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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): February 20, 2015 (February 13, 2015)

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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)

**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)

**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))

**Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

On February 13, 2015, Asbury Automotive Group, Inc. (the "Company") was notified by Michael Kearney, the Company's Executive Vice President, of his decision to resign from the Company's Board of Directors (the "Board") effective March 31, 2015. The resignation was consistent with Mr. Kearney's previously disclosed plan to retire from all positions with the Company by such date. Mr. Kearney has served on the Board since October 2012.

In connection with Mr. Kearney's resignation from the Board and the previously disclosed decision by Board member Janet Clarke to not stand for re-election at the Company's 2015 annual meeting of shareholders, the Board is reducing the size of the Board from 11 to 9 directors.

**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: February 20, 2015

By: /s/ George A. Villasana

Name: George A. Villasana

Title: Vice President, General Counsel and Secretary