

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
Washington, DC 20549

**FORM S-8**  
**REGISTRATION STATEMENT**  
*UNDER*  
**THE SECURITIES ACT OF 1933**

**ASBURY AUTOMOTIVE GROUP, INC.**  
(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction of  
incorporation or organization)

**58-2241119**  
(IRS Employer  
Identification No.)

**2905 Premiere Parkway NW, Suite 300**  
**Duluth, Georgia 30097**  
**(770) 418-8225**

(Address, including zip code and telephone number, including area code of Registrant's principal executive offices)

**Asbury Automotive Group, Inc.**  
**Amended and Restated 2002 Equity Incentive Plan**  
(Full title of the plan)

**Elizabeth B. Chandler, Esq.**  
**Vice President , General Counsel & Corporate Secretary**  
**Asbury Automotive Group, Inc.**  
**2905 Premiere Parkway NW, Suite 300**  
**Duluth, Georgia 30097**  
**(770) 418-8200**

(Name, address, including zip code, and telephone number, including area code, of agent for service)

*Copies To:*  
**Darlene Quashie, Esq.**  
**Asbury Automotive Group, Inc.**  
**2905 Premiere Parkway NW, Suite 300**  
**Duluth, Georgia 30097**  
**(770) 418-8200**

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer or a smaller reporting company. See definitions of "accelerated filer," "large accelerated filer" and "small reporting company" in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer ☐

Accelerated filer ☒

Non-accelerated filer ☐

Smaller reporting company ☐

**CALCULATION OF REGISTRATION FEE**

Title of Securities to be registered	Amount to be registered <sup>1</sup>	Proposed maximum offering price per share <sup>2</sup>	Proposed maximum aggregate offering price	Amount of registration fee
Common Stock, par value, \$.01 per share	2,575,000	\$11.46	\$29,509,500	\$2,104.03

- (1) Pursuant to Rule 416 under the Securities Act of 1933, as amended, this Registration Statement shall also cover additional shares of Common Stock which may become issuable by reason of any stock splits, stock dividends, recapitalizations or other similar transactions.
- (2) Estimated solely for the purpose of calculating the registration fee pursuant to Rule 457(c) and Rule 457(h)(1) of the Securities Act of 1933, as amended. Such price is based on the average of the high and low sales prices for the Registrant's common stock reported on the New York Stock Exchange on February 23, 2010.

## EXPLANATORY NOTE

This Registration Statement on Form S-8 has been filed for the purpose of registering an additional 2,575,000 shares of the common stock, par value \$.01 per share, of Asbury Automotive Group, Inc. (the "Company" or the "Registrant") to be issued pursuant to the Company's 2002 Equity Incentive Plan, as amended and restated (the "Plan"). The Company previously filed registration statements on Form S-8 on March 20, 2002 (File No. 333-84646) and May 21, 2003 (File No. 333-105450) to register an aggregate of 4,750,000 shares of the Company's common stock, par value \$.01 per share, to be issued under the Plan (collectively, the "Prior Registration Statements"). In accordance with General Instruction E of Form S-8, the Prior Registration Statements are incorporated by reference herein.

## PART II

### INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

#### Item 3. Incorporation of Documents by Reference.

The following documents heretofore filed by the Registrant with the Securities and Exchange Commission (the "Commission") are incorporated herein by this reference:

(a) the Registrant's Annual Report on Form 10-K for the year ended December 31, 2009 filed with the Commission on March 1, 2010; and

(b) the Registrant's Current Report on Form 8-K filed on February 23, 2010; and

(c) the description of Registrant's common stock contained in the Registrant's Registration Statement on Form S-1 (Reg. No. 333-65998) filed on February 22, 2002, and all amendments or reports filed for the purpose of updating such description.

All documents subsequently filed by the Registrant pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Act prior to the filing of a post-effective amendment which indicates that all the securities offered hereby have been sold or which deregisters all such securities then remaining unsold, shall be deemed to be incorporated by reference herein and to be a part hereof from the date of filing of such documents.

#### Item 8. Exhibits.

<u>Exhibit No.</u>	<u>Description</u>
4.1	Amended and Restated 2002 Equity Incentive Plan of Asbury Automotive Group, Inc. (incorporated by reference to Exhibit 10.1 to the Company's Current Report on Form 8-K filed with the SEC on May 4, 2009).
5.1	Opinion of Hill, Ward & Henderson, P.A., regarding the legality of the securities being registered.
23.1	Consent of Counsel (included in Exhibit 5.1).
23.2	Consent of Ernst & Young LLP, independent registered public accounting firm.
23.3	Consent of Deloitte & Touche LLP, independent registered public accounting firm.
24.1	Power of Attorney (included in signature page to this Registration Statement).

## SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in Duluth, Georgia, on this 1<sup>st</sup> day of March, 2010.

ASBURY AUTOMOTIVE GROUP, INC.

By: /s/ CHARLES R. OGLESBY  
Charles R. Oglesby  
President & Chief Executive Officer

We, the undersigned officers and directors of Asbury Automotive Group, Inc., and each of us, do hereby constitute and appoint each and any of Charles R. Oglesby and Craig T. Monaghan, our true and lawful attorney and agent, with full power of substitution and resubstitution, to do any and all acts and things in our name and behalf in any and all capacities, which attorney and agent may deem necessary or advisable to enable said corporation to comply with the Securities Act of 1933, as amended, and any rules, regulations, and requirements of the Securities and Exchange Commission, in connection with this Registration Statement, including specifically, but without limitation, power and authority to sign for us or any of us in our names in the capacities indicated below, any and all amendments, including post-effective amendments hereto; and we do hereby ratify and confirm all that said attorney and agent, or his substitute, shall do or cause to be done by virtue thereof.

