

ASBURY AUTOMOTIVE GROUP INC
Form SC 13G/A
February 13, 2014

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. 3)*

Asbury Automotive Group, Inc.

(Name of Issuer)

Class A Common Stock

(Title of Class of Securities)

043436104

(CUSIP Number)

December 31, 2013

(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).

CUSIP NO. 043436104

13G

1 NAMES OF REPORTING PERSONS

MSD Capital, L.P.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a)

(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

5 SOLE VOTING POWER

-0-

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH REPORTING
PERSON WITH

6 SHARED VOTING POWER

2,578,424

7 SOLE DISPOSITIVE POWER

-0-

8 SHARED DISPOSITIVE POWER

2,578,424

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

2,578,424

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*

11 PERCENT OF CLASS REPRESENTED IN ROW (9)

8.3%1

12 TYPE OF REPORTING PERSON*

PN

*SEE INSTRUCTIONS BEFORE FILLING OUT.

1 The percentage used above is calculated based on 30,957,514 shares of common stock outstanding as of October 22, 2013 as reported in the Company's Form 10-Q filed on October 24, 2013.

CUSIP NO. 043436104

13G

1 NAMES OF REPORTING PERSONS

MSD SBI, L.P.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a)

(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

5 SOLE VOTING POWER

-0-

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH REPORTING
PERSON WITH

6 SHARED VOTING POWER

2,578,424

7 SOLE DISPOSITIVE POWER

-0-

8 SHARED DISPOSITIVE POWER

2,578,424

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

2,578,424

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*

11 PERCENT OF CLASS REPRESENTED IN ROW (9)

8.3%1

12 TYPE OF REPORTING PERSON*

PN

*SEE INSTRUCTIONS BEFORE FILLING OUT.

CUSIP NO. 043436104 13G

1 NAMES OF REPORTING PERSONS

Michael S. Dell

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) o
(b) x

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

United States

5 SOLE VOTING POWER

-0-

6 SHARED VOTING POWER

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH 2,578,424

7 SOLE DISPOSITIVE POWER

PERSON WITH -0-

8 SHARED DISPOSITIVE POWER

2,578,424

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

2,578,424

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES* o

11 PERCENT OF CLASS REPRESENTED IN ROW (9)

8.3%1

12 TYPE OF REPORTING PERSON*

IN

*SEE INSTRUCTIONS BEFORE FILLING OUT.

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 Schedule 13G is being 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.

The Reporting Persons have entered into a Joint Filing Agreement, dated February 13, 2014, a copy of which is filed with this Schedule 13G as Exhibit 99.1, pursuant to which the Reporting Persons have agreed to file this statement jointly in accordance with the provisions of Rule 13d-1(k)(1) under the Act.

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:

MSD Capital, L.P. is organized as a limited partnership under the laws of the State of Delaware. MSD SBI, L.P. is organized as a limited partnership under the laws of the State of Delaware. Mr. Dell is a citizen of the United States.

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: 2,578,424

(b) Percent of class: 8.3%

(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:
2,578,424

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

(iv) Shared power to dispose or direct the
disposition: 2,578,424

B. MSD SBI, L.P.

(a) Amount beneficially owned: 2,578,424

(b) Percent of class: 8.3%

(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:
2,578,424

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

(iv) Shared power to dispose or direct the
disposition: 2,578,424

C. Michael S. Dell

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- (a) Amount beneficially owned: 2,578,424
- (b) Percent of class: 8.3%
- (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:
2,578,424
 - (iii) Sole power to dispose or direct the disposition:
-0-
 - (iv) Shared power to dispose or direct the
disposition: 2,578,424

D. MSD Capital Management, LLC

- (a) Amount beneficially owned: 2,578,424
- (b) Percent of class: 8.3%
- (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:
2,578,424
 - (iii) Sole power to dispose or direct the disposition:
-0-
 - (iv) Shared power to dispose or direct the
disposition: 2,578,424

E. Glenn R. Fuhrman

- (a) Amount beneficially owned: 2,578,424
- (b) Percent of class: 8.3%
- (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:
2,578,424

- | | | |
|----|----------------|--|
| | (iii) | Sole power to dispose or direct the disposition:
-0- |
| | (iv) | Shared power to dispose or direct the disposition: 2,578,424 |
| F. | John C. Phelan | |
| | (a) | Amount beneficially owned: 2,578,424 |
| | (b) | Percent of class: 8.3% |
| | (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:
2,578,424 |
| | (iii) | Sole power to dispose or direct the disposition:
-0- |
| | (iv) | Shared power to dispose or direct the disposition: 2,578,424 |
| G. | Marc R. Lisker | |
| | (a) | Amount beneficially owned: 2,578,424 |
| | (b) | Percent of class: 8.3% |
| | (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:
2,578,424 |
| | (iii) | Sole power to dispose or direct the disposition:
-0- |
| | (iv) | Shared power to dispose or direct the disposition: 2,578,424 |

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 each of the Reporting Persons 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:

Class A Common Stock

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 participant in any transaction having that purpose or effect.

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 13, 2014

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

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 13, 2014.

AGREEMENT REGARDING THE JOINT FILING OF SCHEDULE 13G

The undersigned hereby agree as follows:

- (i) Each of them is individually eligible to use the Schedule 13G to which this Exhibit is attached, and such Schedule 13G is filed on behalf of each of them; and
- (ii) Each of them is responsible for the timely filing of such Schedule 13G 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: February 13, 2014

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