

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, DC 20549  
SCHEDULE 14A**

**Proxy Statement Pursuant to Section 14(a) of the  
Securities Exchange Act of 1934  
(Amendment No. )**

- Filed by the Registrant  
 Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement  
 **Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**  
 Definitive Proxy Statement  
 Definitive Additional Materials  
 Soliciting Material Pursuant to §240.14a-12



**Asbury Automotive Group, Inc.**

(Name of Registrant as Specified In Its Charter)  
(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- No fee required  
 Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.
- (1) Title of each class of securities to which transaction applies:
  - (2) Aggregate number of securities to which transaction applies:
  - (3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):
  - (4) Proposed maximum aggregate value of transaction:
  - (5) Total fee paid:
- Fee paid previously with preliminary materials.  
 Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.
- (1) Amount Previously Paid:
  - (2) Form, Schedule or Registration Statement No.:
  - (3) Filing Party:
  - (4) Date Filed:



**ASBURY AUTOMOTIVE GROUP, INC.**  
2905 Premiere Parkway NW, Suite 300  
Duluth, Georgia 30097

**ADDITIONAL INFORMATION REGARDING THE  
2020 ANNUAL MEETING OF STOCKHOLDERS  
TO BE HELD ON TUESDAY, APRIL 21, 2020**

The following Notice of Change of Location relates to the proxy statement (“proxy statement”) of Asbury Automotive Group, Inc. (the “Company”), dated March 19, 2020, and any supplements thereto, furnished to stockholders in connection with the solicitation of proxies by the Board of Directors of the Company for use at the 2020 Annual Meeting of Stockholders to be held on Tuesday, April 21, 2020. This Notice of Change of Location is being filed with the Securities and Exchange Commission and is first being made available to stockholders on or about April 10, 2020.

**THIS NOTICE SHOULD BE READ IN CONJUNCTION WITH THE PROXY STATEMENT**

**NOTICE OF CHANGE OF LOCATION  
OF ANNUAL MEETING OF STOCKHOLDERS  
TO BE HELD ON APRIL 21, 2020**

April 10, 2020

To Our Stockholders:

NOTICE IS HEREBY GIVEN that the location of the 2020 Annual Meeting of Stockholders of Asbury Automotive Group, Inc. (the "Annual Meeting") has been changed and will be conducted exclusively online by remote communication due to public health concerns regarding COVID-19 and government-recommended and required limits on gatherings and events. A virtual event will assist in protecting the health and safety of our stockholders, employees and the community. As previously announced, the Annual Meeting will be held on Tuesday, April 21, 2020, at 8:00 a.m., Eastern Time. Stockholders will not be able to attend the Annual Meeting in person.

To access the virtual Annual Meeting please go to: [www.meetingcenter.io/232430288](http://www.meetingcenter.io/232430288). To be deemed present and to have the ability to vote during the Annual Meeting, you will be required to enter your control number and the meeting password, ABG2020. Your control number can be found, as applicable, on the proxy card you previously received. Only registered stockholders, as of 5:00 p.m., Eastern Time, on February 28, 2020 (the record date), or beneficial owners who follow the instructions below, will be able to attend and vote at the meeting. Guests will not be able to attend the virtual Annual Meeting.

Beneficial owners as of the record date must register in advance to attend and vote at the virtual Annual Meeting. To register you must obtain a legally valid proxy from your broker, bank or other nominee and present it to our transfer agent, Computershare. Once you have received a valid proxy from your broker, bank or other agent, it should be emailed to Computershare at [legalproxy@computershare.com](mailto:legalproxy@computershare.com) and should be labeled "Legal Proxy" in the subject line. Please include proof from your broker, bank or other agent of your valid proxy (e.g., a forwarded email from your broker, bank or other agent with your valid proxy attached, or an image of your valid proxy attached to your email or included in your mailing). Requests for registration must be received by Computershare no later than 5:00 p.m., Eastern Time, on April 16, 2020. You will then receive a confirmation of your registration, with a control number, by email from Computershare.

Stockholders attending the Annual Meeting will be able to submit questions at [www.meetingcenter.io/232430288](http://www.meetingcenter.io/232430288). As part of the Annual Meeting, we will hold a live Q&A session during which we intend to answer questions submitted during the meeting that are pertinent to the Company and meeting matters, as time permits. You may submit your questions during the Annual Meeting by following the instructions available on the meeting website. In addition, we will make available, through electronic means, a list of stockholders of record as of the record date for inspection by stockholders for any purpose germane to the Annual Meeting during the ten days preceding the Annual Meeting. To access the electronic stockholder list during this time, please send your request, and proof of ownership, by email to [ir@asburyauto.com](mailto:ir@asburyauto.com).

Online access to the live audio webcast will open at 7:45 a.m., Eastern Time, on April 21, 2020, to allow time for you to log in and test your device's audio system. We encourage you to access the meeting in advance of the start time. If you encounter any difficulties accessing the Annual Meeting during the log in or meeting time, please call the support team at the numbers listed at [www.meetingcenter.io/232430288](http://www.meetingcenter.io/232430288).

The proxy card previously distributed will not be updated to reflect the virtual only meeting format and may continue to be used to vote your shares in connection with the Annual Meeting. If you have already voted, you need not do anything further. Whether or not you plan to attend the Annual Meeting, we encourage stockholders to vote on the proposals prior to the Annual Meeting using the instructions provided in the proxy materials previously distributed.

BY ORDER OF THE BOARD OF DIRECTORS,



George A. Villasana  
Senior Vice President, General Counsel & Secretary

The proxy statement and the Company's 2019 Annual Report on Form 10-K are available on the Internet at [www.edocumentview.com/ABG](http://www.edocumentview.com/ABG)