direct the disposition: 0 4. Shared power to dispose or direct the disposition: 1,492,232 C. Ms. Taylor Wolfe and Mr. Asmar 1. Sole power to vote or direct vote: 0 2. Shared power to vote or direct vote: 1,492,232 3. Sole power to dispose or direct the disposition: 0 4. Shared power to dispose or direct the disposition: 1,492,232

(b)

Item 5(c) is hereby amended and restated as follows: A. Impactive Capital The transactions in the Shares by Impactive Capital through the Impactive Funds during the past sixty days are set forth in Exhibit 1 and are incorporated herein by reference. B. Impactive Capital GP Impactive Capital GP has not entered into any transactions in the Shares during the past sixty days. The transactions in the Shares by Impactive Capital through the Impactive Funds during the past sixty days are set forth in Exhibit 1 and are incorporated herein by reference. C. Ms. Taylor Wolfe and Mr. Asmar Each of Ms. Taylor Wolfe and Mr. Asmar have not entered into any transactions in the Shares during the past sixty days. The transactions in the Shares by Impactive Capital through the Impactive Funds during the past sixty days are set forth in Exhibit 1 and are incorporated herein by reference.

(c)

Item 6. Contracts, Arrangements, Understandings or Relationships With Respect to Securities of the Issuer

Item 6 is hereby amended to add the following: As previously disclosed, Impactive Capital entered into certain cash-settled total return swap agreements with Morgan Stanley & Co. LLC as the counterparty (the "Swap Agreements"), which provided Impactive Capital with economic results that were comparable to the economic results of ownership but did not provide it with the power to vote or direct the voting or dispose of or direct the disposition of the Shares that were subject of the Swap Agreements. Impactive Capital has exited its swap position and is no longer a party to the Swap Agreements.

Item 7. Material to be Filed as Exhibits.

Item 7 is hereby amended to add the following exhibit: 1 - Transactions in Securities

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Impactive Capital LP

Signature: /s/ Lauren Taylor Wolfe

Name/Title: Lauren Taylor Wolfe, Managing Member of
Impactive Capital LLC, its General Partner

Date: 01/17/2025

Impactive Capital LLC

Signature: /s/ Lauren Taylor Wolfe

Name/Title: Lauren Taylor Wolfe, Managing Member

Date: 01/17/2025

Wolfe Lauren Taylor

Signature: /s/ Lauren Taylor Wolfe

Name/Title: Lauren Taylor Wolfe

Date: 01/17/2025

Asmar Christian

Signature: /s/ Christian Asmar

Name/Title: Christian Asmar

Date: 01/17/2025

Transactions in the Shares of the Issuer by the Reporting Persons During the Last Sixty (60) Days

The following tables set forth all transactions in the Shares effected in the past sixty days by the Reporting Persons. Except as noted below, all such transactions were effected in the open market through brokers and the price per share excludes commissions. Where a price range is provided in the column Price Range (\$), the price reported in that row's Price Per Share (\$) column is a weighted average price. The Shares in this column were purchased in multiple transactions at prices between the price ranges indicated in the Price Range (\$) column. The Reporting Persons undertake to provide to the staff of the SEC, upon request, full information regarding the number of Shares purchased at each separate price.

Impactive Capital

<u>Trade Date</u>	<u>Shares Purchased (Sold)</u>	<u>Price Per Share (\$)</u>	<u>Price Range (\$)</u>
11/25/2024	(2,415)	274.05	
11/27/2024	(32,585)	261.78	
01/15/2025	(55,572)	250.76	
01/16/2025	(143,210)	245.61	245.09-245.99
01/17/2025	(65,796)	245.29	