
**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):

October 23, 2015 (October 23, 2015)

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))
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Item 8.01 Other Events.

On October 23, 2015, Asbury Automotive Group, Inc. (the “Company”) issued a press release (the “Announcement Press Release”) announcing the offering, pursuant to an exemption under the Securities Act of 1933, of \$200.0 million aggregate principal amount of additional 6.0% senior subordinated notes due 2024 (the “Additional Notes”). The Additional Notes are part of the same issuance of, and rank equally and form a single series with, the outstanding \$400.0 million aggregate principal amount of the Company’s 6.0% senior subordinated notes due 2024, which were issued on December 4, 2014 (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 October 23, 2015, the Company issued a press release announcing the pricing of its offering of Additional Notes (the “Pricing Press Release”). The Additional Notes will be priced at 104.25% plus accrued interest from and including June 15, 2015.

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>Exhibit No.</u>	<u>Description</u>
99.1	Announcement Press Release, dated October 23, 2015.
99.2	Pricing Press Release, dated October 23, 2015.

SIGNATURE

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: October 23, 2015

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>
99.1	Announcement Press Release, dated October 23, 2015.
99.2	Pricing Press Release, dated October 23, 2015.



Asbury Automotive Group Announces Private Placement of \$200.0 Million of Additional 6.0% Senior Subordinated Notes Due 2024

Duluth, Ga., October 23, 2015 — Asbury Automotive Group, Inc. (NYSE: ABG) (the “Company”), one of the largest automotive retail and service companies in the United States, announced today the commencement of an offering of \$200.0 million aggregate principal amount of additional 6.0% senior subordinated notes due 2024 (the “Additional Notes”) in a private placement transaction that is exempt from the registration requirements of the Securities Act of 1933 (the “Act”). The Additional Notes are part of the same issuance of, and will rank equally and form a single series with, the \$400.0 million aggregate principal amount of the Company’s 6.0% senior subordinated notes due 2024 which were issued on December 4, 2014 (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 this offering for general corporate purposes, which may include, among other things, acquisitions, share repurchases, capital expenditures, repaying indebtedness outstanding from time to time, investments or working capital needs.

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 therefrom. 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.

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 the Company’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, 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, 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 the Company's 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.

Asbury Automotive Group, Inc.

Investors and Reporters Contact:

Matt Pettoni, (770) 418-8219

VP & Treasurer

ir@asburyauto.com



Asbury Automotive Group Announces Pricing of \$200.0 Million of Additional 6.0% Senior Subordinated Notes Due 2024

Duluth, Ga., October 23, 2015 — Asbury Automotive Group, Inc. (NYSE: ABG) (the “Company”), one of the largest automotive retail and service companies in the United States, announced today that it has priced its previously announced offering of \$200.0 million aggregate principal amount of additional 6.0% senior subordinated notes due 2024 (the “Additional Notes”) at 104.25% plus accrued interest from and including June 15, 2015. The Additional Notes are part of the same issuance of, and will rank equally and form a single series with, the \$400.0 million aggregate principal amount of the Company’s 6.0% senior subordinated notes due 2024 which were issued on December 4, 2014 (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 October 28, 2015, subject to customary closing conditions.

The Company intends to use the net proceeds from this offering for general corporate purposes, which may include, among other things, acquisitions, share repurchases, capital expenditures, repaying indebtedness outstanding from time to time, investments or working capital needs.

The Additional Notes and the related guarantees have not been, and will not be, registered under the Securities Act of 1933 (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 therefrom. 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 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 goals, plans, market conditions and projections regarding the Company’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, 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, 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 the Company's 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.

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