Pursuant to the requirements of the Securities Act of 1933, as amended, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Charles R. Oglesby</u> (Charles R. Oglesby)	Chief Executive Officer, President and Director	March 1, 2010
<u>/s/ Craig T. Monaghan</u> (Craig T. Monaghan)	Senior Vice President and Chief Financial Officer	March 1, 2010
<u>/s/ Keith Style</u> (Keith Style)	Vice President, Finance	March 1, 2010
<u>/s/ Bryan Hanlon</u> (Bryan Hanlon)	Controller and Chief Accounting Officer	March 1, 2010
<u>/s/ Michael J. Durham</u> (Michael J. Durham)	Nonexecutive Chairman of the Board	March 1, 2010
<u>/s/ Janet M. Clarke</u> (Janet M. Clarke)	Director	March 1, 2010
<u>/s/ Dennis E. Clements</u> (Dennis E. Clements)	Director	March 1, 2010

<u>/s/ Thomas C. DeLoach, Jr.</u> (Thomas C. DeLoach, Jr.)	Director	March 1, 2010
<u>/s/ Juanita T. James</u> (Juanita T. James)	Director	March 1, 2010
<u>/s/ Vernon E. Jordan, Jr.</u> (Vernon E. Jordan, Jr.)	Director	March 1, 2010
<u>/s/ Eugene S. Katz</u> (Eugene S. Katz)	Director	March 1, 2010
<u>/s/ Philip F. Maritz</u> (Philip F. Maritz)	Director	March 1, 2010
<u>/s/ Jeffrey I. Wooley</u> (Jeffrey I. Wooley)	Director	March 1, 2010

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## EXHIBIT INDEX

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March 1, 2010

Asbury Automotive Group, Inc.  
2905 Premiere Parkway NW, Suite 300  
Duluth, GA 30097

Re: Registration Statement on Form S-8

Ladies and Gentlemen:

At your request, we are rendering this opinion in connection with the filing by Asbury Automotive Group, Inc., a Delaware corporation (the "Company"), of a Registration Statement on Form S-8 (the "Registration Statement") with the Securities and Exchange Commission covering the offering of up to an additional 2,575,000 shares of the Company's common stock, \$0.01 par value per share (the "Shares"), pursuant to the Company's Amended and Restated 2002 Equity Incentive Plan (the "Plan").

We have examined instruments, documents, records and certificates which we deemed relevant and necessary for the basis of our opinion hereinafter expressed, including without limitation, the Plan, the Registration Statement, and the Company's Restated Certificate of Incorporation and Amended and Restated Bylaws. In such examination, we have assumed (a) the authenticity of all documents submitted to us as originals and the genuineness of all signatures, (b) the conformity to the originals of all documents submitted to us as copies, and (c) the truth, accuracy, and completeness of the information, representations, and warranties contained in the instruments, documents, records and certificates we have reviewed.

Based on such examination, we are of the opinion that the additional 2,575,000 shares of Common Stock to be issued by the Company pursuant to the Plan are validly authorized shares of Common Stock and, when, and if, issued in accordance with the Plan and pursuant to the agreements which accompany each grant under the Plan, will be validly issued, fully paid and nonassessable.

We are admitted to practice in the State of Florida, and we express no opinion as to matters governed by any laws other than the laws of the State of Florida, the General Corporation Law of the State of Delaware and the federal laws of the United States of America. The reference and limitation to "General Corporation Law of the State of Delaware" includes the statutory provisions and all applicable provisions of the Delaware Constitution and reported judicial decisions interpreting these laws.

We hereby consent to the filing of this opinion as an exhibit to the Registration Statement and to the use of our name wherever it appears in the Registration Statement. In giving such consent, we do not thereby admit that we are in the category of persons whose consent is required under Section 7 of the Securities Act of 1933, as amended.

Very truly yours,

/s/ Hill Ward & Henderson P.A.

Hill, Ward & Henderson, P.A.

**Consent of Independent Registered Public Accounting Firm**

We consent to the incorporation by reference in the Registration Statement (Form S-8) pertaining to the 2002 Equity Incentive Plan of Asbury Automotive Group, Inc. of our reports dated March 1, 2010 with respect to the consolidated financial statements of Asbury Automotive Group, Inc. as of and for the year ended December 31, 2009 and the effectiveness of internal controls over financial reporting of Asbury Automotive Group, Inc. as of December 31, 2009, included in its Annual Report (Form 10-K) for the year ended December 31, 2009, filed with the Securities and Exchange Commission.

/s/ Ernst & Young LLP

Atlanta, Georgia  
March 1, 2010

## Consent of Independent Registered Public Accounting Firm

We consent to the incorporation by reference in this Registration Statement on Form S-8 of our report dated March 16, 2009 (March 1, 2010 as to the 2008 and 2007 retrospective adjustments relating to discontinued operations and the accounting for debt with conversion and other options discussed in Note 2), relating to the consolidated financial statements of Asbury Automotive Group, Inc., and subsidiaries (which report expresses an unqualified opinion and includes explanatory paragraphs relating to (1) the existence of substantial doubt about the Company's ability to continue as a going concern, (2) the adoption of accounting principles relating to the accounting for uncertainty in income taxes as of January 1, 2007, (3) the change in method of accounting for debt with conversion and other options and (4) the retrospective adjustments to the 2008 and 2007 consolidated financial statements relating to discontinued operations) appearing in the Annual Report on Form 10-K of Asbury Automotive Group, Inc. and subsidiaries for the year ended December 31, 2009.

/s/ DELOITTE & TOUCHE LLP

New York, New York

March 1, 2010