

ASBURY AUTOMOTIVE GROUP INC  
Form SC 13G/A  
February 14, 2013  
UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, DC 20549

Schedule 13G  
(Rule 13d-102)

Information to be Included in Statements Filed Pursuant to Rules 13d-1(b), (c) and (d) and  
Amendments Thereto Filed Pursuant to Rule 13d-2(b)  
(Amendment No. 2)\*

Asbury Automotive Group, Inc.

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(Name of Issuer)

Common Stock

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(Title of Class of Securities)

043436104

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(CUSIP Number)

December 31, 2012

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(Date of Event which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- Rule 13d-1(b)
- Rule 13d-1(c)
- Rule 13d-1(d)

\*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 (the "Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).



SCHEDULE 13G

CUSIP NO. 043436104

NAMES OF REPORTING PERSONS

1  
MSD Capital, L.P.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS) (a)  (b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

5 NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH SOLE VOTING POWER  
-0-

6 SHARED VOTING POWER  
3,137,873

7 SOLE DISPOSITIVE POWER  
-0-

8 SHARED DISPOSITIVE POWER  
3,137,873

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

3,137,873

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

11 PERCENT OF CLASS REPRESENTED IN ROW (9)

9.9% 1

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

PN

1 The percentages used herein and in the rest of this Schedule 13G/A are calculated based upon 31,509,368 shares of Common Stock outstanding as of October 23, 2012 as reported in the Company's Form 10-Q filed on October 24, 2012.

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SCHEDULE 13G

CUSIP NO. 043436104

NAMES OF REPORTING PERSONS

1  
MSD SBI, L.P.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS) (a)  (b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5	SOLE VOTING POWER	-0-
	6	SHARED VOTING POWER	3,137,873
	7	SOLE DISPOSITIVE POWER	-0-
	8	SHARED DISPOSITIVE POWER	3,137,873

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
3,137,873

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

11 PERCENT OF CLASS REPRESENTED IN ROW (9)

9.9% 1

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

PN

1 The percentages used herein and in the rest of this Schedule 13G/A are calculated based upon 31,509,368 shares of Common Stock outstanding as of October 23, 2012 as reported in the Company's Form 10-Q filed on October 24, 2012.

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SCHEDULE 13G

CUSIP NO. 043436104

NAMES OF REPORTING PERSONS

1

Michael S. Dell

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2

(a)   
(b)

SEC USE ONLY

3

CITIZENSHIP OR PLACE OF ORGANIZATION

4

United States

SOLE VOTING POWER

5

NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY EACH  
REPORTING  
PERSON WITH

-0-

SHARED VOTING POWER

6

3,137,873

SOLE DISPOSITIVE POWER

7

-0-

SHARED DISPOSITIVE POWER

8

3,137,873

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9

3,137,873

CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

10

11 PERCENT OF CLASS REPRESENTED IN ROW (9)

9.9% <sup>1</sup>

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

IN

1 The percentages used herein and in the rest of this Schedule 13G/A are calculated based upon 31,509,368 shares of Common Stock outstanding as of October 23, 2012 as reported in the Company's Form 10-Q filed on October 24, 2012.

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SCHEDULE 13G

CUSIP NO. 043436104

Item 1(a) Name of Issuer:

The name of the issuer is Asbury Automotive Group, Inc. (the "Company").

Item 1(b) Address of Issuer's Principal Executive Offices:

The Company's principal executive office is located at 2905 Premiere Parkway, NW, Suite 300, Duluth, Georgia 30097.

Item 2(a) Name of Person Filing:

This statement is jointly filed by and on behalf of each of MSD Capital, L.P. ("MSD Capital"), MSD SBI, L.P. ("MSD SBI") and Michael S. Dell (collectively, the "Reporting Persons"). MSD SBI is the direct owner of the securities covered by this statement. MSD Capital is the general partner of, and may be deemed to beneficially own securities beneficially owned by, MSD SBI. MSD Capital Management LLC, a Delaware limited liability company ("MSD Capital Management"), is the general partner of, and may be deemed to beneficially own securities beneficially owned by, MSD Capital. Each of Glenn R. Fuhrman, John C. Phelan and Marc R. Lisker is a manager of, and may be deemed to beneficially own securities beneficially owned by, MSD Capital Management. Michael S. Dell is the controlling member of, and may be deemed to beneficially own securities beneficially owned by, MSD Capital Management.

Neither the filing of this statement nor anything herein shall be construed as an admission that any person other than the Reporting Persons is, for the purposes of Section 13(d) or 13(g) of the Act or any other purpose, the beneficial owner of any securities covered by this statement.

Item 2(b) Address of Principal Business Office or, if none, Residence:

The address of the principal business office of MSD Capital and MSD SBI is 645 Fifth Avenue, 21st Floor, New York, New York 10022.

The address of the principal business office of Mr. Dell is c/o Dell, Inc., One Dell Way, Round Rock, Texas 78682.

Item 2(c) Citizenship:

See Item 4 on the cover pages hereto.

Item 2(d) Title of Class of Securities:

Common Stock

Item 2(e) CUSIP No.:

043436104

Item 3 If this statement is filed pursuant to Rules 13d-1(b), or 13d-2(b), check whether the person filing is a:

Not applicable.

