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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549**

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**FORM 8-K**

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**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 20, 2021**

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**Asbury Automotive Group, Inc.**

(Exact name of registrant as specified in its charter)

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**Delaware**

(State or other jurisdiction of incorporation)

**001-31262**

(Commission File Number)

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

(Address of principal executive offices)

**01-0609375**

(IRS Employer Identification No.)

**30097**

(Zip Code)

**(770) 418-8200**

(Registrant's telephone number, including area code)

**None**

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

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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))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common stock, \$0.01 par value per share	ABG	New York Stock Exchange

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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.

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

On April 20, 2021, Asbury Automotive Group, Inc. (the "Company") held its 2021 annual meeting of stockholders. 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 2022 annual meeting of stockholders 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 J. Reddin	17,811,127	266,370	495,807
Joel Alsfine	18,036,587	40,910	495,807
Thomas C. DeLoach, Jr.	17,859,102	218,395	495,807
William D. Fay	18,069,227	8,270	495,807
David W. Hult	17,996,860	80,637	495,807
Juanita T. James	17,853,432	224,065	495,807
Philip F. Maritz	17,757,352	320,145	495,807
Maureen F. Morrison	18,068,908	8,589	495,807
Bridget Ryan-Berman	17,840,112	237,385	495,807

**Proposal 2**

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><u>FOR</u></b>	<b><u>AGAINST</u></b>	<b><u>ABSTAIN</u></b>	<b><u>BROKER NON-VOTES</u></b>
17,868,419	205,439	3,639	495,807

**Proposal 3**

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, 2021 was approved based on the following votes:

<b><u>FOR</u></b>	<b><u>AGAINST</u></b>	<b><u>ABSTAIN</u></b>
18,461,010	110,706	1,588

**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.

Date: April 23, 2021

ASBURY AUTOMOTIVE GROUP, INC.

By:           /s/ George A Villasana          

**Name: George A. Villasana**

**Title: Senior Vice President, Chief Legal Officer & Secretary**