





Item 8.01. Other Events.

On January 25, 2017, the board of directors of Asbury Automotive Group, Inc. (the "Company") approved an amendment (the "Amendment") to the Asbury Automotive Group, Inc. 2012 Equity Incentive Plan (the "2012 Plan").

Pursuant to the Amendment, no non-employee director of the Company may be granted awards in any calendar year under the 2012 Plan having a grant date fair value in excess of \$500,000. A copy of the Amendment is attached hereto as Exhibit 10.1 and is incorporated by reference herein.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

The following exhibits are furnished as part of this report.

Exhibit No.	Description
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10.1	First Amendment to Asbury Automotive Group, Inc. 2012 Equity Incentive Plan
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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.

Date: January 27, 2017 By: /s/ George A. Villasana

Name: George A. Villasana

Title: Senior Vice President, General Counsel and Secretary