
**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): November 19, 2014

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)

Registrant's telephone number, including area code: (770) 418 - 8200

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 8.01. Other Events

On November 19, 2014 Asbury Automotive Group, Inc. (the “Company”) issued a press release announcing that it has commenced a cash tender offer and consent solicitation for any and all of its outstanding 8.375% Senior Subordinated Notes due 2020 (the “2020 Notes”). A copy of the press release is attached hereto as Exhibit 99.1, and is incorporated herein by reference.

Also on November 19, 2014, the Company issued a press release announcing that it has commenced an offering, pursuant to an exemption under the Securities Act of 1933, of \$400.0 million in aggregate principal amount of Senior Subordinated Notes due 2024 (the “2024 Notes”). A copy of the press release is attached hereto as Exhibit 99.2, and is incorporated by reference herein.

In connection with the announcement of the commencement of the offering of the 2024 Notes, the Company has also announced that it is in discussions with the lenders under its senior credit facility to enter into an amendment thereto intended to, among other things, provide the Company with additional flexibility to make certain restricted payments, including payments to repurchase additional shares of common stock of the Company. No assurances can be provided that the Company will be able to enter into such amendment, or the timing thereof. The completion of the offering of 2024 Notes and the consummation of the tender offer and consent solicitation for the 2020 Notes are not conditioned upon entering into such amendment, nor is such amendment conditioned upon the completion of the offering of the 2024 Notes or the consummation of the tender offer and consent solicitation for the 2020 Notes.

The Company will base future repurchase decisions regarding its common stock on such factors as its stock price, general economic and market conditions, the potential impact on its capital structure, and the expected return on competing uses of capital such as strategic dealership acquisitions and capital investments. The Company gives no assurance as to the amount of repurchases to be made, the actual purchase prices or the timing of such repurchases.

This Current Report on Form 8-K 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 relating to the Company’s intention to enter into an amendment to its senior credit facility or repurchase shares of its common stock and its ability to complete the offering of the 2024 Notes or consummate the tender offer and consent solicitation for the 2020 Notes. 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, the Company’s ability to complete the offering of the 2024 Notes, consummate the tender offer and consent solicitation for the 2020 Notes or enter into the amendment to the senior credit facility. 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 that could cause actual results to differ materially from those expressed or implied in our forward-looking statements are and will be discussed in the Company’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. The Company undertakes no obligation to publicly update any forward-looking statement, whether as a result of new information, future events or otherwise.

The information contained in this Current Report on Form 8-K shall not constitute an offer to sell or a solicitation of an offer to purchase any 2020 Notes or 2024 Notes in any jurisdiction in which such an offer, solicitation, purchase or sale would be unlawful.

Item 9.01. Financial Statements and Exhibits

(d) Exhibits.

<u>Number</u>	<u>Exhibit</u>
99.1	Press release, dated November 19, 2014
99.2	Press release, dated November 19, 2014

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/ George A. Villasana

Name: George A. Villasana

Title: Vice President, General Counsel and Secretary

Date: November 19, 2014

EXHIBIT INDEX

<u>Number</u>	<u>Exhibit</u>
99.1	Press release, dated November 19, 2014
99.2	Press release, dated November 19, 2014

**Investors and Reporters May Contact:**

Matt Pettoni
VP & Treasurer
(770) 418-8219
ir@asburyauto.com

Asbury Automotive Group Announces Cash Tender Offer and Consent Solicitation

Duluth, GA, November 19, 2014—Asbury Automotive Group, Inc. (NYSE: ABG) (the “Company”), one of the largest automotive retailers in the United States, today announced that it has commenced a cash tender offer (the “Tender Offer”) for any and all of its \$300 million outstanding principal amount of 8.375% Senior Subordinated Notes due 2020 (the “2020 Notes”).

The Company also announced a concurrent consent solicitation from each holder of 2020 Notes (collectively, the “Holders”) for proposed amendments to the indenture under which the 2020 Notes were issued (the “Consent Solicitation” and, together with the Tender Offer, the “Offer”). The Offer is being made on the terms and subject to the conditions set forth in the Offer to Purchase and Consent Solicitation Statement dated November 19, 2014 (the “Offer to Purchase”), and the related Letter of Transmittal and Consent (the “Letter of Transmittal”). Holders that tender their Notes in the applicable tender offer will be deemed to have consented to the proposed amendments to the indenture governing the 2020 Notes.

Holders who validly tender (and do not validly withdraw) their 2020 Notes and validly deliver (and do not validly revoke) their consents at or prior to 5:00 p.m., New York City time, on December 3, 2014, unless extended or earlier terminated by the Company (the “Consent Payment Deadline”) will be eligible to receive total consideration of \$1,114.29 per \$1,000 principal amount of 2020 Notes (the “Total Consideration”), which includes a consent payment of \$30.00 per \$1,000 principal amount of 2014 Notes tendered. Such payment is expected to be made on December 4, 2014. Holders who validly tender their 2020 Notes after the Consent Payment Deadline but prior to 8:00 a.m., New York City time, on December 18, 2014 (unless extended or earlier terminated by the Company, the “Expiration Time”) will not be eligible to receive the Total Consideration, but will be eligible to receive the tender offer consideration of \$1,084.29 per \$1,000 principal amount of 2020 Notes tendered. Such payment is expected to be made on December 18, 2014. Holders who validly tender (and do not validly withdraw) their 2020 Notes also will be paid accrued and unpaid interest up to, but not including, the date of payment for the tendered 2020 Notes (if such 2020 Notes are accepted for purchase).

