
**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): April 21, 2020

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)

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)

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:

| Title of each class | Trading Symbol(s) | Name of each exchange on which registered |
|--|----------------------|---|
| Common stock, \$0.01 par value per share | ABG | New York Stock Exchange |

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.

Item 5.07 Submission of Matters to a Vote of Security Holders.

On April 21, 2020, Asbury Automotive Group, Inc. (the "Company") held its 2020 annual meeting of stockholders (the "Annual Meeting"). The matters upon which the stockholders voted are set forth below.

Proposal 1

The eight director nominees named in the Company's proxy statement were elected, each to hold office until the 2021 Annual Meeting and until their successors are duly elected and qualified, based upon the following votes:

| <u>Nominee</u> | <u>For</u> | <u>Withheld</u> | <u>Broker Non-Votes</u> |
|------------------------|-------------------|------------------------|--------------------------------|
| Thomas J. Reddin | 16,917,391 | 30,996 | 444,819 |
| Joel Alsfine | 16,903,897 | 44,490 | 444,819 |
| Thomas C. DeLoach, Jr. | 16,582,457 | 365,930 | 444,819 |
| David W. Hult | 16,807,760 | 140,627 | 444,819 |
| Juanita T. James | 16,595,765 | 352,622 | 444,819 |
| Philip F. Maritz | 16,639,985 | 308,402 | 444,819 |
| Maureen F. Morrison | 16,921,246 | 27,141 | 444,819 |
| Bridget Ryan-Berman | 16,877,060 | 71,327 | 444,819 |

Proposal 2

The proposal to approve an advisory resolution on the compensation of the Company's named executive officers was approved based on the following votes:

| | |
|-------------------------|------------|
| For | 16,490,376 |
| Against | 440,607 |
| Abstain | 17,404 |
| Broker Non-Votes | 444,819 |

Proposal 3

The proposal to ratify the appointment of Ernst & Young LLP as the Company's independent registered public accounting firm for the year ending December 31, 2020 was approved based on the following votes:

| | |
|-------------------------|------------|
| For | 17,219,732 |
| Against | 156,695 |
| Abstain | 16,779 |
| Broker Non-Votes | 0 |

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: April 23, 2020

ASBURY AUTOMOTIVE GROUP, INC.

By: /s/ George A Villasana

Name: George A. Villasana

Title: Senior Vice President, General Counsel & Secretary