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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 2, 2015 (January 27, 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 January 27, 2015, Janet Clarke submitted a letter of her intent not to stand for re-election to the Board of Directors (the “Board”) of Asbury Automotive Group, Inc. (the “Company”) at the 2015 Annual Meeting of Shareholders. Ms. Clarke’s decision not to stand for re-election is not due to any disagreements with the Company or any of its operations, policies or practices. She has served on the Company’s Board since April 2005.

A copy of Ms. Clarke’s January 27, 2015, letter is attached hereto as Exhibit 99.1 and incorporated by reference.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits.

The following exhibit is furnished as part of this report.

<u>Exhibit No.</u>	<u>Description</u>
99.1	Letter from Janet Clarke dated January 27, 2015.

**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 2, 2015

By: /s/ George A. Villasana

Name: George A. Villasana

Title: Vice President and General Counsel

## EXHIBIT INDEX

<u>Exhibit No.</u>	<u>Description</u>
99.1	Letter from Janet Clarke dated January 27, 2015.

**Janet M. Clarke**

January 27, 2015

The Nominating & Governance Committee  
The Board of Asbury Automotive Group  
c/o George Villansana, General Counsel  
2905 Premier Parkway NW  
Suite 300  
Duluth, GA 30097

Dear Dennis, Tom & Flip;

I am writing to inform the committee that I have decided not to stand for re-election to the Asbury Board of Directors at the upcoming 2015 Annual Meeting of Stockholders. I am making this decision in order to increase my time and focus on other obligations and this decision is not related to any disagreements with the Company or the Board regarding its operations, policies or practices.

Serving the Asbury Board and its shareholders has been a privilege during the past ten years. During this period the company has successfully weathered the financial crisis and achieved record results operationally and financially.

I am confident that Asbury is well positioned for the future as a large player in the automotive retail industry and I wish the employees, the management and the Board of Directors all the best for continued success.

Sincerely,

/s/ Janet M. Clarke

Janet M. Clarke