SEC Form 4	
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FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549 STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL		
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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b) Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940 2. Issuer Name and Ticker or Trading Symbol 5. Relationship of Reporting Person(s) to Issuer 1. Name and Address of Reporting Person' (Check all applicable) ASBURY AUTOMOTIVE GROUP INC MSD CAPITAL L P X Director 10% Owner ABG Officer (give title Other (specify below) below) (Middle) (Last) (First) 3. Date of Earliest Transaction (Month/Day/Year) 645 FIFTH AVENUE, 21ST FLOOR 05/03/2016 4. If Amendment, Date of Original Filed (Month/Day/Year) 6. Individual or Joint/Group Filing (Check Applicable (Street) Line) NEW YORK NY 10022 Form filed by One Reporting Person Х Form filed by More than One Reporting Person (City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 2A. Deemed 4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5) 2. Transaction 5. Amount of 6. Ownership 7. Nature of Indirect 1. Title of Security (Instr. 3) Securities Beneficially Owned Following Form: Direct (D) or Indirect (I) (Instr. 4) Date Execution Date Transaction Beneficial Ownership Code (Instr. 8) if any (Month/Day/Year) (Month/Day/Year) (Instr. 4) Reported (A) o (D) saction(s) Code v Price Amount (Instr. 3 and 4) 05/03/2016 2,000,596 **D**(1)(2)(3)(4) S 225.000 D \$58.12 Common Stock Common Stock 05/03/2016 Р 100 \$58.12 2,000,696 D⁽¹⁾⁽²⁾⁽³⁾⁽⁴⁾ A See footnotes⁽¹⁾⁽²⁾ Common Stock 3.253 I (3)(4)(5) Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities) 1. Title of Derivative 6. Date Exercisable and 7. Title and Amount 9. Number of 3. Transaction 3A. Deemed 5. Number of 8. Price of 10. Ownership 11. Nature 2. Conversion of Security Underlying Execution Date Derivative derivative of Indirect Date Transaction Expiration Date Derivative Form: Direct Security or Exercise (Month/Dav/Year) if any Code (Instr. 8) Securities (Month/Day/Year) Security Securities (D) or Indirect Beneficial (Month/Day/Year) Acquired (A) or Disposed Derivative Sec (Instr. 3 and 4) (Instr. 3) Price of Derivative (Instr. 5) Beneficially (I) (Instr. 4) Ownership Owned (Instr. 4) of (D) (Instr. 3, 4 and 5) Security Following Reported Transaction(s) Amount (Instr. 4) Number Expiration Date Date Code v (A) (D) Exercisable Title of Shares Total Return Commo D(1)(2)(3)(4)(6)(7) \$58.12 05/03/2016 225,000 (6)(7) 06/06/2017 225,000 (6)(7)225,000 J/K Equity Stock Swap 1. Name and Address of Reporting Person* MSD CAPITAL L P (Last) (First) (Middle) 645 FIFTH AVENUE, 21ST FLOOR (Street) **NEW YORK** NY 10022 (State) (City) (Zip) 1. Name and Address of Reporting Person* MSD SBI LP (Last) (First) (Middle) 645 FIFTH AVENUE, 21ST FLOOR (Street) NEW YORK NY 10022 (City) (State) (Zip) 1. Name and Address of Reporting Person' **DELL MICHAEL S** (Last) (First) (Middle) C/O DELL INC ONE DELL WAY

(Street) ROUND ROCK	ТХ	78682
(City)	(State)	(Zip)

Explanation of Responses:

1. This statement is jointly filed by and on behalf of each of MSD Capital, L.P. ("MSD Capital"), MSD SBI, L.P. ("MSD SBI") and Michael S. Dell. MSD Capital is the general partner of MSD SBI and may be deemed to beneficially own securities owned by MSD SBI. MSD Capital Management LLC ("MSD Capital Management") is the general partner of MSD Capital and may be deemed to beneficially own securities owned by MSD Capital Management. LLC ("MSD Capital Management") is the general partner of MSD Capital and may be deemed to beneficially own securities owned by MSD Capital Management. Licker is a manager of MSD Capital Management and may be deemed to beneficially own securities owned by MSD Capital Management. Michael S. Dell is the controlling member of MSD Capital Management and may be deemed to beneficially own securities owned by MSD Capital Management. Each of Mssrs. Dell, Fuhrman, and Lisker disclaims beneficial ownership of such securities except to the extent of any pecuniary interest therein. [footnote cont'd]

2. [continuation] Mr. Alsfine who is a partner in MSD Capital, was appointed to the Issuer's board of directors and each reporting person may be deemed to beneficially own securities owned by Mr. Alsfine.

3. Each reporting person states that neither the filing of this statement nor anything herein shall be deemed an admission that such person is, for purposes of Section 16 of the Securities Exchange Act of 1934, as amended (the "Act"), or otherwise, the beneficial owner of any securities covered by this statement. Each reporting person disclaims beneficial ownership of the securities covered by this statement, except to the extent of the pecuniary interest of such person in such securities.

4. Each reporting person may be deemed to be a member of a group with respect to the issuer or securities of the issuer for purposes of Section 13(d) or 13(g) of the Act. Each reporting person declares that neither the filing of this statement nor anything herein shall be construed as an admission that such person is, for the purposes of Section 13(d) or 13(g) of the Act or any other purpose, a member of a group with respect to the issuer or securities of the issuer.

5. Represents shares owned by Joel Alsfine, a director of the issuer and a partner in MSD Capital.

6. On May 3, 2016, simultaneous with the disposition reported in Table I, MSD SBI entered into a cash-settled total return equity swap ("Total Return Swap") with Goldman Sachs International ("Goldman") with a reference price of \$58.12. Under the terms of the Total Return Swap (i) MSD SBI will be obligated to pay to Goldman any negative price performance of the 225,000 shares of common stock subject to the Total Return Swap as of the expiration date of the Total Return Swap, number of Goldman will be obligated to pay to MSD SBI any positive price performance of the 225,000 shares of common stock subject to the Total Return Swap as of the expiration date of such Total Return Swap. Any dividends received by Goldman on the 225,000 shares of common stock during the term of the Total Return Swap will be paid to MSD SBI. 7. All balances will be cash settled at the expiration date of the Total Return Swap.

Remarks:

MSD Capital, L.P. By: MSDCapital Management LLC Its:General Partner By: /s/ Marc R.Uisker Name: Marc R. LiskerTitle: Manager

 MSD SBI, L.P. By: MSD

 Capital, L.P. Its: General Partner

 By: MSD Capital Management

 LLC Its: General Partner By: /s/

 Marc R. Lisker Name: Marc R.

 Lisker Title: Manager

Michael S. Dell By: /s/ Marc R.Lisker Name: Marc R. Lisker05/05/2016Title: Attorney-in-Fact

Date

** Signature of Reporting Person

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.