
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): December 10, 2013 (December 10, 2013)

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)

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))

Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers.

On December 10, 2013, Asbury Automotive Group, Inc. (“Asbury” or the “Company”), announced that, effective December 31, 2013, Scott Krenz, the Company’s Senior Vice President and Chief Financial Officer, will retire from his position as Chief Financial Officer of the Company.

In connection with Mr. Krenz’s retirement, the Company also announced that Keith Style, age 40, who has served as the Company’s Vice President of Finance since November 2008, has been appointed to serve as the Company’s Senior Vice President and Chief Financial Officer, effective January 1, 2014. Mr. Style joined the Company in October 2003 and has held several positions with Asbury, including Vice President of Finance overseeing the operational financial functions, management reporting and process improvement initiatives at the Company, Vice President of Investor Relations, Director of Budgeting & Forecasting, and Assistant Controller. A copy of the press release announcing the foregoing management changes is attached hereto as Exhibit 99.1, and is incorporated herein by this reference.

In connection with his retirement from the position of Chief Financial Officer, Mr. Krenz has agreed to remain in the employ of the Company in the capacity of Senior Vice President through March 31, 2014 (the “Separation Date”) and to waive the right to any payments that would otherwise be due to him in connection with his retirement under that certain severance pay agreement between the Company and Mr. Krenz, dated July 27, 2011. In exchange for such agreement, among other things, Mr. Krenz will continue to be entitled to his base salary in effect on the date hereof through the Separation Date. Mr. Krenz will also be entitled to a cash payment (prorated through the Separation Date) based on the annual bonus paid to the Company’s executive officers under the Company’s annual cash incentive plan for 2014, continued vesting of his outstanding equity awards through the Separation Date, and to continued health and dental insurance for 12 months following the Separation Date.

In connection with his appointment as Senior Vice President and Chief Financial Officer, the Company and Mr. Style entered into a letter agreement, effective as of January 1, 2014 (the “Employment Agreement”). Pursuant to the terms thereof, effective January 1, 2014, Mr. Style’s annual base salary will be increased to \$365,000, and he will become eligible for a target annual cash bonus under the Company’s annual cash incentive plan equal to 55% of his base salary. Any payout to Mr. Style under the Company’s annual cash incentive plan will be based on the achievement of certain Company objectives established by the Compensation Committee. Also, subject to approval by the compensation and human resources committee of the board of directors of the Company, Mr. Style will be eligible to receive an equity award during the Company’s normal and customary equity grant cycle which would be comprised of restricted shares of common stock of the Company and performance share units of the Company.

In addition, Mr. Style 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 Employment Agreement is qualified in its entirety by reference to the Employment 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 the executive succession is attached as Exhibit 99.1 hereto and is incorporated herein by reference.

Section 9.01. Financial Statements and Exhibits

(d) Exhibits

<u>Exhibit No.</u>	<u>Description</u>
10.1	Letter Agreement by and between Asbury Automotive Group, Inc. and Keith Style, dated as of December 10, 2013.
99.1	Press Release dated December 10, 2013.

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: December 10, 2013

By: /s/ George A. Villasana

Name: George A. Villasana

Title: Vice President, General Counsel and Secretary

EXHIBIT INDEX

<u>Exhibit No.</u>	<u>Description</u>
10.1	Letter Agreement by and between Asbury Automotive Group, Inc. and Keith Style, dated as of December 10, 2013.
99.1	Press Release dated December 10, 2013.



PERSONAL & CONFIDENTIAL

December 10, 2013

Mr. Keith Style

Dear Keith:

We are excited that you have been promoted to Senior Vice President and Chief Financial Officer reporting to me. I am sure that you will continue to make significant contributions to our company and I look forward to you assuming your new position as of January 1st, 2014.

Cash Compensation

Your Target Annualized compensation will be \$565,750. This includes base salary and annual bonus at target. The components are as set forth below.

Annual base compensation will be \$365,000 and a 2014 total target annual bonus opportunity of \$200,750, which is 55% of your base salary. The bonus targets, which are the same for all bonus-eligible employees in the corporate office, are based upon the number of cars sold in the US in 2014 and Asbury EBITDA at each level of sales. We will provide you with a copy of this plan.

Equity Grants

Subject to board approval, an equity award will be granted to you during our normal and customary equity grant cycle. This equity award is expected to be comprised of 40%/60% restricted/performance shares each of which will vest ratably over 3 years, assuming the performance shares are earned as determined by the board.

If Asbury resumes dividend payments to our shareholders, you will also receive dividend equivalents for your unvested restricted shares. These dividend equivalents will be accrued and paid out to you in cash when the shares vest.

As an Executive Officer, your equity holding requirements will be three times your base salary. The following shares count towards your ownership for purposes of meeting the requirements: (i) all restricted stock whether vested or unvested, (ii) all performance shares that are earned, even if not vested and (iii) all shares of common stock that are held. Additional information is included in the Asbury Policy on Director and Executive Officer Stock Ownership which will be provided to you.

