

ASBURY AUTOMOTIVE GROUP INC  
Form SC 13D/A  
July 29, 2015  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

SCHEDULE 13D/A

Under the Securities Exchange Act of 1934  
(Amendment No. 3)\*

Asbury Automotive Group, Inc.  
(Name of Issuer)

Common Stock, par value \$0.01 per share  
(Title of Class of Securities)

043436104  
(CUSIP Number)

Eleazer Klein, Esq.

Schulte Roth & Zabel LLP

919 Third Avenue

New York, New York 10022

(212) 756-2000  
(Name, Address and Telephone Number of Person  
Authorized to Receive Notices and  
Communications)

July 27, 2015  
(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 Rule 13d-1(e), Rule 13d-1(f) or Rule 13d-1(g), check the following box. [ ]

(Page 1 of 12 Pages)

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\* 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).

NAME OF REPORTING PERSONS

**1** LIONEYE MASTER  
 FUND LTD  
 CHECK THE  
 APPROPRIATE  " "  
**2** BOX IF A  
 MEMBER OF(b) " "  
 A GROUP  
**3** SEC USE ONLY

SOURCE OF FUNDS

**4** WC  
 CHECK BOX  
 IF  
 DISCLOSURE  
 OF LEGAL  
**5** PROCEEDING  
 IS  
 REQUIRED  
 PURSUANT  
 TO ITEM  
 2(d) or 2(e)  
 CITIZENSHIP OR  
**6** PLACE OF  
 ORGANIZATION

CAYMAN ISLANDS

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	<b>7</b>	SOLE VOTING POWER
	<b>8</b>	1,461,624 SHARED VOTING POWER
	<b>9</b>	0 SOLE DISPOSITIVE POWER
	<b>10</b>	1,461,624 SHARED DISPOSITIVE

POWER

0

**11** AGGREGATE  
AMOUNT  
BENEFICIALLY  
OWNED BY EACH  
PERSON

1,461,624

**12** CHECK IF THE  
AGGREGATE  
AMOUNT IN  
ROW (11) ..  
EXCLUDES  
CERTAIN  
SHARES

**13** PERCENT OF CLASS  
REPRESENTED BY  
AMOUNT IN ROW (11)  
(see Item 5)

5.5%

**14** TYPE OF REPORTING  
PERSON

CO

NAME OF REPORTING PERSONS

**1** LIONEYE ONSHORE  
 FUND LP  
 CHECK THE  
 APPROPRIATE  " "  
**2** BOX IF A  
 MEMBER OF(b) " "  
 A GROUP  
**3** SEC USE ONLY

SOURCE OF FUNDS

**4** WC  
 CHECK BOX  
 IF  
 DISCLOSURE  
 OF LEGAL  
**5** PROCEEDING  
 IS  
 REQUIRED  
 PURSUANT  
 TO ITEM  
 2(d) or 2(e)  
 CITIZENSHIP OR  
**6** PLACE OF  
 ORGANIZATION

DELAWARE

NUMBER OF  
 SHARES  
 BENEFICIALLY **7**  
 OWNED BY  
 EACH  
 REPORTING  
 PERSON WITH  
**8**

SOLE  
 VOTING  
 POWER  
 138,350  
 SHARED  
 VOTING  
 POWER

**9** 0  
 SOLE  
 DISPOSITIVE  
 POWER

**10** 138,350  
 SHARED  
 DISPOSITIVE

POWER

0

**11** AGGREGATE  
AMOUNT  
BENEFICIALLY  
OWNED BY EACH  
PERSON

138,350

**12** CHECK IF THE  
AGGREGATE  
AMOUNT IN  
ROW (11) ..  
EXCLUDES  
CERTAIN  
SHARES

**13** PERCENT OF CLASS  
REPRESENTED BY  
AMOUNT IN ROW (11)  
(see Item 5)

0.5%

**14** TYPE OF REPORTING  
PERSON

PN

NAME OF REPORTING PERSONS

**1** LIONEYE ADVISORS  
 LLC  
 CHECK THE  
 APPROPRIATE  BOX IF A  
**2** MEMBER OF (b)   
 A GROUP  
**3** SEC USE ONLY

