

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 17, 2002

Asbury Automotive Group, INC.  
(Exact Name of Registrant as Specified in its Charter)

Delaware	5511	58-2241119
(State or Other	(Primary Standard Industrial	(IRS Employer
Jurisdiction of Identification	Classification Code Number)	Number)
Incorporation)		

3 Landmark Square  
Suite 500  
Stamford, CT 06901  
(Address of Principal Executive Office)

Registrant's telephone number, including area code: (203) 356-4400

ITEM 5. OTHER EVENTS.

On May 17, 2002, Asbury Automotive Group, Inc. issued a press release announcing a proposed private placement of \$200 million principal amount of Senior Subordinated Notes. The press release is attached hereto as Exhibit 99.1 and is incorporated in its entirety herein by reference.

ITEM 7. FINANCIAL STATEMENTS AND EXHIBITS

(c) Exhibits

Exhibit No.	Description
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99.1	Press Release issued by Asbury Automotive Group, Inc. on May 17, 2002.

SIGNATURES

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.

Asbury Automotive Group, Inc.

By: /s/ Thomas F. Gilman

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Name: Thomas F. Gilman

Title: Chief Financial Officer

Date: May 17, 2002

EXHIBIT INDEX

Exhibit No. -----	Description -----
99.1	Press Release issued by Asbury Automotive Group, Inc. on May 17, 2002.

Asbury Automotive Group, Inc. announces a proposed private placement of \$200 million in Senior Subordinated Notes

May 17, 2002--Asbury Automotive Group, Inc. (NYSE: ABG) today announced that it proposes to offer \$200 million principal amount of Senior Subordinated Notes due 2012 in a private placement. Asbury intends to use the net proceeds of the issuance to repay indebtedness under its credit facility.

The notes will be offered to qualified institutional buyers in reliance on Rule 144A under the Securities Act of 1933. The notes will not be registered under the Securities Act. Unless so registered, the notes may not be offered or sold in the United States except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act and applicable state securities laws. This press release shall not constitute an offer to sell or the solicitation of an offer to buy, nor shall there be any sale of the notes in any state in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such state.

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Asbury Automotive Group, Inc., headquartered in Stamford, Connecticut, is one of the largest automobile retailers in the U.S. The company offers customers a range of automotive products and services, including new and used vehicle sales and related financing and insurance, vehicle maintenance and repair services, replacement parts and service contracts.

Forward Looking Statements

This press release contains "forward-looking statements" as that term is defined in the Private Securities Litigation Reform Act of 1995. The forward-looking statements include statements relating to plans regarding the company's financial position, results of operations and business strategy. These statements are based on management's current expectations and involve significant risks and

uncertainties that may cause results to differ materially from those set forth in the statements. These risks and uncertainties include, among other things, market factors and general economic conditions. There can be no guarantees the company's plans will be successfully implemented or that they will prove to be commercially successful. We undertake no obligation to publicly update any forward-looking statement, whether as a result of new information, future events or otherwise.

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