

ASBURY AUTOMOTIVE GROUP INC  
Form S-8  
March 01, 2010

As filed with the Securities and Exchange Commission on March 1, 2010

Registration No. 333-\_\_\_\_\_

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
Washington, DC 20549

**FORM S-8**  
**REGISTRATION STATEMENT**  
*UNDER*  
*THE SECURITIES ACT OF 1933*

**ASBURY AUTOMOTIVE GROUP, INC.**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction of  
incorporation or organization)

**58-2241119**  
(IRS Employer  
Identification No.)

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**2905 Premiere Parkway NW, Suite 300**

**Duluth, Georgia 30097**

**(770) 418-8225**

(Address, including zip code and telephone number, including area code of Registrant's principal executive offices)

**Asbury Automotive Group, Inc.**

**Amended and Restated 2002 Equity Incentive Plan**

(Full title of the plan)

**Elizabeth B. Chandler, Esq.**

**Vice President , General Counsel & Corporate Secretary**

**Asbury Automotive Group, Inc.**

**2905 Premiere Parkway NW, Suite 300**

**Duluth, Georgia 30097**

**(770) 418-8200**

(Name, address, including zip code, and telephone number, including area code, of agent for service)

*Copies To:*

**Darlene Quashie, Esq.**

**Asbury Automotive Group, Inc.**

**2905 Premiere Parkway NW, Suite 300**

**Duluth, Georgia 30097**

**(770) 418-8200**

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Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer or a smaller reporting company. See definitions of accelerated filer, large accelerated filer and small reporting company in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer  Accelerated filer   
 Non-accelerated filer  Smaller reporting company

### CALCULATION OF REGISTRATION FEE

Title of Securities to be registered	Amount to be registered <sup>1</sup>	Proposed maximum offering price per share <sup>2</sup>	Proposed maximum aggregate offering price	Amount of registration fee
Common Stock, par value, \$.01 per share	2,575,000	\$11.46	\$29,509,500	\$2,104.03

- (1) Pursuant to Rule 416 under the Securities Act of 1933, as amended, this Registration Statement shall also cover additional shares of Common Stock which may become issuable by reason of any stock splits, stock dividends, recapitalizations or other similar transactions.
- (2) Estimated solely for the purpose of calculating the registration fee pursuant to Rule 457(c) and Rule 457(h)(1) of the Securities Act of 1933, as amended. Such price is based on the average of the high and low sales prices for the Registrant's common stock reported on the New York Stock Exchange on February 23, 2010.

**EXPLANATORY NOTE**

This Registration Statement on Form S-8 has been filed for the purpose of registering an additional 2,575,000 shares of the common stock, par value \$.01 per share, of Asbury Automotive Group, Inc. (the Company or the Registrant) to be issued pursuant to the Company's 2002 Equity Incentive Plan, as amended and restated (the Plan). The Company previously filed registration statements on Form S-8 on March 20, 2002 (File No. 333-84646) and May 21, 2003 (File No. 333-105450) to register an aggregate of 4,750,000 shares of the Company's common stock, par value \$.01 per share, to be issued under the Plan (collectively, the Prior Registration Statements). In accordance with General Instruction E of Form S-8, the Prior Registration Statements are incorporated by reference herein.

**PART II**

**INFORMATION REQUIRED IN THE REGISTRATION STATEMENT**

**Item 3. Incorporation of Documents by Reference.**

The following documents heretofore filed by the Registrant with the Securities and Exchange Commission (the Commission) are incorporated herein by this reference:

- (a) the Registrant's Annual Report on Form 10-K for the year ended December 31, 2009 filed with the Commission on March 1, 2010; and
- (b) the Registrant's Current Report on Form 8-K filed on February 23, 2010; and
- (c) the description of Registrant's common stock contained in the Registrant's Registration Statement on Form S-1 (Reg. No. 333-65998) filed on February 22, 2002, and all amendments or reports filed for the purpose of updating such description.

All documents subsequently filed by the Registrant pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Act prior to the filing of a post-effective amendment which indicates that all the securities offered hereby have been sold or which deregisters all such securities then remaining unsold, shall be deemed to be incorporated by reference herein and to be a part hereof from the date of filing of such documents.

**Item 8. Exhibits.**

<b>Exhibit No.</b>	<b>Description</b>
4.1	Amended and Restated 2002 Equity Incentive Plan of Asbury Automotive Group, Inc. (incorporated by reference to Exhibit 10.1 to the Company's Current Report on Form 8-K filed with the SEC on May 4, 2009).
5.1	Opinion of Hill, Ward & Henderson, P.A., regarding the legality of the securities being registered.
23.1	Consent of Counsel (included in Exhibit 5.1).
23.2	Consent of Ernst & Young LLP, independent registered public accounting firm.
23.3	Consent of Deloitte & Touche LLP, independent registered public accounting firm.
24.1	Power of Attorney (included in signature page to this Registration Statement).

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**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, as amended, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in Duluth, Georgia, on this 1<sup>st</sup> day of March, 2010.

ASBURY AUTOMOTIVE GROUP, INC.

By: /s/ CHARLES R. OGLESBY  
 Charles R. Oglesby  
 President & Chief Executive Officer

We, the undersigned officers and directors of Asbury Automotive Group, Inc., and each of us, do hereby constitute and appoint each and any of Charles R. Oglesby and Craig T. Monaghan, our true and lawful attorney and agent, with full power of substitution and resubstitution, to do any and all acts and things in our name and behalf in any and all capacities, which attorney and agent may deem necessary or advisable to enable said corporation to comply with the Securities Act of 1933, as amended, and any rules, regulations, and requirements of the Securities and Exchange Commission, in connection with this Registration Statement, including specifically, but without limitation, power and authority to sign for us or any of us in our names in the capacities indicated below, any and all amendments, including post-effective amendments hereto; and we do hereby ratify and confirm all that said attorney and agent, or his substitute, shall do or cause to be done by virtue thereof.

Pursuant to the requirements of the Securities Act of 1933, as amended, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

<b>Signature</b>	<b>Title</b>	<b>Date</b>
/s/ Charles R. Oglesby (Charles R. Oglesby)	Chief Executive Officer,  President and Director	March 1, 2010
/s/ Craig T. Monaghan (Craig T. Monaghan)	Senior Vice President and  Chief Financial Officer	March 1, 2010
/s/ Keith Style (Keith Style)	Vice President, Finance	March 1, 2010
/s/ Bryan Hanlon (Bryan Hanlon)	Controller and Chief  Accounting Officer	March 1, 2010
/s/ Michael J. Durham (Michael J. Durham)	Nonexecutive  Chairman of the Board	March 1, 2010
/s/ Janet M. Clarke (Janet M. Clarke)	Director	March 1, 2010
/s/ Dennis E. Clements (Dennis E. Clements)	Director	March 1, 2010

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/s/ Thomas C. DeLoach, Jr. (Thomas C. DeLoach, Jr.)	Director	March 1, 2010
/s/ Juanita T. James (Juanita T. James)	Director	March 1, 2010
/s/ Vernon E. Jordan, Jr. (Vernon E. Jordan, Jr.)	Director	March 1, 2010
/s/ Eugene S. Katz (Eugene S. Katz)	Director	March 1, 2010
/s/ Philip F. Maritz (Philip F. Maritz)	Director	March 1, 2010
/s/ Jeffrey I. Wooley (Jeffrey I. Wooley)	Director	March 1, 2010

**EXHIBIT INDEX**

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