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):
July 31, 2003

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

Delaware
(State or other jurisdiction of incorporation)

5511	01-0609375
(Commission File Number)	(IRS Employer Identification No.)

Three Landmark Square, Suite 500, Stamford, CT 06901
(Address of principal executive offices) (Zip Code)

(203) 356-4400
(Registrant's telephone number, including area code)

None
(Former name or former address, if changed since last report)

Item 7. Financial Statements and Exhibits.

(c) Exhibits

Exhibit No.	Description
99.1	Press Release dated July 31, 2003

Item 9. Regulation FD Disclosure.

The registrant issued a press release on July 31, 2003, announcing its earnings for the second quarter and six months ended June 30, 2003, which press release is attached hereto as exhibit 99.1. This earnings release is also being furnished to the Commission under new Item 12 of Form 8-K.

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: July 31, 2003

By: /s/ Kenneth B. Gilman

Name: Kenneth B. Gilman

Title: Chief Executive Officer

EXHIBIT INDEX

Exhibit No.	Description
99.1	Press Release dated July 31, 2003

Contact Information: Stacey Yonkus
Asbury Automotive
203-356-4424
investor@asburyauto.com

ASBURY AUTOMOTIVE GROUP REPORTS SECOND QUARTER FINANCIAL RESULTS

-- Reports Net Income from Continuing Operations of $0.44 Per Share --

STAMFORD, Conn. - July 31, 2003 - Asbury Automotive Group, Inc. (NYSE: ABG), one of the largest automotive retail and service companies in the U.S., today reported financial results for the second quarter and six months ended June 30, 2003.

Net income from continuing operations for the second quarter was $14.3 million compared with $14.9 million in the corresponding period a year ago. Basic and diluted earnings per share from continuing operations were $0.44 per share in both periods.

Net income for the second quarter was $12.3 million compared with $12.8 million a year ago. Net income includes the results of discontinued operations, the majority of which ($0.05 per share) consists of certain now closed non-core businesses including the Company's Price 1 pilot program as well as its six `Thomason Select' used car stores. Basic earnings per share, including discontinued operations, were $0.38 in both periods, while diluted earnings per share were $0.38 for 2003 versus $0.37 for 2002.

Financial highlights for the second quarter of 2003 included:

- The Company's total revenues were approximately $1.2 billion, up 11.0 percent from a year ago. On a same-store basis, retail sales (excluding fleet and wholesale business) were up 7.8 percent.
- Total gross profit dollars rose 7.6 percent, while same-store retail gross profit was up 3.5 percent.
- New vehicle retail unit sales increased 7.7 percent (4.2 percent same-store), while the related gross profit was up 0.5 percent (down 3.3 percent same-store).
- Used vehicle retail unit sales increased 4.3 percent (1.3 percent same-store), while the related gross profit was essentially flat (down 2.4 percent same-store).
- Parts and service revenues increased 11.3 percent (7.1 percent same-store), with the related gross profits increasing 11.1 percent (6.0 percent same-store).
- Net finance and insurance (F&I) income was up 18.8 percent from a year ago (15.9 percent same-store), while F&I per vehicle retailed (PVR) rose 11.6 percent to $815.

Commenting on its expense reduction initiatives, the Company reported that for the second quarter of 2003, selling, general and administrative (SG&A) expenses were 11.9 percent of revenues versus 12.0 percent a year ago. As a percentage of gross profit, SG&A expenses in the quarter were 77.4 percent, a notable improvement from 80.6 percent in the first quarter but still higher than a year ago (76.0 percent).

In addition, during the quarter the Company incurred $1.2 million of severance expenses related to management changes at its Oregon platform, and approximately $1 million of increased legal fees associated with litigation and acquisition activity.

President and CEO Kenneth B. Gilman commented, "Directionally, our expense trends are positive. We initiated our expense reduction program in the first quarter, achieved traction in the second quarter and anticipate a fully implemented program by the third quarter. This should allow us to convert increased gross profit dollars in the second half of this year into higher profit levels when compared to prior periods."

For the first six months of 2003, net income from continuing operations was $22.4 million, or $0.68 per basic and diluted share; for the corresponding period last year, the Company's pro forma net income from continuing operations was $26.7 million, or $0.78 per diluted share. Net income for the six months was $19.4 million or $0.59 per basic and diluted share as compared to $17.9 million, or $0.56 per basic and diluted share from a year ago. (A reconciliation of pro forma net income from continuing operations to GAAP net income from continuing operations is provided on the Consolidated Statement of Income accompanying this release.) The pro forma results for the prior-year period exclude a non-recurring deferred income tax provision required by SFAS 109 related to Asbury's change in tax status from a limited liability company to a "C" corporation in conjunction with its March 2002 initial public offering, and assume that the Company was a publicly traded "C" corporation for the entire period.

