

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13D/A

Under the Securities Exchange Act of 1934
(Amendment No. 3)*

Asbury Automotive Group, Inc.
(Name of Issuer)

Common Stock, par value \$0.01 per share
(Title of Class of Securities)

043436104
(CUSIP Number)

Eleazer Klein, Esq.
Schulte Roth & Zabel LLP
919 Third Avenue
New York, New York 10022
(212) 756-2000
(Name, Address and Telephone Number of Person
Authorized to Receive Notices and Communications)

July 27, 2015
(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 Rule 13d-1(e), Rule 13d-1(f) or Rule 13d-1(g), check the following box. ☐

(Page 1 of 12 Pages)

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

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).

1	NAME OF REPORTING PERSONS LIONEYE MASTER FUND LTD	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input type="checkbox"/> (b) <input type="checkbox"/>	
3	SEC USE ONLY	
4	SOURCE OF FUNDS WC	
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDING IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e) <input type="checkbox"/>	
6	CITIZENSHIP OR PLACE OF ORGANIZATION CAYMAN ISLANDS	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER 1,461,624
	8	SHARED VOTING POWER 0
	9	SOLE DISPOSITIVE POWER 1,461,624
	10	SHARED DISPOSITIVE POWER 0
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH PERSON 1,461,624	
12	CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES <input type="checkbox"/>	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) (see Item 5) 5.5%	
14	TYPE OF REPORTING PERSON CO	

1	NAME OF REPORTING PERSONS LIONEYE ONSHORE FUND LP	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input type="checkbox"/> (b) <input type="checkbox"/>	
3	SEC USE ONLY	
4	SOURCE OF FUNDS WC	
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDING IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e) <input type="checkbox"/>	
6	CITIZENSHIP OR PLACE OF ORGANIZATION DELAWARE	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER 138,350
	8	SHARED VOTING POWER 0
	9	SOLE DISPOSITIVE POWER 138,350
	10	SHARED DISPOSITIVE POWER 0
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH PERSON 138,350	
12	CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES <input type="checkbox"/>	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) (see Item 5) 0.5%	
14	TYPE OF REPORTING PERSON PN	

1	NAME OF REPORTING PERSONS LIONEYE ADVISORS LLC	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input type="checkbox"/> (b) <input type="checkbox"/>	
3	SEC USE ONLY	
4	SOURCE OF FUNDS AF	
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDING IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e) <input type="checkbox"/>	
6	CITIZENSHIP OR PLACE OF ORGANIZATION DELAWARE	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER 138,350
	8	SHARED VOTING POWER 0
	9	SOLE DISPOSITIVE POWER 138,350
	10	SHARED DISPOSITIVE POWER 0
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH PERSON 138,350	
12	CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES <input type="checkbox"/>	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) (see Item 5) 0.5%	
14	TYPE OF REPORTING PERSON OO	

1	NAME OF REPORTING PERSONS LIONEYE CAPITAL MANAGEMENT LLC	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input type="checkbox"/> (b) <input type="checkbox"/>	
3	SEC USE ONLY	
4	SOURCE OF FUNDS AF, OO	
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDING IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e) <input type="checkbox"/>	
6	CITIZENSHIP OR PLACE OF ORGANIZATION DELAWARE	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER 2,578,940
	8	SHARED VOTING POWER 0
	9	SOLE DISPOSITIVE POWER 2,578,940
	10	SHARED DISPOSITIVE POWER 0
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH PERSON 2,578,940	
12	CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES <input type="checkbox"/>	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) (see Item 5) 9.7%	
14	TYPE OF REPORTING PERSON OO	

1	NAME OF REPORTING PERSONS STEPHEN RANERI	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input type="checkbox"/> (b) <input type="checkbox"/>	
3	SEC USE ONLY	
4	SOURCE OF FUNDS AF	
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDING IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e) <input type="checkbox"/>	
6	CITIZENSHIP OR PLACE OF ORGANIZATION USA	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER 0
	8	SHARED VOTING POWER 2,578,940
	9	SOLE DISPOSITIVE POWER 0
	10	SHARED DISPOSITIVE POWER 2,578,940
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH PERSON 2,578,940	
12	CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES <input type="checkbox"/>	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) (see Item 5) 9.7%	
14	TYPE OF REPORTING PERSON IN	