Item 4

Ownership:

A. MSD Capital, L.P.

- (a) Amount beneficially owned: 3,137,873
- (b) Percent of class: 9.9%
- (c) Number of shares as to which such person has:
  - (i) Sole power to vote or direct the vote: -0-
  - (ii) Shared power to vote or direct the vote: 3,137,873
  - (iii) Sole power to dispose or direct the disposition: -0-
  - (iv) Shared power to dispose or direct the disposition: 3,137,873

B. MSD SBI, L.P.

- (a) Amount beneficially owned: 3,137,873
- (b) Percent of class: 9.9%
- (c) Number of shares as to which such person has:
  - (i) Sole power to vote or direct the vote: -0-
  - (ii) Shared power to vote or direct the vote: 3,137,873
  - (iii) Sole power to dispose or direct the disposition: -0-
  - (iv) Shared power to dispose or direct the disposition: 3,137,873

C. Michael S. Dell

- (a) Amount beneficially owned: 3,137,873
- (b) Percent of class: 9.9%
- (c) Number of shares as to which such person has:
  - (i) Sole power to vote or direct the vote: -0-
  - (ii) Shared power to vote or direct the vote: 3,137,873
  - (iii) Sole power to dispose or direct the disposition: -0-

(iv) Shared power to dispose or direct the disposition: 3,137,873

D. MSD Capital Management, LLC

(a) Amount beneficially owned: 3,137,873

(b) Percent of class: 9.9%

(c) Number of shares as to which such person has:

(i) Sole power to vote or direct the vote: -0-

(ii) Shared power to vote or direct the vote: 3,137,873

(iii) Sole power to dispose or direct the disposition: -0-

(iv) Shared power to dispose or direct the disposition: 3,137,873

E. Glenn R. Fuhrman

(a) Amount beneficially owned: 3,137,873

(b) Percent of class: 9.9%

(c) Number of shares as to which such person has:

(i) Sole power to vote or direct the vote: -0-

(ii) Shared power to vote or direct the vote: 3,137,873

(iii) Sole power to dispose or direct the disposition: -0-

(iv) Shared power to dispose or direct the disposition: 3,137,873

F. John C. Phelan

(a) Amount beneficially owned: 3,137,873

(b) Percent of class: 9.9%

(c) Number of shares as to which such person has:

(i) Sole power to vote or direct the vote: -0-

(ii) Shared power to vote or direct the vote: 3,137,873

(iii) Sole power to dispose or direct the disposition: -0-

(iv) Shared power to dispose or direct the disposition: 3,137,873

G. Marc R. Lisker

(a) Amount beneficially owned: 3,137,873

(b) Percent of class: 9.9%

(c) Number of shares as to which such person has:

(i) Sole power to vote or direct the vote: -0-

(ii) Shared power to vote or direct the vote: 3,137,873

(iii) Sole power to dispose or direct the disposition: -0-

(iv) Shared power to dispose or direct the disposition: 3,137,873

Item 5 Ownership of Five Percent or Less of a Class:

If this statement is being filed to report the fact that as of the date hereof the Reporting Person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following [ ].

Item 6 Ownership of More Than Five Percent on Behalf of Another Person:

Not applicable.

Item 7 Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company or Control Person:

Not applicable.

Item 8 Identification and Classification of Members of the Group:

Not applicable.

Item 9 Notice of Dissolution of Group:

Not applicable.

Item 10 Certification:

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

CUSIP NO. 043436104

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: February 14, 2013

MSD Capital, L.P.

By: MSD Capital  
Management, LLC  
Its: General  
Partner

By: /s/ Marc R.  
Lisker  
Name: Marc R.  
Lisker  
Title: Manager and General  
Counsel

MSD SBI, L.P.

By: MSD  
Capital, L.P.  
Its: General  
Partner

By: MSD Capital  
Management LLC  
Its: General  
Partner

By: /s/ Marc R.  
Lisker  
Name: Marc R.  
Lisker  
Title: Manager and General  
Counsel

Michael S. Dell

By:

/s/ Marc R.  
Lisker  
Name: Marc R.  
Lisker  
Title: Attorney-in-Fact

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EXHIBIT INDEX

Exhibit	Description of Exhibit
24.1	Power of Attorney (incorporated herein by reference to Exhibit 24.1 to the Schedule 13G relating to the Common Stock of Atlas Energy, L.P. filed February 22, 2011 by MSD Capital, MSD Energy Investments, L.P. and Michael S. Dell with the Commission).
99.1	Joint Filing Agreement dated February 14, 2013.

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JOINT FILING AGREEMENT

February 14, 2013

Pursuant to and in accordance with the Securities Exchange Act of 1934, as amended (the "Exchange Act"), and the rules and regulations thereunder, each party hereto hereby agrees to the joint filing, on behalf of each of them, of any filing required by such party under Section 13 or Section 16 of the Exchange Act or any rule or regulation thereunder (including any amendment, restatement, supplement, and/or exhibit thereto) with the Securities and Exchange Commission (and, if such security is registered on a national securities exchange, also with the exchange), and further agrees to the filing, furnishing, and/or incorporation by reference of this agreement as an exhibit thereto. This agreement shall remain in full force and effect until revoked by any party hereto in a signed writing provided to each other party hereto, and then only with respect to such revoking party.

IN WITNESS WHEREOF, each party hereto, being duly authorized, has caused this agreement to be executed and effective as of the date first written above.

Date: February 14, 2013

MSD Capital, L.P.

By: MSD Capital  
Management, LLC  
Its: General  
Partner

By: /s/ Marc R.  
Lisker  
Name: Marc R.  
Lisker  
Title: Manager and General  
Counsel

MSD SBI, L.P.

By: MSD Capital,  
L.P.  
Its: General  
Partner

By: MSD Capital  
Management LLC  
Its: General  
Partner

By:



/s/ Marc R.  
Lisker  
Name: Marc R.  
Lisker  
Title: Manager and General  
Counsel

Michael S. Dell

By: /s/ Marc R. Lisker  
Name: Marc R. Lisker  
Title: Attorney-in-Fact