Mr. Gilman continued, "We are pleased with the improving trends that are apparent in Asbury's financial results for the second quarter, particularly our ability to generate meaningful increases in gross profit on a comparable store basis. Earnings from continuing operations were essentially flat to a year ago because of higher expense rates, which while now declining are still elevated relative to historical levels. Thanks to the expense reduction initiatives implemented in the first half of the year, our year-over-year increases in operating expenses were much better aligned with our rate of revenue and gross profit growth than in either the first quarter of this year or the fourth quarter of last year. As a result, Asbury's earnings per share from continuing operations were flat to a year ago - a notable improvement from the 30 percent decline for the first quarter.

"In terms of both new and used vehicle sales, Asbury continued to outperform the industry during the second quarter. Our 4 percent same-store increase in new retail unit sales was much stronger than the industry's slight decline; similarly, we experienced a same-store increase in used retail unit sales while the overall performance of franchised dealers was down for the quarter. Tactically, as noted previously, we remained focused during the quarter on sustaining unit sales - partly to strengthen our relationships with our manufacturers, and partly in the knowledge that increased unit sales have a very profitable carryover effect on other key segments of Asbury's business."

Mr. Gilman concluded, "The key to the quarter was getting back to basics - focusing on the core elements of our business that make our model successful. To that end, we made several difficult decisions during the quarter that allowed us to maintain that focus, including closing certain non-core businesses. We believe this is one of the reasons we were able to continue growing our higher margin businesses. Specifically, during the quarter, our F&I income per vehicle retailed grew 12 percent, for our sixth consecutive quarter of double-digit increases, while our parts and service gross profit was up 11 percent. We intend to maintain this focus so that our core businesses continue to perform well, demonstrating to investors that our diversified automotive retail and services business model is working very much as planned."

The Company has revised its earnings per share guidance for 2003 slightly, primarily to reflect the discontinuation of the Price 1 pilot program, to a range of $1.55 to $1.60. The assumptions underlying this guidance range continue to include new U.S. light vehicle sales of approximately 16 million units. Potential acquisitions that may be completed in the second half of 2003 are not included in this range.

Asbury will host a conference call to discuss its 2003 second quarter results this morning at 10:00 a.m. Eastern Time. The call will be simulcast live on the Internet and can be accessed by logging onto http://www.asburyauto.com or http://www.ccbn.com. In addition, a live audio of the call will be accessible to the public by calling (888) 855-5428; international callers, please dial (719) 457-2665; no access code is required. A conference call replay will be available one hour following the call for 14 days and can be accessed by calling (888) 203-1112 (domestic), or (719) 457-0820 (international); access code 749849.

About Asbury Automotive Group

Asbury Automotive Group, Inc., headquartered in Stamford, Connecticut, is one of the largest automobile retailers in the U.S., with 2002 revenues of $4.5 billion. Built through a combination of organic growth and a series of strategic acquisitions, Asbury now operates through nine geographically concentrated, individually branded "platforms." These platforms currently operate 92 retail auto stores, encompassing 132 franchises for the sale and servicing of 35 different brands of American, European and Asian automobiles. Asbury believes that its product mix includes one of the highest proportions of luxury and mid-line import brands among leading public U.S. automotive retailers. The Company 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.

Forward-Looking Statements

This press release contains "forward-looking statements" as that term is defined in the Private Securities Litigation Reform Act of 1995. The forward-looking statements include statements relating to goals, plans, projections and guidance regarding the Company's financial position, results of operations, market position, product development, pending and potential future acquisitions and business strategy. These statements are based on management's current expectations and involve significant risks and uncertainties that may cause results to differ materially from those set forth in the statements. These risks and uncertainties include, among other things, market factors, the Company's relationships with vehicle manufacturers and other suppliers, risks associated with the Company's substantial indebtedness, risks related to pending and potential future acquisitions, general economic conditions both nationally and locally and governmental regulations and legislation. There can be no guarantees that the Company's plans for future operations will be successfully implemented or that they will prove to be commercially successful. These and other risk factors are discussed in the Company's annual report on Form 10-K and in its other filings with the Securities and Exchange Commission. We undertake no obligation to publicly update any forward-looking statement, whether as a result of new information, future events or otherwise.