1	NAME OF REPORTING PERSONS ARTHUR ROSEN	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input type="checkbox"/> (b) <input type="checkbox"/>	
3	SEC USE ONLY	
4	SOURCE OF FUNDS AF	
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDING IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e) <input type="checkbox"/>	
6	CITIZENSHIP OR PLACE OF ORGANIZATION USA	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER 0
	8	SHARED VOTING POWER 2,578,940
	9	SOLE DISPOSITIVE POWER 0
	10	SHARED DISPOSITIVE POWER 2,578,940
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH PERSON 2,578,940	
12	CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES <input type="checkbox"/>	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) (see Item 5) 9.7%	
14	TYPE OF REPORTING PERSON IN	

The following constitutes Amendment No. 3 to the Schedule 13D filed by the undersigned ("Amendment No. 3"). This Amendment No. 3 amends the Schedule 13D as specifically set forth herein.

Item 3. SOURCE AND AMOUNT OF FUNDS OR OTHER CONSIDERATION

Item 3 of the Schedule 13D is hereby amended and restated in its entirety as follows:

The Shares purchased by LionEye Master Fund and LionEye Onshore and held in the LionEye Capital Management Accounts 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, except as otherwise noted on Schedule A. The aggregate purchase price of the 1,461,624 Shares beneficially owned by LionEye Master Fund is approximately \$103,970,434, including brokerage commissions. The aggregate purchase price of the 138,350 Shares beneficially owned by LionEye Onshore is approximately \$10,026,878, including brokerage commissions. The aggregate purchase price of the 978,966 Shares held in the LionEye Capital Management Accounts is approximately \$66,338,784, including brokerage commissions.

Item 5. INTEREST IN SECURITIES OF THE ISSUER.

Items 5(a), (b) and (c) of the Schedule 13D are hereby amended and restated in their entirety as follows:

(a) The aggregate percentage of Shares reported owned by each person named herein is based upon 26,634,520 Shares outstanding as of July 22, 2015, which is the total number of Shares outstanding as reported in the Issuer's quarterly report on Form 10-Q for the quarterly period ended June 30, 2015 filed with the Securities and Exchange Commission on July 23, 2015.

- (i) LionEye Master Fund:
 - (a) As of the date hereof, LionEye Master Fund beneficially owned 1,461,624 Shares.
Percentage: Approximately 5.5%.
 - (b)
 - 1. Sole power to vote or direct vote: 1,461,624
 - 2. Shared power to vote or direct vote: 0
 - 3. Sole power to dispose or direct the disposition: 1,461,624
 - 4. Shared power to dispose or direct the disposition: 0
 - (c) The transactions in the Shares by LionEye Master Fund during the past 60 days are set forth in Schedule A and are incorporated herein by reference.
- (ii) LionEye Onshore:
 - (a) As of the date hereof, LionEye Onshore beneficially owned 138,350 Shares.
Percentage: Approximately 0.5%.
 - (b)
 - 1. Sole power to vote or direct vote: 138,350
 - 2. Shared power to vote or direct vote: 0
 - 3. Sole power to dispose or direct the disposition: 138,350
 - 4. Shared power to dispose or direct the disposition: 0
 - (c) The transactions in the Shares by LionEye Onshore during the past 60 days are set forth in Schedule A and are incorporated herein by reference.

