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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 13, 2002

Asbury Automotive Group, INC.  
(Exact Name of Registrant as Specified in its Charter)

Delaware (State or Other Jurisdiction of Identification Incorporation)	5511 (Primary Standard Industrial Classification Code Number)	58-2241119 (IRS Employer Number)
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3 Landmark Square  
Suite 500  
Stamford, CT 06901  
(Address of Principal Executive Office)

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

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Item 4. Changes in Registrant's Certifying Accountant.

On May 13, 2002, the Company removed Arthur Andersen LLP ("Andersen") as the Company's independent public accountants and on May 16, 2002 retained Deloitte & Touche LLP ("D&T") as the Company's new independent public accountants for the fiscal year 2002. This change was made upon the recommendation of the audit committee of the Company's board of directors and with the approval of the Company's board of directors. The decision to change independent public accountants was based on the continuing uncertainty regarding Andersen's future and is not a reflection of Andersen's commitment or the quality of the services it provided to the Company.

Andersen's reports on the Company's consolidated financial statements for the years ended December 31, 2001 and December 31, 2000 did not contain an adverse opinion or disclaimer of opinion, nor were they qualified or modified as to uncertainty, audit scope or accounting principles.

During the years ended December 31, 2001 and December 31, 2000 and through the date of this Form 8-K, there were no disagreements with Andersen on any matter of accounting principle or practice, financial statement disclosure, or auditing scope or procedure which, if not resolved to Andersen's satisfaction, would have caused them to make reference to the subject matter in connection with their report on the Company's consolidated financial statements for such years; and there were no reportable events as defined in Item 304(a)(1)(v) of Regulation S-K.

The Company provided Andersen with a copy of the foregoing disclosures. Attached as Exhibit 16 is a copy of Andersen's letter, dated May 16, 2002, stating its agreement with such statements.

During the years ended December 31, 2001 and December 31, 2000 and through the date hereof, the Company did not consult D&T with respect to the application of accounting principles to a specified transaction, either completed or proposed, or the type of audit opinion that might be rendered on

the Company's consolidated financial statements, or any other matters or reportable events as set forth in Items 304(a)(2)(i) and (ii) of Regulation S-K.

On May 17, 2002, Asbury Automotive Group, Inc. issued a press release announcing the change in the Company's independent public accountants. The press release is attached hereto as Exhibit 99.1 and is incorporated in its entirety herein by reference.

Item 7. Financial Statements and Exhibits

(c) Exhibits

Exhibit No.	Description
16	Letter from Arthur Andersen LLP to the Securities and Exchange Commission dated May 16, 2002
99.1	Press Release issued by Asbury Automotive Group, Inc. on May 17, 2002.

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.

By: /s/ Thomas F. Gilman

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Name: Thomas F. Gilman

Title: Chief Financial Officer

Date: May 17, 2002

EXHIBIT INDEX

Exhibit No.	Description
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99.1	Press Release issued by Asbury Automotive Group, Inc. on May 17, 2002.

ANDERSEN

Arthur Andersen LLP

400 Atlantic Street  
PO Box 120021  
Stamford, CT 06912-0021

[www.andersen.com](http://www.andersen.com)

Office of the Chief Accountant  
Securities and Exchange Commission  
450 Fifth Street, N.W.  
Washington, D.C. 20549

May 16, 2002

Dear Sir/Madam:

We have read Item 4 of the Current Report on Form 8-K of Asbury Automotive Group, Inc. to be filed with the Securities and Exchange Commission and are in agreement with the statements contained therein.

Very truly yours,

/s/ Arthur Andersen LLP  
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Copy to: Mr. Thomas F. Gilman  
Chief Financial Officer

ASBURY  
AUTOMOTIVE GROUP  
LOGO

Contact Information:  
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RFBinder Partners  
(212) 994-7514  
david.shein@rfbinder.com

FOR IMMEDIATE RELEASE

ASBURY AUTOMOTIVE GROUP APPOINTS DELOITTE & TOUCHE LLP AS INDEPENDENT AUDITORS

STAMFORD, CT, May 17, 2002 - Asbury Automotive Group, Inc. (NYSE: ABG), one of the nation's largest automotive retailers, announced today that it has retained Deloitte & Touche, LLP as the Company's new independent public accountants for fiscal year 2002, replacing Arthur Andersen LLP.

The decision to change independent public accountants was based upon the continuing uncertainty regarding Andersen's future and is not a reflection of the commitment or quality of the services provided to the Company by the Andersen team.

"We wish to thank the fine individuals from Andersen who served us well for many years," said Kenneth B. Gilman, Asbury's President and CEO. "However, in light of recent events, Asbury has selected Deloitte & Touche based on their in-depth knowledge of our industry as well as their talented team of professionals. This decision should emphasize the Company's commitment to quality and integrity in its financial statements and should further preserve the confidence of our investors."

Asbury Automotive will file a Form 8-K with the Securities and Exchange Commission detailing the change in independent public accountants.

About Asbury Automotive Group

Asbury Automotive Group, Inc. headquartered in Stamford, Connecticut, is one of the largest automobile retailers in the U.S. Asbury operates through nine geographically concentrated, individually branded "platforms". These platforms operate 91 retail auto stores, encompassing 127 franchises for the sale and servicing of 36 different brands of American, European and Asian automobiles. 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 plans regarding the company's financial position, results of operations 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 and general economic conditions.

There can be no guarantees the company's plans will be successfully implemented or that they will prove to be commercially successful. We undertake no obligation to publicly update any forward-looking statement, whether as a result of new information, future events or otherwise.