(Tables Follow)

ASBURY AUTOMOTIVE GROUP, INC.
CONSOLIDATED STATEMENTS OF INCOME
(dollars in thousands except per share data)
(unaudited)

	For the Three Months Ended		For the Six Months Ended		
	June 30, 2003	June 30, 2002	June 30, 2003	June 30, 2002 Pro Forma (a)	June 30, 2002 Actual
REVENUES:					
New vehicle	$ 765,271	$ 666,859	$ 1,398,791	$ 1,284,401	$ 1,284,401

Used vehicle	308,363	302,280	596,817	581,214	581,214
Parts, service and collision repair	139,078	124,947	268,826	245,512	245,512
Finance and insurance, net	33,990	28,609	63,131	54,432	54,432
Total revenues	1,246,702	1,122,695	2,327,565	2,165,559	2,165,559
COST OF SALES:					
New vehicle	708,964	610,842	1,295,179	1,177,094	1,177,094
Used vehicle	281,002	275,370	541,687	527,527	527,527
Parts, service and collision repair	65,730	58,951	127,238	115,559	115,559
Total cost of sales	1,055,696	945,163	1,964,104	1,820,180	1,820,180
GROSS PROFIT	191,006	177,532	363,461	345,379	345,379
OPERATING EXPENSES:					
Selling, general and administrative	147,825	134,931	286,860	264,136	264,136
Depreciation and amortization	5,055	4,859	9,866	9,731	9,731
Income from operations	38,126	37,742	66,735	71,512	71,512
OTHER INCOME (EXPENSE):					
Floor plan interest expense	(5,122)	(4,500)	(9,630)	(8,691)	(8,691)
Other interest expense	(9,997)	(8,926)	(19,951)	(18,674)	(18,674)
Interest income	81	348	262	662	662
Net losses from unconsolidated entities	--	--	--	(100)	(100)
Other income (expense)	592	54	(270)	(341)	(341)
Total other expense, net	(14,446)	(13,024)	(29,589)	(27,144)	(27,144)
Income before income taxes and discontinued operations	23,680	24,718	37,146	44,368	44,368
INCOME TAX PROVISION:					
Income tax expense	9,425	9,810	14,784	17,658	12,037
Tax adjustment upon conversion from an L.L.C. to a corporation	--	--	--	--	11,553
Income before discontinued operations	14,255	14,908	22,362	26,710	20,778
DISCONTINUED OPERATIONS, net of tax	(1,982)	(2,128)	(2,992)	(2,837)	(2,837)
Net income	$ 12,273	$ 12,780	$ 19,370	$ 23,873	$ 17,941
EARNINGS PER COMMON SHARE:					
Basic					
Income from continuing operations	$ 0.44	$ 0.44	$ 0.68	$ 0.79	$ 0.65
Net income	$ 0.38	$ 0.38	$ 0.59	$ 0.70	$ 0.56
Diluted					
Income from continuing operations	$ 0.44	$ 0.44	$ 0.68	$ 0.78	$ 0.64
Net income	$ 0.38	$ 0.37	$ 0.59	$ 0.70	$ 0.56
WEIGHTED AVERAGE NUMBER OF SHARES OUTSTANDING					
Basic	32,701	34,000	32,876	34,000	32,210
Diluted	32,714	34,084	32,881	34,084	32,258

(a) Pro forma column includes a tax provision as if the Company were a "C" corporation for the entire period as well as assumes that all shares were outstanding for the full period. This column excludes a one-time charge to establish a net deferred tax liability upon the Company's conversion to a "C" corporation as required by SFAS 109.

(b) Reconciliation of GAAP net income from continuing operations to pro forma net income from continuing operations:

GAAP net income from continuing operations	$20,778
Tax adjustment upon conversion from an L.L.C. to a corporation	11,553
Pro forma income tax charge (c)	(5,621)
Pro forma net income from continuing operations	$26,710

(c) Represents the pro forma tax charge from continuing operations for the time during the period that the Company was an L.L.C.

ASBURY AUTOMOTIVE GROUP, INC.
CONDENSED CONSOLIDATED BALANCE SHEETS
(in thousands)

ASSETS	June 30, 2003	December 31, 2002
	(unaudited)	
CURRENT ASSETS:		
Cash and cash equivalents	$ 24,575	$ 22,613
Contracts-in-transit	102,573	91,190
Accounts receivable, net	113,877	96,090
Inventories	642,375	604,791
Prepaid and other current assets	46,413	47,857
Total current assets	929,813	862,541
PROPERTY AND EQUIPMENT, net	258,602	274,172
GOODWILL, net	434,596	402,133
OTHER ASSETS	68,241	66,798
Total assets	$1,691,252	$1,605,644
LIABILITIES AND STOCKHOLDERS' EQUITY		
CURRENT LIABILITIES:		
Floor plan notes payable	$ 585,768	$ 540,419
Current maturities of long-term debt	30,369	36,412
Accounts payable and accrued liabilities	126,456	117,445
Total current liabilities	742,593	694,276
LONG-TERM DEBT	468,894	438,740
OTHER LIABILITIES	41,760	45,677
STOCKHOLDERS' EQUITY	438,005	426,951
Total liabilities and stockholders' equity	$1,691,252	$1,605,644

ASBURY AUTOMOTIVE GROUP, INC.
CONSOLIDATED STATEMENTS OF INCOME
(dollars in thousands except per share data)
(unaudited)