- (iii) LionEye Advisors:
- (a) LionEye Advisors, as the general partner of LionEye Onshore, may be deemed the beneficial owner of the 138,350 Shares beneficially owned by LionEye Onshore.
Percentage: Approximately 0.5%.
- (b)
1. Sole power to vote or direct vote: 138,350
 2. Shared power to vote or direct vote: 0
 3. Sole power to dispose or direct the disposition: 138,350
 4. Shared power to dispose or direct the disposition: 0
- (c) LionEye Advisors has not entered into any transactions in the Shares during the past 60 days. The transactions in the Shares on behalf of LionEye Onshore during the past 60 days are set forth in Schedule A and are incorporated herein by reference.
- (iv) LionEye Capital Management:
- (a) As of the date hereof, 978,966 Shares were held in the LionEye Capital Management Accounts. LionEye Capital Management, as the investment manager of LionEye Master Fund, LionEye Onshore and the LionEye Capital Management Accounts, may be deemed the beneficial owner of the (i) 1,461,624 Shares beneficially owned by LionEye Master Fund, (ii) 138,350 Shares beneficially owned by LionEye Onshore and (iii) 978,966 Shares held in the LionEye Capital Management Accounts.
Percentage: Approximately 9.7%.
- (b)
1. Sole power to vote or direct vote: 2,578,940
 2. Shared power to vote or direct vote: 0
 3. Sole power to dispose or direct the disposition: 2,578,940
 4. Shared power to dispose or direct the disposition: 0
- (c) The transactions in the Shares by LionEye Capital Management through the LionEye Capital Management Accounts and on behalf of LionEye Master Fund and LionEye Onshore during the past 60 days are set forth in Schedule A and are incorporated herein by reference.
- (v) Messrs. Raneri and Rosen:
- (a) Each of Messrs. Raneri and Rosen, as a managing member of each of LionEye Capital Management and LionEye Advisors, may be deemed the beneficial owner of the (i) 1,461,624 Shares beneficially owned by LionEye Master Fund, (ii) 138,350 Shares beneficially owned by LionEye Onshore and (iii) 978,966 Shares held in the LionEye Capital Management Accounts.
Percentage: Approximately 9.7%.
- (b)
1. Sole power to vote or direct vote: 0
 2. Shared power to vote or direct vote: 2,578,940
 3. Sole power to dispose or direct the disposition: 0
 4. Shared power to dispose or direct the disposition: 2,578,940
- (c) None of Messrs. Raneri or Rosen has entered into any transactions in the Shares during the past 60 days. The transactions in the Shares on behalf of LionEye Master Fund, LionEye Onshore and through the LionEye Capital Management Accounts during the past 60 days are set forth in Schedule A and are incorporated herein by reference.

Each Reporting Person, as a member of a "group" with the other Reporting Persons for the purposes of Section 13(d)(3) of the Securities Exchange Act of 1934, as amended, may be deemed the beneficial owner of the Shares directly owned by the other Reporting Persons. Each Reporting Person disclaims beneficial ownership of such Shares except to the extent of his or its pecuniary interest therein.

SIGNATURES

After reasonable inquiry and to the best of its knowledge and belief, each of the undersigned certifies that the information set forth in this statement is true, complete and correct.

Date: July 29, 2015

LionEye Master Fund Ltd

By: /s/ Stephen Raneri
Name: Stephen Raneri
Title: Director

LionEye Onshore Fund LP

By: LionEye Advisors LLC, its General Partner

By: /s/ Stephen Raneri
Name: Stephen Raneri
Title: Managing Member

LionEye Advisors LLC

By: /s/ Stephen Raneri
Name: Stephen Raneri
Title: Managing Member

LionEye Capital Management LLC

By: /s/ Stephen Raneri
Name: Stephen Raneri
Title: Managing Member

/s/ Stephen Raneri
Stephen Raneri

/s/ Arthur Rosen
Arthur Rosen

SCHEDULE A**Transactions in the Shares**

This Schedule sets forth information with respect to each purchase and sale of the Shares that were effectuated during the past 60 days. Unless otherwise indicated, all transactions were effectuated in the open market through a broker and all prices include brokerage commissions.

<u>Nature of the Transaction</u>	<u>Securities Purchased/(Sold)</u>	<u>Price Per Share (\$)</u>	<u>Date of Purchase / Sale</u>
<u>LIONEYE MASTER FUND LTD</u>			
Purchase of Common Stock(1)	2,577	\$90.62000	7/1/2015
Purchase of Common Stock	59,957	\$92.52660	7/21/2015
Purchase of Common Stock	4,921	\$87.74410	7/22/2015
Purchase of Common Stock	14,700	\$83.80000	7/24/2015
Purchase of Common Stock	16,350	\$84.30320	7/24/2015
Purchase of Common Stock	30,885	\$84.62140	7/24/2015
Purchase of Common Stock	13,000	\$83.59560	7/27/2015
Purchase of Common Stock	45,300	\$83.50000	7/27/2015
Purchase of Common Stock	16,500	\$82.78790	7/28/2015
<u>LIONEYE ONSHORE FUND LP</u>			
Sale of Common Stock(1)	486	\$90.62000	7/1/2015
Purchase of Common Stock	11,549	\$92.52660	7/21/2015
Purchase of Common Stock	514	\$87.74410	7/22/2015
<u>LIONEYE CAPITAL MANAGEMENT LLC (Through the LionEye Capital Management Accounts)</u>			
Sale of Common Stock(1)	2,091	\$90.62000	7/1/2015
Purchase of Common Stock	28,494	\$92.52660	7/21/2015
Purchase of Common Stock	2,265	\$87.74410	7/22/2015

(1) Represents a cross trade of Shares to LionEye Master Fund Ltd from the LionEye Capital Management Accounts and LionEye Onshore Fund LP.