

ASBURY AUTOMOTIVE GROUP INC  
Form SC 13D/A  
December 08, 2017  
UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, DC 20549

SCHEDULE 13D

Under the Securities Exchange Act of 1934  
(Amendment No.2)\*

ASBURY AUTOMOTIVE GROUP, INC.  
(Name of Issuer)

Common Stock  
(Title of Class of Securities)

043436104  
(CUSIP Number)

Alan L. Dye  
C. Alex Bahn  
Hogan Lovells US LLP  
555 13th Street, NW  
Washington, DC 20004  
202-637-5600  
(Name, Address and Telephone Number of Person  
Authorized to Receive Notices and Communication)

December 5, 2017  
(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box.

Note. Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Rule 240.13d-7 for other parties to whom copies are to be sent.

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 disclosures provided in a prior cover page.

The information required on 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 ("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).

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CUSIPNO. 043436104 SCHEDULE 13D

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1 NAMES OF  
REPORTING  
PERSONS

MSD Capital, L.P.

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

(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS  
(See Instructions)

AF

5 CHECK IF  
DISCLOSURE OF  
LEGAL  
PROCEEDINGS IS  
REQUIRED  
PURSUANT TO ITEMS  
2(d) OR 2(e)

6 CITIZENSHIP OR  
PLACE OF  
ORGANIZATION

Delaware

7 SOLE  
VOTING  
POWER

-0-

8 SHARED  
VOTING  
POWER

NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY  
EACH  
REPORTING  
PERSON WITH

0

SOLE  
9 DISPOSITIVE  
POWER

-0-

SHARED  
10 DISPOSITIVE  
POWER

0

11 AGGREGATE  
AMOUNT  
BENEFICIALLY  
OWNED BY EACH  
REPORTING PERSON

0

12 CHECK IF THE  
AGGREGATE  
AMOUNT IN ROW (11)  
EXCLUDES CERTAIN  
SHARES (See  
Instructions)

13 PERCENT OF CLASS  
REPRESENTED BY  
AMOUNT IN ROW (11)

0%<sub>+</sub>

14 TYPE OF  
REPORTING PERSON  
(See Instructions)

PN

\* See Item 5.

The percentage used herein and in the rest of this Schedule 13D are calculated based upon 20,817,702 shares of the Issuer's Common Stock outstanding as of October 24, 2017 as reported in the Issuer's Quarterly Report on Form 10-Q filed with the Securities and Exchange Commission on October 25, 2017.

CUSIP NO. 043436104 SCHEDULE 13D

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1 NAMES OF  
REPORTING PERSONS

MSD SBI, L.P.

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

(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS  
(See Instructions)

WC

5 CHECK IF  
DISCLOSURE OF  
LEGAL PROCEEDINGS  
IS REQUIRED  
PURSUANT TO ITEMS  
2(d) OR 2(e)

6 CITIZENSHIP OR  
PLACE OF  
ORGANIZATION

Delaware

7 SOLE  
VOTING  
POWER

-0-

8 SHARED  
VOTING  
POWER

NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY

0

EACH  
REPORTING  
PERSON WITH

9 SOLE  
DISPOSITIVE  
POWER

-0-

SHARED  
10 DISPOSITIVE  
POWER

0

11 AGGREGATE AMOUNT  
BENEFICIALLY  
OWNED BY EACH  
REPORTING PERSON

0

12 CHECK IF THE  
AGGREGATE AMOUNT  
IN ROW (11)  
EXCLUDES CERTAIN  
SHARES (See  
Instructions)

13 PERCENT OF CLASS  
REPRESENTED BY  
AMOUNT IN ROW (11)

0%+

14 TYPE OF REPORTING  
PERSON (See  
Instructions)

PN

\* See Item 5.

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This Amendment No. 2 (this "Amendment") reflects changes to the information in the Schedule 13D relating to the Common Stock of Asbury Automotive Group, Inc. (the "Issuer") filed with the Securities and Exchange Commission (the "Commission") on January 9, 2015 by MSD Capital, L.P. and MSD SBI, L.P., as amended by Amendment No. 1, filed with the Commission on May 5, 2016 (as amended, the "Schedule 13D"). Each capitalized term used and not defined in this Amendment shall have the meaning assigned to such term in the Schedule 13D. Except as otherwise provided herein, each Item of the Schedule 13D remains unchanged.

