

AUTONATION, INC.
Form SC 13D/A
November 28, 2012

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 13D

Under the Securities Exchange Act of 1934

(Amendment No. 36)*

AutoNation, Inc.
(Name of Issuer)

Common Stock
(Title of Class of Securities)

05329W102
(CUSIP Number)

Janice V. Sharry, Esq.

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Haynes and Boone, LLP

2323 Victory Avenue, Suite 700

Dallas, Texas 75219

(214) 651-5000

(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)

November 26, 2012

(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 §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, as amended (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).

CUSIP No. 05329W102

(1) Names of reporting persons.

ESL Partners, L.P.

(2) Check the appropriate box if a member of a group (see instructions)

(a) (b)

(3) SEC use only

(4) Source of funds (see instructions)

OO

(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

Number of

shares 22,251,306
(8) Shared voting power

beneficially

owned by 0
each (9) Sole dispositive power

reporting

person 22,251,306
(10) Shared dispositive power

with

18,570,383

(11) Aggregate amount beneficially owned by each reporting person

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40,821,689

(12) Check if the aggregate amount in Row (11) excludes certain shares (see instructions)

..

(13) Percent of class represented by amount in Row (11)

33.5% (1)

(14) Type of reporting person (see instructions)

PN

(1) Based upon 121,762,984 shares of common stock outstanding as of October 23, 2012, as disclosed in the Issuer's Quarterly Report on Form 10-Q for the quarter ended September 30, 2012 that was filed by the Issuer with the Securities and Exchange Commission on October 25, 2012.

CUSIP No. 05329W102

(1) Names of reporting persons.

ESL Investors, L.L.C.

(2) Check the appropriate box if a member of a group (see instructions)

(a) (b)

(3) SEC use only

(4) Source of funds (see instructions)

OO

(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

Number of

shares 3,173,029
(8) Shared voting power

beneficially

owned by 0
each (9) Sole dispositive power

reporting

person 3,173,029
(10) Shared dispositive power

with

0

(11) Aggregate amount beneficially owned by each reporting person

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3,173,029

(12) Check if the aggregate amount in Row (11) excludes certain shares (see instructions)

..

(13) Percent of class represented by amount in Row (11)

2.6% (1)

(14) Type of reporting person (see instructions)

OO

(1) Based upon 121,762,984 shares of common stock outstanding as of October 23, 2012, as disclosed in the Issuer's Quarterly Report on Form 10-Q for the quarter ended September 30, 2012 that was filed by the Issuer with the Securities and Exchange Commission on October 25, 2012.

CUSIP No. 05329W102

(1) Names of reporting persons.

SPE II Partners, LP

(2) Check the appropriate box if a member of a group (see instructions)

(a) (b)

(3) SEC use only

(4) Source of funds (see instructions)

OO

(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

Number of

shares 1,833,384
(8) Shared voting power

beneficially

owned by 0
each (9) Sole dispositive power

reporting

person 1,833,384
(10) Shared dispositive power

with

0

(11) Aggregate amount beneficially owned by each reporting person

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1,833,384

(12) Check if the aggregate amount in Row (11) excludes certain shares (see instructions)

..

(13) Percent of class represented by amount in Row (11)

1.5% (1)

(14) Type of reporting person (see instructions)

PN

(1) Based upon 121,762,984 shares of common stock outstanding as of October 23, 2012, as disclosed in the Issuer's Quarterly Report on Form 10-Q for the quarter ended September 30, 2012 that was filed by the Issuer with the Securities and Exchange Commission on October 25, 2012.

CUSIP No. 05329W102

(1) Names of reporting persons.

SPE Master II, LP

(2) Check the appropriate box if a member of a group (see instructions)

(a) (b)

(3) SEC use only

(4) Source of funds (see instructions)

OO

(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

Number of

shares 2,357,832
(8) Shared voting power

beneficially

owned by 0
each (9) Sole dispositive power

reporting

person 2,357,832
(10) Shared dispositive power

with

0

(11) Aggregate amount beneficially owned by each reporting person

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2,357,832

(12) Check if the aggregate amount in Row (11) excludes certain shares (see instructions)

..

(13) Percent of class represented by amount in Row (11)

1.9% (1)

(14) Type of reporting person (see instructions)

PN

(1) Based upon 121,762,984 shares of common stock outstanding as of October 23, 2012, as disclosed in the Issuer's Quarterly Report on Form 10-Q for the quarter ended September 30, 2012 that was filed by the Issuer with the Securities and Exchange Commission on October 25, 2012.

