
**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): June 17, 2013 (June 17, 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)

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))
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Item 8.01. Other Events.

On June 17, 2013, Asbury Automotive Group, Inc. (the “Company”) issued a press release (the “Announcement Press Release”) announcing its intention to offer, pursuant to an exemption under the Securities Act of 1933, \$75.0 million in aggregate principal amount of additional 8.375% senior subordinated notes due 2020 (the “Additional Notes”). The Additional Notes being offered are an additional issuance of, and will rank equally and form a single series with, the outstanding \$200.0 million aggregate principal amount of the Company’s 8.375% senior subordinated notes due 2020, which were issued on November 16, 2010 (the “Existing Notes”). The Additional Notes will have the same terms as the Existing Notes, including being guaranteed by all of the Company’s existing subsidiaries and future domestic restricted subsidiaries, with certain exceptions.

A copy of the Announcement Press Release is attached hereto as Exhibit 99.1, and is incorporated by reference herein.

Also on June 17, 2013, the Company issued a press release announcing the pricing and increase in size of its offering of Additional Notes (the “Pricing Press Release”). The Company will issue \$100.0 million in aggregate principal amount of Additional Notes which will be priced at 109.75% plus accrued interest from and including May 15, 2013, and which will result in total proceeds of approximately \$109.8 million.

The Company intends to use the net proceeds from the offering of Additional Notes for general corporate purposes. The Company may use the proceeds from the offering, together with cash on hand or available borrowings under various credit or mortgage facilities, to redeem its outstanding 7.625% Senior Subordinated Notes due 2017. The consummation of the offering of Additional Notes is conditioned upon customary closing conditions.

A copy of the Pricing Press Release is attached hereto as Exhibit 99.2, and is incorporated by reference herein.

The information contained in this report shall not constitute an offer to sell or a solicitation of an offer to purchase any Additional Notes in any jurisdiction in which such an offer, solicitation or sale would be unlawful.

Item 9.01. Financial Statements and Exhibits

(d) Exhibits.

<u>Number</u>	<u>Exhibit</u>
99.1	Announcement Press Release, dated June 17, 2013
99.2	Pricing Press Release, dated June 17, 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

By: /s/ Scott J. Krenz
Name: Scott J. Krenz
Title: Senior Vice President and Chief Financial Officer

Date: June 17, 2013

EXHIBIT INDEX

<u>Number</u>	<u>Exhibit</u>
99.1	Announcement Press Release, dated June 17, 2013
99.2	Pricing Press Release, dated June 17, 2013

Investors May Contact:

Ryan Marsh

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 Announces Private Placement of
\$75.0 Million of Additional 8.375% Senior Subordinated Notes due 2020**

Duluth, Ga., June 17, 2013— Asbury Automotive Group, Inc. (NYSE:ABG) (the “Company”) announced today that it plans to offer \$75.0 million in aggregate principal amount of additional 8.375% senior subordinated notes due 2020 (the “Additional Notes”) in a private transaction that is exempt from the registration requirements of the Securities Act of 1933, as amended (the “Act”). The Additional Notes being offered are an additional issuance of, and will rank equally and form a single series with, the \$200.0 million in aggregate principal amount of the Company’s 8.375% senior subordinated notes due 2020 which were issued on November 16, 2010 (the “Existing Notes”). The Additional Notes will have the same terms as the Existing Notes, including being guaranteed by all of the Company’s existing subsidiaries and future domestic restricted subsidiaries, with certain exceptions.

The Company intends to use the net proceeds from the offering of the Additional Notes for general corporate purposes. The Company may use the proceeds from the offering, together with cash on hand or available borrowings under various credit or mortgage facilities, to redeem its outstanding 7.625% Senior Subordinated Notes due 2017. The consummation of the offering of Additional Notes will be conditioned upon customary closing conditions.

The Additional Notes and the related guarantees have not been, and will not be, registered under the Act or the securities laws of any other jurisdiction and may not be offered or sold in the United States absent registration or an applicable exemption from registration requirements. The Additional 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 Additional Notes or any other securities, and shall not constitute an offer, solicitation or sale of any Additional 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.

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 76 retail auto stores, encompassing 97 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 federal securities laws. Forward-looking statements are statements other than historical fact, and include statements relating to the offering of Additional Notes, including the use of proceeds 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, the Company’s ability to complete the offering of Additional Notes, market factors, 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 the Company’s ability to refinance or repay such indebtedness, particularly upcoming maturities, on favorable terms), 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.

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Ryan Marsh

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Asbury Automotive Group Announces Pricing and Increase in Size of Its Private Placement of Notes Offering

Duluth, Ga., June 17, 2013— Asbury Automotive Group, Inc. (NYSE:ABG) (the “Company”) announced today that it has priced its previously announced private placement of additional 8.375% senior subordinated notes due 2020 (the “Additional Notes”). The Company will issue \$100.0 million in aggregate principal amount of the Additional Notes at a price of 109.75%, plus accrued and unpaid interest from and including May 15, 2013. The principal amount represents an increase of \$25.0 million from the previously announced principal amount. The Additional Notes being offered are an additional issuance of, and will rank equally and form a single series with, the \$200.0 million in aggregate principal amount of the Company’s 8.375% senior subordinated notes due 2020 which were issued on November 16, 2010 (the “Existing Notes”). The Additional Notes will have the same terms as the Existing Notes, including being guaranteed by all of the Company’s existing subsidiaries and future domestic restricted subsidiaries, with certain exceptions.

The sale of the Additional Notes is expected to be completed on June 20, 2013, subject to customary closing conditions.

The Company intends to use the net proceeds from the offering of Additional Notes for general corporate purposes. The Company may use the proceeds from the offering, together with cash on hand or available borrowings under various credit or mortgage facilities, to redeem its outstanding 7.625% Senior Subordinated Notes due 2017.

The Additional Notes and the related guarantees have not been, and will not be, registered under the Act or the securities laws of any other jurisdiction and may not be offered or sold in the United States absent registration or an applicable exemption from registration requirements. The Additional Notes and the related guarantees 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 Additional Notes or any other securities, and shall not constitute an offer, solicitation or sale of any Additional 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.

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This press release contains “forward-looking statements” within the meaning of federal securities laws. Forward-looking statements are statements other than historical fact, and include statements relating to the offering of Additional Notes, including the use of proceeds 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, the Company’s ability to complete the offering of Additional Notes, market factors, 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 the Company’s ability to refinance or repay such indebtedness, particularly upcoming maturities, on favorable terms), 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.