
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549**

FORM 8-K

CURRENT REPORT

**PURSUANT TO SECTION 13 OR 15(d) OF THE
SECURITIES EXCHANGE ACT OF 1934**

Date of Report (Date of earliest event reported): May 5, 2017 (May 3, 2017)

Asbury Automotive Group, Inc.
(Exact name of registrant as specified in its charter)

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)

N/A

(Former name or former address, if changed since last report)

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.

Asbury Automotive Group, Inc. ("Asbury" or the "Company"), announced that Sean D. Goodman, age 51, has been appointed to serve as Senior Vice President and Chief Financial Officer of the Company, effective July 5, 2017. Mr. Goodman joins the Company from Unifi, Inc., a NYSE-listed multinational manufacturer and distributor of innovative textile solutions, where he served as Vice President, Chief Financial Officer and Chief Accounting Officer since January 2016. Prior to that, Mr. Goodman was the Senior Vice President and Chief Financial Officer of the Americas region for Landis+Gyr, Inc., a subsidiary of Toshiba Corporation, from April 2011 to January 2016. Mr. Goodman also served in various roles at The Home Depot, Inc. ("Home Depot") from February 2006 to April 2011, including Director of Strategic Business Development and Director of Finance responsible for financial leadership of the Home Services Division, and Financial Planning and Analysis for Home Depot. Before joining Home Depot, he held various capital markets, finance, strategy, accounting and treasury positions with Morgan Stanley, Inc. in London, England and Deloitte & Touche LLP in New York. Mr. Goodman has a B.Bus.Sc. with honors in business strategy and corporate finance and an M.A. in accounting from University of Cape Town, and an M.B.A. from Harvard Business School. He is a certified public accountant.

Mr. Goodman will assume the role of principal financial officer on July 5, 2017, and Mr. Stax's tenure as Interim Principal Financial Officer will end on such date. Mr. Stax, however, will continue to serve as Corporate Controller and Chief Accounting Officer of the Company as previously reported on a current report on Form 8-K filed by the Company with the U.S. Securities and Exchange Commission on January 25, 2017.

Mr. Goodman has entered into a letter agreement with the Company in connection with his appointment (the "Letter Agreement"). Pursuant to the terms thereof, Mr. Goodman will be entitled to receive an annual base salary of \$600,000.00 and a one-time signing bonus in lieu of any relocation benefits in the amount of \$150,000.00. The Company also will grant Mr. Goodman an award of restricted shares valued at \$600,000 upon the commencement of his employment. The shares will vest ratably over 3 years. Mr. Goodman also will become eligible for a target annual cash bonus under the Company's annual cash incentive plan equal to 75% of his base salary pro-rated for 2017. Mr. Goodman also will receive a severance pay agreement providing base salary continuation for one year and a pro-rated bonus for the portion of the year he served in the event he is terminated without "cause" or resigns for "good reason" as provided therein.

Mr. Goodman will enter into the Company's standard indemnification agreement. The indemnification agreement will be identical in all material respects to the Company's form of Indemnification Agreement, filed with the SEC on April 30, 2010 as Exhibit 10.7 to the Company's Quarterly Report on Form 10-Q for the quarter ended March 31, 2010.

The foregoing description of the Letter Agreement is qualified in its entirety by reference to the Letter Agreement, a copy of which is attached hereto as Exhibit 10.1 and is incorporated herein by reference. A copy of the press release issued by the Company announcing Mr. Goodman's appointment as Senior Vice President and Chief Financial Officer is attached as Exhibit 99.1 hereto and is incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

The following exhibits are furnished as part of this report.

<u>Exhibit No.</u>	<u>Description</u>
10.1	Letter Agreement between Asbury Automotive Group, Inc. and Sean Goodman, dated as of May 3, 2017.
99.1	Press Release dated May 5, 2017.

SIGNATURES

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: May 5, 2017

By: /s/ George A. Villasana

Name: George A. Villasana

Title: Senior Vice President, General Counsel and Secretary

ASBURY

AUTOMOTIVE GROUP

May 3, 2017

Mr. Sean Goodman

Dear Sean:

We are excited about the prospect of you joining the Asbury Automotive team as the Senior Vice President & Chief Financial Officer reporting to me. I am sure you will make significant contributions to our company and look forward to you starting on July 5, 2017. The following sets forth the terms of our offer.

Cash Compensation

Your Target Annualized Cash Compensation will be \$1,050,000. This includes a \$600,000 base salary and a \$450,000 target annual bonus, which is 75% of your base salary.

Your 2017 annual bonus will be prorated based on the number of full months worked during the year and the amount of the pay-out will be based on the same bonus criteria applicable to all Dealer Support Center bonus-eligible employees, as determined by the Asbury compensation and human resources committee. The bonus criteria are based on the number of cars sold in the United States in 2017 and Asbury's EBITDA at each level of sales.