CUSIP No. 05329W102

(1) Names of reporting persons.

RBS Partners, L.P.

(2) Check the appropriate box if a member of a group (see instructions)

(a) (b)

(3) SEC use only

(4) Source of funds (see instructions)

OO

(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

Number of

shares 29,615,551
(8) Shared voting power

beneficially

owned by 0
each (9) Sole dispositive power

reporting

person 29,615,551
(10) Shared dispositive power

with

18,570,383

(11) Aggregate amount beneficially owned by each reporting person

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48,185,934

(12) Check if the aggregate amount in Row (11) excludes certain shares (see instructions)

..

(13) Percent of class represented by amount in Row (11)

39.6% (1)

(14) Type of reporting person (see instructions)

PN

(1) Based upon 121,762,984 shares of common stock outstanding as of October 23, 2012, as disclosed in the Issuer's Quarterly Report on Form 10-Q for the quarter ended September 30, 2012 that was filed by the Issuer with the Securities and Exchange Commission on October 25, 2012.

CUSIP No. 05329W102

(1) Names of reporting persons.

ESL Institutional Partners, L.P.

(2) Check the appropriate box if a member of a group (see instructions)

(a) (b)

(3) SEC use only

(4) Source of funds (see instructions)

OO

(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

Number of

shares 6,417
(8) Shared voting power

beneficially

owned by 0
each (9) Sole dispositive power

reporting

person 6,417
(10) Shared dispositive power

with

0

(11) Aggregate amount beneficially owned by each reporting person

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6,417

(12) Check if the aggregate amount in Row (11) excludes certain shares (see instructions)

..

(13) Percent of class represented by amount in Row (11)

0.0% (1)

(14) Type of reporting person (see instructions)

PN

(1) Based upon 121,762,984 shares of common stock outstanding as of October 23, 2012, as disclosed in the Issuer's Quarterly Report on Form 10-Q for the quarter ended September 30, 2012 that was filed by the Issuer with the Securities and Exchange Commission on October 25, 2012.

CUSIP No. 05329W102

(1) Names of reporting persons.

RBS Investment Management, L.L.C.

(2) Check the appropriate box if a member of a group (see instructions)

(a) (b)

(3) SEC use only

(4) Source of funds (see instructions)

OO

(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

Number of

shares 6,417
(8) Shared voting power

beneficially

owned by 0
each (9) Sole dispositive power

reporting

person 6,417
(10) Shared dispositive power

with

0

(11) Aggregate amount beneficially owned by each reporting person

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6,417

(12) Check if the aggregate amount in Row (11) excludes certain shares (see instructions)

..

(13) Percent of class represented by amount in Row (11)

0.0% (1)

(14) Type of reporting person (see instructions)

OO

(1) Based upon 121,762,984 shares of common stock outstanding as of October 23, 2012, as disclosed in the Issuer's Quarterly Report on Form 10-Q for the quarter ended September 30, 2012 that was filed by the Issuer with the Securities and Exchange Commission on October 25, 2012.

CUSIP No. 05329W102

(1) Names of reporting persons.

CBL Partners, L.P.

(2) Check the appropriate box if a member of a group (see instructions)

(a) (b)

(3) SEC use only

(4) Source of funds (see instructions)

OO

(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

Number of

shares 4,995,402
(8) Shared voting power

beneficially

owned by 0
each (9) Sole dispositive power

reporting

person 4,995,402
(10) Shared dispositive power

with

0

(11) Aggregate amount beneficially owned by each reporting person

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4,995,402

(12) Check if the aggregate amount in Row (11) excludes certain shares (see instructions)

..

(13) Percent of class represented by amount in Row (11)

4.1% (1)

(14) Type of reporting person (see instructions)

PN

(1) Based upon 121,762,984 shares of common stock outstanding as of October 23, 2012, as disclosed in the Issuer's Quarterly Report on Form 10-Q for the quarter ended September 30, 2012 that was filed by the Issuer with the Securities and Exchange Commission on October 25, 2012.

CUSIP No. 05329W102

(1) Names of reporting persons.

ESL Investments, Inc.

(2) Check the appropriate box if a member of a group (see instructions)

(a) (b)

(3) SEC use only

(4) Source of funds (see instructions)

OO

(5) Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e)

..

(6) Citizenship or place of organization

Delaware

Number of (7)

shares

beneficially

owned by

each

reporting

person

with