

OMB APPROVAL	
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**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <u>ABRAMS CAPITAL MANAGEMENT, L.P.</u>  (Last) (First) (Middle) 222 BERKELEY STREET, 21ST FLOOR  (Street) BOSTON MA 02116  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>ASBURY AUTOMOTIVE GROUP INC [ ABG ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  Director <input checked="" type="checkbox"/> 10% Owner  Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) 04/09/2021	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	04/09/2021		P		3	A	\$196.13	7,503	D <sup>(2)</sup>	
Common Stock	04/13/2021		G	V	3	D	<sup>(1)</sup>	7,500	D <sup>(2)</sup>	
Common Stock								2,118,216	I	See Footnotes <sup>(3)(4)</sup>

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date					

1. Name and Address of Reporting Person\*  
ABRAMS CAPITAL MANAGEMENT, L.P.  
 (Last) (First) (Middle)  
 222 BERKELEY STREET, 21ST FLOOR  
 (Street)  
 BOSTON MA 02116  
 (City) (State) (Zip)

1. Name and Address of Reporting Person\*  
ABRAMS CAPITAL MANAGEMENT, LLC  
 (Last) (First) (Middle)  
 222 BERKELEY STREET, 21ST FLOOR  
 (Street)  
 BOSTON MA 02116  
 (City) (State) (Zip)

1. Name and Address of Reporting Person\*  
ABRAMS CAPITAL, LLC  
 (Last) (First) (Middle)

222 BERKELEY STREET, 21ST FLOOR

(Street)

BOSTON MA 02116

(City) (State) (Zip)

1. Name and Address of Reporting Person\*

[Abrams David C](#)

(Last) (First) (Middle)

222 BERKELEY STREET, 21ST FLOOR

(Street)

BOSTON MA 02116

(City) (State) (Zip)

1. Name and Address of Reporting Person\*

[Abrams Capital Partners II, L.P.](#)

(Last) (First) (Middle)

222 BERKELEY STREET, 21ST FLOOR

(Street)

BOSTON MA 02116

(City) (State) (Zip)

**Explanation of Responses:**

1. The reported disposition represents a bona fide gift made by David Abrams.
2. Represents shares held directly by Mr. Abrams.
3. Shares reported include shares deemed to be beneficially owned by Abrams Capital, LLC ("Abrams Capital") that are held for the account of Abrams Capital Partners II, L.P. ("ACP II") and other private investment funds for which Abrams Capital serves as general partner. Shares reported also include shares deemed to be beneficially owned by Abrams Capital Management, L.P. (the "LP") and Abrams Capital Management, LLC (the "LLC"). The LP serves as investment manager for ACP II and certain other private investment funds affiliated with Abrams Capital. The LLC is the general partner of the LP. Mr. Abrams is the managing member of Abrams Capital and the LLC and, as such, may be deemed to beneficially own shares that are beneficially owned by Abrams Capital and/or the LLC.
4. Each of the Reporting Persons disclaims beneficial ownership of the shares reported herein except to the extent of its or his pecuniary interest in such shares, and the inclusion of such securities in this report shall not be deemed an admission of beneficial ownership for purposes of Section 16 or for any other purpose.

**Remarks:**

[/s/ Abrams Capital Management, L.P., by Abrams Capital Management, LLC, the General Partner, by David C. Abrams, Managing Member](#) [04/13/2021](#)  
[/s/ Abrams Capital Partners II, L.P., by Abrams Capital, LLC, the General Partner, by David C. Abrams, Managing Member](#) [04/13/2021](#)  
[/s/ Abrams Capital Management, LLC, by David C. Abrams, Managing Member](#) [04/13/2021](#)  
[/s/ Abrams Capital, LLC, by David C. Abrams, Managing Member](#) [04/13/2021](#)  
[/s/ David C. Abrams](#) [04/13/2021](#)

\*\* Signature of Reporting Person Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

\* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.