SOURCE OF FUNDS

**4** AF  
 CHECK BOX  
 IF  
 DISCLOSURE  
 OF LEGAL  
**5** PROCEEDING  
 IS  
 REQUIRED  
 PURSUANT  
 TO ITEM  
 2(d) or 2(e)  
 CITIZENSHIP OR  
**6** PLACE OF  
 ORGANIZATION

DELAWARE

NUMBER OF  
 SHARES  
 BENEFICIALLY **7**  
 OWNED BY  
 EACH  
 REPORTING  
 PERSON WITH  
**8**

SOLE  
 VOTING  
 POWER  
 138,350  
 SHARED  
 VOTING  
 POWER

**9** 0  
 SOLE  
 DISPOSITIVE  
 POWER

**10** 138,350  
 SHARED  
 DISPOSITIVE

POWER

0

**11** AGGREGATE  
AMOUNT  
BENEFICIALLY  
OWNED BY EACH  
PERSON

138,350

**12** CHECK IF THE  
AGGREGATE  
AMOUNT IN  
ROW (11) ..  
EXCLUDES  
CERTAIN  
SHARES

**13** PERCENT OF CLASS  
REPRESENTED BY  
AMOUNT IN ROW (11)  
(see Item 5)

0.5%

**14** TYPE OF REPORTING  
PERSON

OO

NAME OF REPORTING PERSONS

**1** LIONEYE CAPITAL  
MANAGEMENT LLC  
CHECK THE  
APPROPRIATE  " "  
**2** BOX IF A  
MEMBER OF (b) " "  
A GROUP  
**3** SEC USE ONLY

SOURCE OF FUNDS

**4** AF, OO  
CHECK BOX  
IF  
DISCLOSURE  
OF LEGAL  
**5** PROCEEDING  
IS  
REQUIRED  
PURSUANT  
TO ITEM  
2(d) or 2(e)  
CITIZENSHIP OR  
**6** PLACE OF  
ORGANIZATION

DELAWARE

NUMBER OF SHARES BENEFICIALLY <b>7</b> OWNED BY EACH REPORTING PERSON WITH	SOLE VOTING POWER
<b>8</b>	2,578,940 SHARED VOTING POWER
<b>9</b>	0 SOLE DISPOSITIVE POWER
<b>10</b>	2,578,940 SHARED DISPOSITIVE

POWER

0

**11** AGGREGATE  
AMOUNT  
BENEFICIALLY  
OWNED BY EACH  
PERSON

2,578,940

**12** CHECK IF THE  
AGGREGATE  
AMOUNT IN  
ROW (11) ..  
EXCLUDES  
CERTAIN  
SHARES

**13** PERCENT OF CLASS  
REPRESENTED BY  
AMOUNT IN ROW (11)  
(see Item 5)

9.7%

**14** TYPE OF REPORTING  
PERSON

OO

**1** NAME OF REPORTING PERSONS

STEPHEN RANERI  
 CHECK THE  
 APPROPRIATE  BOX IF A  
**2** MEMBER OF (b)   
 A GROUP  
**3** SEC USE ONLY

**4** SOURCE OF FUNDS

AF  
 CHECK BOX  
 IF

**5** DISCLOSURE OF LEGAL PROCEEDING IS  
 REQUIRED PURSUANT TO ITEM 2(d) or 2(e)

**6** CITIZENSHIP OR PLACE OF ORGANIZATION

USA

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH **7** SOLE VOTING POWER

0  
 SHARED VOTING POWER

**8**

2,578,940  
 SOLE DISPOSITIVE POWER

**9**

**10** 0 SHARED DISPOSITIVE POWER

	2,578,940
<b>11</b>	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH PERSON
<b>12</b>	2,578,940 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) .. EXCLUDES CERTAIN SHARES
<b>13</b>	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) (see Item 5)
<b>14</b>	9.7% TYPE OF REPORTING PERSON  IN