Auto Allowance

You will continue to receive a car allowance in the amount of \$800 per month. This amount will be paid to you in our regular payroll and will be subject to normal withholding.

Severance Pay Agreement

You will receive a severance pay agreement providing base salary and benefits continuation for one year and a pro-rated bonus in the amount that you would have received had you not been terminated during such year in the event you are terminated without cause or you terminate your employment for good reason (as described in the severance pay agreement). This agreement will include change in control benefits (as discussed below), and certain non-compete, non-disclosure and non-solicitation obligations.

Change in Control

Payment of any severance in connection with a change in control occurs only upon a “double trigger,” meaning 1) a “change in control” must be consummated and 2) within two years following a “change in control,” you are terminated without “cause” or you terminate your employment for “good reason” as such terms are defined in the severance pay agreement.

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

Sincerely,

Craig Monaghan
President and CEO
Asbury Automotive Group, Inc.

I hereby signify my acceptance of the position

Signature

Date



Investors May Contact:

Ryan Marsh
VP & Treasurer
(770) 418-8211
ir@asburyauto.com

Reporters May Contact:

Melissa Corey
Public Relations & Communications Manager
(770) 418-8231
mcorey@asburyauto.com

**Asbury Automotive Group, Inc. Announces Appointment of
Keith R. Style as Chief Financial Officer**

DULUTH, GA, December 10, 2013 - 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, as part of its long-term executive succession planning process, that Senior Vice President and Chief Financial Officer Scott Krenz will retire from the position of Chief Financial Officer, effective December 31, 2013. Current Vice President of Finance Keith Style has been appointed to succeed Scott Krenz as Chief Financial Officer effective January 1, 2014.

Craig T. Monaghan, Asbury's President and Chief Executive Officer, said "We thank Scott for his valuable service to Asbury. He has been instrumental in Asbury's delivery of significant value to our shareholders during his tenure, and we are pleased that he has agreed to remain with the Company for a transitional period." Krenz stated, "I want to thank Craig and the Board for the opportunity to work with a great team. As I retire to pursue some long-delayed personal goals, I am confident the Company has the right team in place to drive its continued success."

Keith Style joined the Company in October 2003, and has held several positions during his time with Asbury, having served as Vice President of Finance since November 2008 during which time he has been overseeing the Company's operational financial functions, management reporting and process improvement initiatives. Prior to his appointment as Vice President of Finance, he served as the Company's Vice President of Investor Relations, Director of Budgeting & Forecasting, and Assistant Controller. He holds a B.A. in Economics and Business from Lafayette College and began his career in public accounting.

Monaghan continued, “We are excited for Keith to transition into this new role with Asbury. He is an industry veteran with tremendous breadth and depth of knowledge of Asbury, and I look forward to his continued contributions as a member of our senior management team.”

About Asbury Automotive Group, Inc.

Asbury Automotive Group, Inc. (“Asbury”), headquartered in Duluth, Georgia, a suburb of Atlanta, is one of the largest automobile retailers in the U.S. Built through a combination of organic growth and a series of strategic acquisitions, Asbury currently operates 79 retail auto stores, encompassing 100 franchises for the sale and servicing of 29 different brands of American, European and Asian automobiles. 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.

Forward-Looking Statements

This press release contains “forward-looking statements” within the meaning of the Private Securities Litigation Reform Act of 1995. Forward-looking statements are statements other than historical fact, and may include statements relating to goals, plans, market conditions and projections regarding Asbury's financial position, liquidity, results of operations, market position and dealership portfolio, the benefits of its restructuring program and other initiatives and future business strategy. These statements are based on management's current expectations and beliefs 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, Asbury's relationships with, and the financial and operational stability of, vehicle manufacturers and other suppliers, acts of God or other incidents which may adversely impact supply from vehicle manufacturers and/or present retail sales challenges, risks associated with Asbury's indebtedness (including available borrowing capacity, compliance with its financial covenants and ability to refinance or repay such indebtedness, on favorable terms), Asbury's relationships with, and the financial stability of, its lenders and lessors, risks related to competition in the automotive retail and service industries, general economic conditions both nationally and locally, governmental regulations, legislation, adverse results in litigation and other proceedings, and Asbury's ability to execute its IT initiatives and other operational strategies, Asbury's ability to leverage gains from its dealership portfolio, Asbury's ability to capitalize on opportunities to repurchase its debt and equity securities or purchase properties that it currently leases, and Asbury's ability to stay within its targeted range for capital expenditures. There can be no guarantees that Asbury's plans for future operations will be successfully implemented or that they will prove to be commercially successful.

These and other risk factors that could cause actual results to differ materially from those expressed or implied in our forward-looking statements are and will be discussed in Asbury's filings with the Securities and Exchange Commission from time to time, including its most recent annual report on Form 10-K and any subsequently filed quarterly reports on Form 10-Q. We undertake no obligation to publicly update any forward-looking statement, whether as a result of new information, future events or otherwise.