

**UNITED STATES  
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): April 23, 2019 (April 17, 2019)**

**Asbury Automotive Group, Inc.**

(Exact name of registrant as specified in its charter)

**Delaware**

(State or other jurisdiction of incorporation)

**001-31262**

(Commission File Number)

**01-0609375**

(IRS Employer Identification No.)

**2905 Premiere Parkway NW Suite 300  
Duluth, GA**

(Address of principal executive offices)

**30097**

(Zip Code)

**(770) 418-8200**

(Registrant's telephone number, including area code)

**N/A**

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

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- ☐ Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- ☐ Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- ☐ Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- ☐ Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company ☐

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. ☐

**Item 5.07 Submission of Matters to a Vote of Security Holders.**

On April 17, 2019, Asbury Automotive Group, Inc. (the "Company") held its 2019 annual meeting of stockholders (the "Annual Meeting"). The matters upon which the stockholders voted are set forth below.

**Proposal 1**

The nine director nominees named in the Company's proxy statement were elected, each to hold office until the 2020 Annual Meeting and until their successors are duly elected and qualified, based upon the following votes:

<b><u>Nominee</u></b>	<b><u>For</u></b>	<b><u>Withheld</u></b>	<b><u>Broker Non-Votes</u></b>
Thomas C. DeLoach, Jr.	17,252,697	111,451	425,274
Joel Alsine	17,296,482	67,666	425,274
David W. Hult	17,268,923	95,225	425,274
Juanita T. James	17,193,242	170,906	425,274
Eugene S. Katz	17,257,968	106,180	425,274
Philip F. Maritz	17,239,010	125,138	425,274
Maureen F. Morrison	17,337,456	26,692	425,274
Thomas J. Reddin	17,331,731	32,417	425,274
Bridget Ryan-Berman	17,337,431	26,717	425,274

**Proposal 2**

The proposal to approve the Company's 2019 Equity and Incentive Compensation Plan was approved based on the following votes:

<b>For</b>	16,950,482
<b>Against</b>	405,411
<b>Abstain</b>	8,255
<b>Broker Non-Votes</b>	425,274

**Proposal 3**

The proposal to approve an advisory resolution on the compensation of the Company's named executive officers was approved based on the following votes:

<b>For</b>	16,991,629
<b>Against</b>	359,013
<b>Abstain</b>	13,506
<b>Broker Non-Votes</b>	425,274

**Proposal 4**

The proposal to ratify the appointment of Ernst & Young LLP as the Company's independent registered public accounting firm for the year ending December 31, 2019 was approved based on the following votes:

<b>For</b>	17,639,556
<b>Against</b>	134,865
<b>Abstain</b>	15,001
<b>Broker Non-Votes</b>	0

**Item 8.01 Other Events.**

On April 23, 2019, Asbury Automotive Group, Inc. issued a press release announcing board succession, a copy of which is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits.

<b>Exhibit Number</b>	<b>Description</b>
99.1	Press Release dated April 23, 2019.

## SIGNATURE

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: April 23, 2019

By: /s/ George A. Villasana

Name: George A. Villasana

Title: Senior Vice President, General Counsel & Secretary

## EXHIBIT INDEX

<u>Exhibit No.</u>	<u>Description</u>
99.1	<a href="#">Press Release dated April 23, 2019.</a>

**Investors & Reporters May Contact:**

Matt Pettoni  
VP of Finance & Treasurer  
(770) 418-8219  
ir@asburyauto.com

**ASBURY AUTOMOTIVE GROUP ANNOUNCES BOARD SUCCESSION**

DULUTH, Ga., April 23, 2019 /PRNewswire/ -- Asbury Automotive Group, Inc. (NYSE: ABG) ("Asbury" or the "Company"), one of the largest automotive retail and service companies in the U.S., announced today that, as planned and in accordance with its rotation of chairs policy, current board member Thomas J. Reddin has been appointed as the Non-Executive Chairman of the Board effective immediately. Thomas C. DeLoach, Jr., the Board's Non-Executive Chairman since August 2011, stepped down from the chair position effective on the same date. Mr. DeLoach will continue to serve as a director on Asbury's Board of Directors.

"It has been an honor to serve as the Non-Executive Chairman of Asbury Automotive for the past eight years," said Mr. DeLoach. "Consistent with the Company's commitment to ongoing board refreshment and succession plan, Mr. Reddin is assuming the non-executive chairman role. I am confident in the strength of Mr. Reddin's leadership, and I believe he has the right mix of experience and skill sets to be successful in the non-executive chairman role."

David W. Hult, the Company's President and Chief Executive Officer, said of Mr. DeLoach's service as Non-Executive Chairman, "On behalf of Asbury Automotive Group, I want to thank Tom DeLoach for his leadership, strategic insight and steadfast support of our company. I am glad we will continue to work with him as a member of the Board on creating long-term shareholder value."

"I am honored to serve as Non-Executive Chairman of this great company," Reddin said. "As the retail automotive landscape continues to evolve, Asbury is already transforming the guest experience, and I look forward to further contributing to the company's growth and success." Mr. Hult stated "Asbury has already benefited from Tom Reddin's wealth of experience and knowledge, and I look forward to working closely with him as our next Non-Executive Chairman."

In addition to the non-executive chairman appointment, Asbury announced that the Board has approved an exception to its rotation of chairs policy for Eugene S. Katz, who has served on the Board since January 2007. Mr. Katz will continue to serve as Chair of the Audit Committee for one additional year. Also, in connection with Mr. Reddin's appointment as Non-Executive Chairman, the Board appointed Philip Maritz to succeed Mr. Reddin as Chair of the Governance and Nominating Committee. Juanita James will remain as Chair of the Compensation and Human Resources Committee and Joel Alsfine will remain as Chair of the Capital Allocation and Risk Management Committee.

Recent additions to the Board include two new directors over the past year. Bridget Ryan Berman joined the Board in April 2018. Ms. Berman has more than 32 years of experience in the retail industry having led and advised multiple organizations on business innovation and large scale digital transformation around the consumer experience. Maureen Morrison joined the Board in January 2019. Ms. Morrison has more than 35 years at PricewaterhouseCoopers where she was recently an audit partner and a senior executive leader for the Atlanta technology audit practice. Ms. Morrison brings audit and financial knowledge and expertise to the Board.

"The new chairman appointment and recent addition of two new directors reflects Asbury's thoughtful approach and commitment to ongoing board refreshment," said Mr. Hult. "I look forward to working with the Board to deliver value for our shareholders."

#### **About Asbury Automotive Group, Inc.**

Asbury Automotive Group, Inc. ("Asbury"), a Fortune 500 company headquartered in Duluth, Ga., is one of the largest automotive retailers in the U.S. Asbury currently operates 87 dealerships, consisting of 106 franchises, representing 30 domestic and foreign brands of vehicles. Asbury also operates 25 collision repair centers. Asbury 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.