	GAAP Results For the Three Months Ended June 30,		Same Store Results for the Three Months Ended June 30,		GAAP Results for the Six Months Ended June 30,		Same Store Results for the Six Months Ended June 30,	
	2003	2002	2003	2002	2003	2002	2003	2002
RETAIL UNITS:								
New	26,133	24,265	25,260	24,253	48,274	46,317	47,041	46,305
Used	15,552	14,914	15,096	14,898	30,371	29,360	29,492	29,344
Total	41,685	39,179	40,356	39,151	78,645	75,677	76,533	75,649
REVENUE:								
New retail	$ 749,041	$ 655,892	$ 721,257	$ 655,582	$1,369,103	$1,262,258	$1,331,002	$1,261,948
Used retail	239,146	229,435	231,096	229,167	463,746	445,446	449,820	445,178
Parts, service and collision repair	139,078	124,947	133,730	124,860	268,826	245,512	260,210	245,424
Finance and insurance, net	33,990	28,609	33,136	28,589	63,131	54,432	61,637	54,412
Fleet	16,230	10,967	16,238	10,967	29,688	22,143	29,689	22,143
Wholesale	69,217	72,845	67,023	72,843	133,071	135,768	128,985	135,767
Total	$ 1,246,702	$ 1,122,695	$ 1,202,480	$1,122,008	$2,327,565	$2,165,559	$2,261,343	$2,164,872
GROSS PROFIT:								
New retail	$ 49,993	$ 49,731	$ 48,080	$ 49,711	$ 91,581	$ 95,440	$ 89,100	$ 95,421
Used retail	27,551	27,557	26,860	27,525	54,983	53,887	53,562	53,855
Parts, service and collision repair	73,348	65,996	69,908	65,938	141,588	129,953	136,044	129,894
Finance and Insurance, net	33,990	28,609	33,136	28,589	63,131	54,432	61,637	54,412
Fleet	227	359	234	359	576	619	577	619
Wholesale	(190)	(647)	(176)	(647)	147	(200)	224	(200)
Floor plan interest credits	6,087	5,927	5,983	5,927	11,455	11,248	11,241	11,248
Total	$ 191,006	$ 177,532	$ 184,025	$ 177,402	$ 363,461	$ 345,379	$ 352,385	$ 345,249
GROSS MARGIN %:								
New retail (including floor plan interest credits)	7.5%	8.5%	7.5%	8.5%	7.5%	8.5%	7.5%	8.5%
Used retail	11.5%	12.0%	11.6%	12.0%	11.9%	12.1%	11.9%	12.1%
Parts, service and collision repair	52.7%	52.8%	52.3%	52.8%	52.7%	52.9%	52.3%	52.9%
Finance and insurance, net	100.0%	100.0%	100.0%	100.0%	100.0%	100.0%	100.0%	100.0%
Total	15.3%	15.8%	15.3%	15.8%	15.6%	15.9%	15.6%	15.9%
GROSS PROFIT PER UNIT:								
New retail (including floor plan interest credits)	$ 2,146	$ 2,294	$ 2,140	$ 2,294	$ 2,134	$ 2,303	$ 2,133	$ 2,304
Used retail	1,772	1,848	1,779	1,848	1,810	1,835	1,816	1,835
Weighted average	$ 2,006	$ 2,124	$ 2,005	$ 2,124	$ 2,009	$ 2,122	$ 2,011	$ 2,122
F&I PVR	$ 815	$ 730	$ 821	$ 730	$ 803	$ 719	$ 805	$ 719
EBITDA (a)	$ 38,732	$ 38,503	$ 37,787	$ 38,549	$ 66,963	$ 72,873	$ 66,139	$ 72,918
EBITDA %	3.1%	3.4%	3.1%	3.4%	2.9%	3.4%	2.9%	3.4%
OPERATING INCOME %	3.1%	3.4%	3.1%	3.4%	2.9%	3.3%	2.9%	3.3%

FREE CASH FLOW (b):	2003	2002
Net cash provided by operating activities	$ 31,997	$ 33,973
Capital expenditure	(24,613)	(23,623)
Financed capital expenditure	6,803	5,447
Sales/leaseback proceeds paid directly to the Company's lenders	5,726	--
Free cash flow	$ 19,913	$ 15,797

	June 30, 2003	December 31, 2002

CAPITALIZATION:

Long-term debt (including current portion)	$499,263	$475,152
Stockholders' equity	438,005	426,951
Total	$937,268	$902,103

(a) EBITDA is defined as earnings before income taxes, discontinued operations, other interest expense, depreciation and amortization and net losses from unconsolidated affiliates.

(b) Free cash flow is defined as net cash provided by operating activities less capital expenditures plus proceeds from financing activities associated with the related period's capital projects.