

ASBURY AUTOMOTIVE GROUP INC  
Form 8-K  
November 01, 2010

**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): November 1, 2010 (November 1, 2010)**

**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.)

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**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))

**Item 7.01. Regulation FD Disclosure**

On November 1, 2010, Asbury Automotive Group, Inc. (the Company ) announced via press release that it has commenced a cash tender offer and consent solicitation (the Tender Offer ) for any and all of its outstanding 8% Senior Subordinated Notes due 2014 (the 2014 Notes ) and a separate consent solicitation (the Consent Solicitation ) soliciting consents to certain amendments to the indenture governing its 7.625% Senior Subordinated Notes due 2017 (the 2017 Notes ).

A copy of the press release is attached hereto as Exhibit 99.1, and is incorporated herein by reference.

**Item 8.01. Other Events**

Also on November 1, 2010, the Company issued a press release announcing its intention to offer, pursuant to an exemption under the Securities Act of 1933, \$200.0 million in aggregate principal amount of Senior Subordinated Notes due 2020 (the Notes ). The Company intends to use the net proceeds from the offering of Notes to complete the Tender Offer and Consent Solicitation and pay all related fees and expenses. The Company also intends to redeem any 2014 Notes that remain outstanding after the completion of the Tender Offer. Any remaining proceeds will be used for general corporate purposes. The consummation of the offering of Notes is conditioned upon customary closing conditions.

A copy of the 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 Notes in any jurisdiction in which such an offer, solicitation or sale would be unlawful.

**Item 9.01. Financial Statements and Exhibits**

(d) Exhibits.

<b>Number</b>	<b>Exhibit</b>
99.1	Press Release, dated November 1, 2010
99.2	Press Release, dated November 1, 2010

**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/ Craig T. Monaghan  
Name: Craig T. Monaghan  
Title: Senior Vice President and  
Chief Financial Officer

Date: November 1, 2010

**EXHIBIT INDEX**

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