The Company's obligation to accept for purchase, and to pay for, 2020 Notes and consents validly tendered and not validly withdrawn pursuant to the Offer is conditioned upon the satisfaction or waiver of certain conditions, including a majority in outstanding principal amount of 2020 Notes having been validly tendered (and not withdrawn) and consents with respect thereto having been validly delivered (and not revoked) pursuant to the Offer. The Offer is conditioned upon the Company having completed a debt financing transaction in an amount of at least \$350 million on terms acceptable to the Company at or prior to the Expiration Time.

The Company currently intends, but it is not obligated, to redeem any 2020 Notes that remain outstanding after the completion of the Offer.

Tendered 2020 Notes may be withdrawn and consents may be revoked before 5:00 p.m., New York City time, on December 3, 2014, but not thereafter unless otherwise required by law. Any extension or termination of the Offer will be followed as promptly as practicable by a public announcement thereof.

The Company has engaged BofA Merrill Lynch to act as dealer manager for the Tender Offer and solicitation agent in connection with the Consent Solicitation. The Company has engaged D.F. King & Co., Inc. to act as information agent in connection with the Offer. Questions regarding the Offer may be directed to BofA Merrill Lynch, at (888) 292-0070 (toll-free) or (980) 388-3646 (collect). Requests for documentation relating to the Tender Offer or Consent Solicitation may be directed to D.F. King & Co., Inc., at (866) 745-0273 (toll-free) or (212) 269-5550 (collect).

This press release is for informational purposes only and is not an offer to purchase, a solicitation of an offer to purchase, a solicitation of consent or a notice of redemption with respect to any securities. The Tender Offer and the Consent Solicitation is being made solely pursuant to the Offer to Purchase and the Letter of Transmittal, which sets forth the complete terms of the Offer.

About Asbury Automotive Group, Inc.

Asbury Automotive Group, Inc., a Fortune 500 company headquartered in Georgia, is one of the largest automotive retailers in the United States. Asbury operates 81 dealerships, encompassing 102 franchises for the sale and servicing of 29 domestic and foreign brands of vehicles. Asbury also operates 24 collision repair centers and two stand-alone used vehicle stores. 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 relating to the Offer, including the timing thereof. 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, the Company's ability to satisfy the conditions to the Offer, market factors and conditions, 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 the Company's indebtedness (including available borrowing capacity, compliance with its financial covenants and ability to refinance or repay such indebtedness), the Company'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 the Company's ability to execute its IT initiatives and other operational strategies, the Company's ability to leverage gains from its dealership portfolio, the Company's ability to capitalize on opportunities to repurchase its debt and equity securities or purchase properties that it currently leases, and the Company's ability to stay within its targeted range for capital expenditures. 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 that could cause actual results to differ materially from those expressed or implied in our forward-looking statements are and will be discussed in the Company'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.

**Investors and Reporters May Contact:**

Matt Pettoni
VP & Treasurer
(770) 418-8219
ir@asburyauto.com

Asbury Automotive Group Announces Private Offering of \$400 Million of Senior Subordinated Notes due 2024

Duluth, GA, November 19, 2014—Asbury Automotive Group, Inc. (NYSE: ABG) (the “Company”), one of the largest automotive retailers in the United States, announced today the commencement of an offering of \$400.0 million aggregate principal amount of senior subordinated notes due 2024 (the “2024 Notes”) in a private placement that is exempt from the registration requirements of the Securities Act of 1933 (the “Act”). The 2024 Notes will be guaranteed by all of the Company’s existing subsidiaries and certain future subsidiaries.

The Company intends to use the net proceeds from the offering of 2024 Notes to (i) purchase any and all of the Company’s outstanding 8.375% Senior Subordinated Notes due 2020 (the “2020 Notes”) that are tendered pursuant to the Company’s cash tender offer and consent solicitation for any and all 2020 Notes commenced on November 19, 2014 (the “Tender Offer”) and pay the related consent fees in connection with the Tender Offer and (ii) pay all related transaction fees and expenses. Any remaining proceeds will be used for general corporate purposes, which may include, among other things, share repurchases and acquisitions. The consummation of the offering of 2024 Notes will be conditioned upon customary closing conditions.

The 2024 Notes and the related guarantees have not been, and will not be, registered under the Act or the securities laws of any other place and may not be offered or sold in the United States absent registration or an applicable exemption therefrom. The 2024 Notes will be offered only to qualified institutional buyers under Rule 144A and to persons outside the United States under Regulation S.

This press release does not constitute an offer to sell or a solicitation of an offer to buy the 2024 Notes or any other securities, and shall not constitute an offer, solicitation or sale of any 2024 Notes or other securities in any jurisdiction in which such offer, solicitation or sale would be unlawful. This notice is being issued pursuant to and in accordance with Rule 135c under the Act.

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 the Company’s goals or plans regarding the offering, the nature and extent of the guarantee of the 2024 Notes and the expected use of proceeds from the offering of the 2024 Notes. 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, the Company’s ability to consummate the offering of the 2024 Notes, market factors and conditions, the Company’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 the Company’s indebtedness (including available borrowing capacity, compliance with its financial covenants and ability to refinance or repay such indebtedness), the Company’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 the Company’s ability to execute its IT initiatives and other operational strategies, the Company’s ability to leverage gains from its dealership portfolio, the Company’s ability to capitalize on opportunities to repurchase its debt and equity securities or purchase properties that it currently leases, and the Company’s ability to stay within its targeted range for capital expenditures. 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 that could cause actual results to differ materially from those expressed or implied in our forward-looking statements are and will be discussed in the Company’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.