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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): January 27, 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:

<b>Title of each class</b>	<b>Trading Symbol(s)</b>	<b>Name of each exchange on which registered</b>
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 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

On January 27, 2021, the Board of Directors (the “Board”) of Asbury Automotive Group, Inc. (the “Company”), upon the recommendation of the Governance & Nominating Committee, appointed William D. Fay to serve as a member of the Board effective January 28, 2021. The appointment of Mr. Fay will bring the total number of Company Directors to nine, eight of whom are independent. The Board has appointed Mr. Fay to the Audit Committee and the Capital Allocation & Risk Management Committee also effective January 28, 2021.

Mr. Fay will participate in the Company’s non-employee director compensation program, which is described in the Company’s Proxy Statement on Schedule 14A filed with the U.S. Securities and Exchange Commission on March 19, 2020, as may be amended from time to time by the Board of Directors. Pursuant to the non-employee director compensation program, Mr. Fay will receive a pro-rata grant of restricted shares of common stock of the Company with a value of \$125,000 (pro-rated from \$135,000) for the equity portion of his compensation on the date immediately following the release of the Company’s fourth quarter earnings results. Mr. Fay also will enter into the Company’s standard indemnification agreement for directors.

A copy of the press release announcing the appointment of Mr. William D. Fay to the Board is attached hereto as Exhibit 99.1 to this Current Report and incorporated herein by reference.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits

The following exhibits are furnished as part of this report.

<b><u>Exhibit No.</u></b>	<b><u>Description</u></b>
<a href="#"><u>99.1</u></a>	Press Release dated February 1, 2021
104	Cover Page Interactive Data File (embedded within the Inline XBRL document)

**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: February 1, 2021

ASBURY AUTOMOTIVE GROUP, INC.

By: /s/ George A Villasana

**Name: George A. Villasana**

**Title: Senior Vice President, General Counsel & Secretary**



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## **ASBURY AUTOMOTIVE GROUP APPOINTS WILLIAM D. FAY, A RECENTLY RETIRED TOYOTA EXECUTIVE, TO ITS BOARD**

### *William D. Fay's Extensive Background Provides Asbury Automotive Group with Additional Automotive Manufacturer Expertise*

DULUTH, GA, February 1, 2021, - 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 the appointment of William D. Fay to its Board of Directors effective January 28, 2021. The Board has appointed Mr. Fay to the Audit Committee and the Capital Allocation & Risk Management Committee. Mr. Fay's election brings the total number of directors to nine, eight of whom are independent. Mr. Fay's highly accomplished automotive career includes more than 38 years at Toyota Motor North America, Inc.

"We are pleased to add someone with Bill's vast automotive experience and OEM perspective to the Asbury Board," said Board Chairman, Tom Reddin. "His proven record in sales, marketing, operations, dealership relations, customer experience and omnichannel make him a valuable new addition to our Board and will enhance the overall composition of the Board."

"With Bill's appointment to the Board, we believe Asbury is in a stronger position to execute on our 5-year strategic plan that we released in December of last year," said David Hult, CEO of Asbury Automotive Group. "Bill's preeminent leadership experience and results obtained while running Toyota and Lexus operations in the United States and Mexico will be invaluable to Asbury. His operating results across hundreds of diverse markets in the United States and Mexico are extraordinary."

"It is exciting to become a board member at Asbury Automotive Group, a highly respected, top-tier automotive retailer. I look forward to supporting their aggressive growth targets across all operations with great focus to the continuing innovation in the customer experience," said Bill Fay.

During his career with Toyota, which began in 1982, Mr. Fay held senior management roles with Toyota, including most recently as Senior Vice President of Automotive Operations of Toyota North America (Toyota & Lexus Divisions) from 2017-2020. Prior to that, Mr. Fay held management roles with Toyota Motor Sales, including Group Vice President & General Manager (Toyota Division) from 2014-2017; Group Vice President –Toyota Marketing from 2010-2014; Vice President – Toyota Sales from 2007-2010; and General Manager (Boston/Los Angeles Regions) from 1995-2007.

**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 91 dealerships, consisting of 112 franchises, representing 31 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.