
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): January 27, 2017 (January 25, 2017)

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 8.01. Other Events.

On January 25, 2017, the board of directors of Asbury Automotive Group, Inc. (the "Company") approved an amendment (the "Amendment") to the Asbury Automotive Group, Inc. 2012 Equity Incentive Plan (the "2012 Plan"). Pursuant to the Amendment, no non-employee director of the Company may be granted awards in any calendar year under the 2012 Plan having a grant date fair value in excess of \$500,000. A copy of the Amendment is attached hereto as Exhibit 10.1 and is incorporated by reference herein.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

The following exhibits are furnished as part of this report.

<u>Exhibit No.</u>	<u>Description</u>
10.1	First Amendment to Asbury Automotive Group, Inc. 2012 Equity Incentive Plan

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: January 27, 2017

By: /s/ George A. Villasana

Name: George A. Villasana

Title: Senior Vice President, General Counsel and Secretary

**FIRST AMENDMENT TO
ASBURY AUTOMOTIVE GROUP, INC. 2012 EQUITY INCENTIVE PLAN**

This First Amendment to the Asbury Automotive Group, Inc. 2012 Equity Incentive Plan (this “**Amendment**”) is made as of January 25, 2017 (the “**Amendment Effective Date**”) by the Board of Directors (the “**Board**”) of Asbury Automotive Group, Inc., a Delaware corporation (the “**Company**”). This Amendment will be effective for all awards granted under the 2012 Plan (as hereinafter defined) only after the Amendment Effective Date as described herein.

WHEREAS, on March 13, 2012, the Board approved and adopted the Asbury Automotive Group, Inc. 2012 Equity Incentive Plan (the “**2012 Plan**”), which 2012 Plan became effective as of such date, provided that any awards granted under the 2012 Plan were generally subject to stockholder approval of the 2012 Plan;

WHEREAS, on April 18, 2012, the Company’s stockholders approved the 2012 Plan;

WHEREAS, it is the desire of the Company to amend the 2012 Plan, effective as of the Amendment Effective Date, to include a limit on awards to non-employee directors; and

WHEREAS, the Board may amend the 2012 Plan for this purpose pursuant to Section 7(a) of the 2012 Plan without obtaining the approval of the Company’s stockholders or 2012 Plan participants.

NOW, THEREFORE, effective as of the Amendment Effective Date, the Board hereby amends the 2012 Plan as follows:

1. **Amendment of Section 4(a) of the 2012 Plan.** Section 4(a) of the 2012 Plan is hereby amended by inserting the following new sentence immediately after the first sentence thereof:

“Further, subject to adjustment as provided in Section 4(b) and Section 7(c), in no event will any non-employee member of the Board in any calendar year be granted Awards under this Plan having an aggregate maximum value at the date of grant (calculating the value of any such awards based on the grant date fair value for financial reporting purposes) in excess of \$500,000.”

2. **Miscellaneous.**

(a) Except as amended by this Amendment, the 2012 Plan shall remain in full force and effect.

(b) Capitalized terms used but not defined in this Amendment have the respective meanings ascribed thereto in the 2012 Plan.