Items 5 and 7 are hereby amended and supplemented as follows:

Item 5. Interest in Securities of the Issuer

Items 5(a) and (b) are hereby amended and restated in their entirety as follows:

A. MSD Capital L.P.

As of the date hereof, MSD Capital, L.P. beneficially owns, in aggregate, 0 Shares, representing 0% of the Issuer's outstanding Shares (based on 20,817,702 Shares (a) of the Issuer outstanding as of October 24, 2017 as reported in the Issuer's Form 10-Q filed with the Commission on October 25, 2017).

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

B. MSD SBI, L.P.

As of the date hereof, MSD SBI, L.P. beneficially owns, in aggregate, 0 Shares, representing 0% of the Issuer's outstanding Shares (based on 20,817,702 Shares of the (a) Issuer outstanding as of October 24, 2017 as reported in the Issuer's Form 10-Q filed with the Commission on October 25, 2017).

(b) 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: -0-

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

(iv) Shared power to dispose or direct the disposition: -0-

C. MSD Capital Management, LLC

As of the date hereof, MSD Capital Management, LLC beneficially owns, in aggregate, 0 Shares, representing 0% of the Issuer's outstanding Shares (based on (a) 20,817,702 Shares of the Issuer outstanding as of October 24, 2017 as reported in the Issuer's Form 10-Q filed with the Commission on October 25, 2017).

(b) 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: 0

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

(iv) Shared power to dispose or direct the disposition: 0

D. Glenn R. Fuhrman

As of the date hereof, Glenn R. Fuhrman beneficially owns, in aggregate, 0 Shares, representing 0% of the Issuer's outstanding Shares (based on (a) 20,817,702 Shares of the Issuer outstanding as of October 24, 2017 as reported in the Issuer's Form 10-Q filed with the Commission on October 25, 2017).

(b) 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: 0

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

(iv) Shared power to dispose or direct the disposition: 0

E. Marc R. Lisker

(a) As of the date hereof, Marc R. Lisker beneficially owns, in aggregate, 0 Shares, representing 0% of the Issuer's outstanding Shares (based on 20,817,702 Shares of the Issuer outstanding as of October 24, 2017 as reported in the Issuer's Form 10-Q filed with the Commission on

October 25, 2017).

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

F. John C. Phelan

As of the date hereof, John C. Phelan beneficially owns, in aggregate, 0 Shares, representing 0% of the Issuer's outstanding Shares (based on 20,817,702 Shares of the

(a) Issuer outstanding as of October 24, 2017 as reported in the Issuer's Form 10-Q filed with the Commission on October 25, 2017).

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

Item 5(c) is hereby supplemented as follows:

On December 4, 2017, MSD SBI distributed all of the Shares it held to Michael S. Dell and other representatives of MSD Capital in a private transaction. There was no sale of Shares in the open market by MSD SBI on that date. Following this transaction, on December 5, 2017, Michael S. Dell gifted 1,475,266 Shares to the Michael & Susan Dell Foundation, a private foundation of which Michael S. Dell is President and Director. Concurrent with this filing, Michael S. Dell, Susan Dell and the Michael & Susan Dell Foundation are jointly filing an initial Schedule 13G to disclose their acquisition.

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Item 7. Material to be  
filed as  
Exhibits

Item 7  
is hereby  
amended and  
supplemented  
as follows:

Exhibit Description  
of Exhibit

99.2 Joint Filing  
Agreement  
dated  
December 7,  
2017.

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SIGNATURES

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.

Dated: December 7, 2017

MSD Capital, L.P.

By: MSD Capital Management LLC  
Its: General Partner

By: /s/ Marc R. Lisker  
Name: Marc R. Lisker  
Title: Manager

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

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Exhibit 99.2

JOINT FILING AGREEMENT

December 7, 2017

The undersigned hereby agree as follows:

- (i) Each of them is individually eligible to use the Schedule 13D to which this Exhibit is attached, and such Schedule 13D is filed on behalf of each of them; and
- (ii) Each of them is responsible for the timely filing of such Schedule 13D and any amendments thereto, and for the completeness and accuracy of the information concerning such person contained therein; but none of them is responsible for the completeness or accuracy of the information concerning the other persons making the filing, unless such person knows or has reason to believe that such information is inaccurate.

Date: December 7, 2017

MSD Capital, L.P.

By: MSD Capital Management LLC  
Its: General Partner

By: /s/ Marc R. Lisker  
Name: Marc R. Lisker  
Title: Manager

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