

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):
January 22, 2004

Asbury Automotive Group, Inc.

(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction of incorporation)

5511

01-0609375

(Commission File Number)

(IRS Employer Identification No.)

Three Landmark Square, Suite 500, Stamford, CT

06901

(Address of principal executive offices)

(Zip Code)

(203) 356-4400

(Registrant's telephone number, including area code)

None

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

Item 5. Other Events and Regulation FD Disclosure.

The registrant issued a press release on January 22, 2004 announcing that it has filed a registration statement with the Securities and Exchange Commission relating to a proposed secondary offering, which press release is attached hereto as Exhibit 99.1.

Item 7. Financial Statements and Exhibits.

(c) Exhibits

Exhibit No. Description

99.1 Press Release dated January 22, 2004.

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.

Date: January 22, 2004

By: /s/ Kenneth B. Gilman
Name: Kenneth B. Gilman
Title: President and
Chief Executive Officer

EXHIBIT INDEX

Exhibit No.	Description
99.1	Press Release dated January 22, 2004

Contact:
Stacey Yonkus
Director, Investor Relations
(203) 356-4424
investor@asburyauto.com

Asbury Automotive Group Announces
Secondary Offering of Common Stock

STAMFORD, Conn., January 22, 2004 -- Asbury Automotive Group, Inc. (NYSE: ABG) announced today that it has filed a registration statement with the Securities and Exchange Commission relating to a proposed secondary offering of 10,000,000 shares of its common stock. Asbury Automotive Holdings L.L.C., a controlled affiliate of Ripplewood Investments L.L.C., is offering approximately 7.1 million shares, with the remaining shares offered by certain other stockholders of the Company. The Company will receive no proceeds from this offering. Certain selling shareholders have also granted the underwriters an option to purchase up to 1,500,000 additional shares of common stock. A registration statement relating to these securities has been filed with the Securities and Exchange Commission, but has not yet become effective. These securities have not been sold nor may offers to buy be accepted prior to the time the registration statement becomes effective. 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 these securities 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.

About Asbury Automotive Group

Asbury Automotive Group, Inc., headquartered in Stamford, Connecticut, is one of the largest automobile retailers in the U.S., with 2002 revenues of \$4.5 billion. Built through a combination of organic growth and a series of strategic acquisitions, Asbury now operates through nine geographically concentrated, individually branded "platforms." These platforms currently operate 99 retail auto stores, encompassing 142 franchises for the sale and servicing of 35 different brands of American, European and Asian automobiles. Asbury believes that its product mix includes a higher proportion of luxury and mid-line import brands than most leading public U.S. automotive retailers. The Company offers customers an extensive 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. These statements involve a number of risks and uncertainties, including investor response to the proposed offering, the trading prices for the Company's common stock during the offering period, other conditions in the financial markets and customary closing conditions