

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

OMB APPROVAL	
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Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <u>Impactive Capital LP</u> <hr/> (Last) (First) (Middle) 450 WEST 14TH STREET, 12TH FLOOR <hr/> (Street) NEW YORK NY 10014 <hr/> (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 08/09/2024	3. Issuer Name and Ticker or Trading Symbol <u>ASBURY AUTOMOTIVE GROUP INC [ABG]</u>	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)	5. If Amendment, Date of Original Filed (Month/Day/Year)
		6. Individual or Joint/Group Filing (Check Applicable Line) Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person	

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock ⁽¹⁾	2,017,002	I	See Footnote ⁽²⁾

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Cash-Settled Total Return Swap ⁽¹⁾	(3)	09/27/2027	Common Stock	18,866	(4)	I	See Footnote ⁽²⁾

1. Name and Address of Reporting Person* <u>Impactive Capital LP</u> <hr/> (Last) (First) (Middle) 450 WEST 14TH STREET, 12TH FLOOR <hr/> (Street) NEW YORK NY 10014 <hr/> (City) (State) (Zip)

1. Name and Address of Reporting Person* <u>Impactive Capital LLC</u> <hr/> (Last) (First) (Middle) 450 WEST 14TH STREET, 12TH FLOOR <hr/> (Street) NEW YORK NY 10014 <hr/> (City) (State) (Zip)
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(City)	(State)	(Zip)
1. Name and Address of Reporting Person*		
Asmar Christian		
(Last)	(First)	(Middle)
450 WEST 14TH STREET, 12TH FLOOR		
(Street)		
NEW YORK CITY	NY	10014
(City)	(State)	(Zip)

(City)	(State)	(Zip)
1. Name and Address of Reporting Person*		
Wolfe Lauren Taylor		
(Last)	(First)	(Middle)
450 WEST 14TH STREET, 12TH FLOOR		
(Street)		
NEW YORK CITY	NY	10014
(City)	(State)	(Zip)

Explanation of Responses:

- This Form 3 is filed jointly by Impactive Capital LP ("Impactive Capital"), Impactive Capital LLC ("Impactive GP"), Christian Asmar and Lauren Taylor Wolfe (collectively, the "Reporting Persons"). Each of the Reporting Persons disclaims beneficial ownership of the securities reported herein except to the extent of her, his or its pecuniary interest therein.
- The securities of Asbury Automotive Group, Inc. (the "Issuer") reported herein are held directly by certain funds and/or accounts (the "Impactive Funds"). Pursuant to an Investment Management Agreement, the Impactive Funds have delegated all voting and investment power over the securities directly held by the Impactive Funds and their general partners to Impactive Capital, which serves as the investment manager of the Impactive Funds. Impactive GP, as the general partner of Impactive Capital, and each of Mr. Asmar and Ms. Taylor Wolfe, as Managing Members of Impactive GP, may be deemed to exercise voting and investment power over such securities. The Impactive Funds specifically disclaim beneficial ownership of such securities by virtue of their inability to vote or dispose of such securities as a result of such delegation to Impactive Capital.
- Impactive Capital has entered into cash-settled total return swap agreements (the "Swaps") with an unaffiliated third party financial institution, which provide Impactive Capital with economic exposure to an aggregate 18,866 notional shares. The Swaps provide Impactive Capital with economic results that are comparable to the economic results of ownership but do not provide Impactive Capital the power to vote or direct the voting or dispose of or direct the disposition of the shares of common stock that are the subject of the Swaps (the "Subject Shares"). The Reporting Persons do not have the right to convert the Swaps into shares of common stock at any time. The Reporting Persons expressly disclaim beneficial ownership of the Subject Shares except to the extent of her, his or its pecuniary interest therein.
- The Swaps referenced herein provide for various execution prices ranging from \$146.1986 to \$150.7997. The Reporting Persons undertake to provide to the Issuer, any security holder of the Issuer or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of notional shares at each separate execution price for each Swap within the range set forth in this footnote.

[IMPACTIVE CAPITAL LP, By: Impactive Capital LLC, its general partner, 08/16/2024](#)
[By: /s/ Lauren Taylor Wolfe, Managing Member](#)
[IMPACTIVE CAPITAL LLC, By: /s/ Lauren Taylor Wolfe, Managing Member](#) [08/16/2024](#)
[/s/ Christian Asmar](#) [08/16/2024](#)
[/s/ Lauren Taylor Wolfe](#) [08/16/2024](#)

** Signature of Reporting Person Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* If the form is filed by more than one reporting person, see Instruction 5 (b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.