Equity Grant

On your start date, you will be granted an equity award with a value of \$600,000, which will be issued in the form of restricted shares of common stock of Asbury that will vest ratably over a three year period. The actual number of shares you will be granted will be based on the closing price of a share of common stock of Asbury on the New York Stock Exchange on the date of grant. The equity award will be subject to the terms and conditions set forth in the 2012 Asbury Equity Incentive Plan, as amended, and in the equity award agreement to be entered into between you and Asbury.

You will be eligible for future grants during the normal and customary equity grant cycle, which has historically occurred in February.

Equity Holding Requirements

You will be required to own Asbury equity valued at three times your base salary. You will be expected to meet this guideline over the course of five years. The following shares count towards your ownership for purposes of meeting the requirements: (i) all restricted shares of common stock of Asbury whether vested or unvested, (ii) all performance shares of common stock of Asbury that are earned, even if not vested and (iii) all other shares of common stock of Asbury that are held by you.

Demonstrator Vehicle

You will be provided one demonstrator vehicle for your use. The imputed income associated with the demonstrator vehicle will be taxable to you.

Benefits

We offer a competitive benefits package including: Family Health, Dental and Vision Care, a 401(k) Plan, Employee LTD, Life and STD; details will be provided.

Vacation

In 2017, you will have 2 weeks of vacation. In 2018 and annually thereafter, you will have 4 weeks of paid vacation.

Relocation

You will receive a lump sum relocation payment of \$150,000, which is subject to normal tax withholdings (the "Relocation Payment"). The Relocation Payment is subject to the terms and conditions set forth in the Asbury Relocation Policy.

Termination Protection

You will receive a severance pay agreement providing base salary and benefits continuation for one year and a pro-rated bonus for the portion of the year you served prior to your termination in the event you are terminated without "cause" or you terminate your employment for "good reason" (as such terms are defined in the severance pay agreement). You must execute a general release to receive the payment of any severance.

Our offer is contingent upon successful completion of a background check, officer questionnaire, credit check, motor vehicle review and a pre-employment drug test.

In extending this offer of employment, we have relied on your representations that (1) you will not use in any way any confidential information (or any records, documents and similar items) relating to the business of your former employers while employed at Asbury and (2) you have not entered into any agreement or made any commitment to any prior employer or other third party (including, without limitation, non-competition provisions or other restrictive covenants in agreements with prior employers) which would in any way affect or limit your ability to carry out your duties with Asbury. By signing this offer letter, you acknowledge that any inaccuracy in these representations may be grounds for termination.

To signify your acceptance of this position, please sign below and return one copy to me.

Sincerely,

/s/ Craig T. Monaghan

Craig T. Monaghan
President and CEO
Asbury Automotive Group, Inc.

I hereby signify my acceptance of the position.

/s/ Sean Goodman

Signature

May 3, 2017

Date

**Investors & Reporters May Contact:**

Matt Pettoni
VP & Treasurer
(770) 418-8219
ir@asburyauto.com

Asbury Automotive Group, Inc. Announces Appointment of Sean D. Goodman as Chief Financial Officer

DULUTH, GA, May 5, 2017 - Asbury Automotive Group, Inc. (NYSE: ABG) ("Asbury" or the "Company"), one of the largest automotive retail and service companies in the U.S., today announced that Sean D. Goodman will join the company as its Senior Vice President and Chief Financial Officer effective July 5, 2017.

"Sean brings a wealth of financial knowledge with a proven track record to his new position. He will be responsible for providing leadership to the finance and accounting functions while also continuing the development of our shared services initiatives," said President and CEO Craig Monaghan. "I am thrilled about Sean joining our team and am certain that his contributions will lead to further success for our organization."

Mr. Goodman joins the Company from Unifi, Inc., a NYSE-listed multinational manufacturer and distributor of innovative textile solutions, where he served as Vice President, Chief Financial Officer and Chief Accounting Officer since January 2016. Prior to that, Mr. Goodman was the Senior Vice President and Chief Financial Officer of the Americas region for Landis+Gyr, Inc., a subsidiary of Toshiba Corporation, from April 2011 to January 2016. Mr. Goodman also served in various roles at The Home Depot, Inc. ("Home Depot") from February 2006 to April 2011, including Director of Strategic Business Development and Director of Finance responsible for financial leadership of the Home Services Division, and Financial Planning and Analysis for Home Depot. Before joining Home Depot, he held various capital markets, finance, strategy accounting and treasury positions with Morgan Stanley, Inc. in London, England and Deloitte & Touche LLP in New York. Mr. Goodman has a B.Bus.Sc. with honors in business strategy and corporate finance and an M.A. in accounting from University of Cape Town, and an M.B.A. from Harvard Business School. He is a certified public accountant.

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 80 dealerships, consisting of 96 franchises, representing 29 domestic and foreign brands of vehicles. Asbury also operates 24 collision repair centers and 2 stand-alone used vehicle stores. 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.