**1** NAME OF REPORTING PERSONS

ARTHUR ROSEN  
 CHECK THE  
 APPROPRIATE  BOX IF A  
**2** MEMBER OF (b)   
 A GROUP  
**3** SEC USE ONLY

**4** SOURCE OF FUNDS

AF  
 CHECK BOX  
 IF  
**5** DISCLOSURE  
 OF LEGAL  
 PROCEEDING  
 IS  
 REQUIRED  
 PURSUANT  
 TO ITEM  
 2(d) or 2(e)  
**6** CITIZENSHIP OR  
 PLACE OF  
 ORGANIZATION

USA

NUMBER OF  
 SHARES  
 BENEFICIALLY **7**  
 OWNED BY

SOLE  
 VOTING  
 POWER

EACH  
 REPORTING  
 PERSON WITH

**8**

0  
 SHARED  
 VOTING  
 POWER

**9**

2,578,940  
 SOLE  
 DISPOSITIVE  
 POWER

**10**

0  
 SHARED  
 DISPOSITIVE  
 POWER

	2,578,940
<b>11</b>	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH PERSON
<b>12</b>	2,578,940 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) .. EXCLUDES CERTAIN SHARES
<b>13</b>	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) (see Item 5)
<b>14</b>	9.7% TYPE OF REPORTING PERSON  IN

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The following constitutes Amendment No. 3 to the Schedule 13D filed by the undersigned ("Amendment No. 3"). This Amendment No. 3 amends the Schedule 13D as specifically set forth herein.

### **Item 3. SOURCE AND AMOUNT OF FUNDS OR OTHER CONSIDERATION**

Item 3 of the Schedule 13D is hereby amended and restated in its entirety as follows:

The Shares purchased by LionEye Master Fund and LionEye Onshore and held in the LionEye Capital Management Accounts were purchased with working capital (which may, at any given time, include margin loans made by brokerage firms in the ordinary course of business) in open market purchases, except as otherwise noted on Schedule A. The aggregate purchase price of the 1,461,624 Shares beneficially owned by LionEye Master Fund is approximately \$103,970,434, including brokerage commissions. The aggregate purchase price of the 138,350 Shares beneficially owned by LionEye Onshore is approximately \$10,026,878, including brokerage commissions. The aggregate purchase price of the 978,966 Shares held in the LionEye Capital Management Accounts is approximately \$66,338,784, including brokerage commissions.

### **Item 5. INTEREST IN SECURITIES OF THE ISSUER.**

Items 5(a), (b) and (c) of the Schedule 13D are hereby amended and restated in their entirety as follows:

(a) The aggregate percentage of Shares reported owned by each person named herein is based upon 26,634,520 Shares outstanding as of July 22, 2015, which is the total number of Shares outstanding as reported in the Issuer's quarterly report on Form 10-Q for the quarterly period ended June 30, 2015 filed with the Securities and Exchange Commission on July 23, 2015.

(i) LionEye Master Fund:

(a) As of the date hereof, LionEye Master Fund beneficially owned 1,461,624 Shares.

Percentage: Approximately 5.5%.

(b) 1. Sole power to vote or direct vote: 1,461,624

2. Shared power to vote or direct vote: 0

3. Sole power to dispose or direct the disposition: 1,461,624

4. Shared power to dispose or direct the disposition: 0

The transactions in the Shares by LionEye Master Fund

(c) during the past 60 days are set forth in Schedule A and are incorporated herein by reference.

(ii) LionEye Onshore:

(a) As of the date hereof, LionEye Onshore beneficially owned 138,350 Shares.

Percentage: Approximately 0.5%.

(b) 1. Sole power to vote or direct vote: 138,350

2. Shared power to vote or direct vote: 0

3. Sole power to dispose or direct the disposition: 138,350

4. Shared power to dispose or direct the disposition: 0

The transactions in the Shares by LionEye Onshore during

(c) the past 60 days are set forth in Schedule A and are incorporated herein by reference.

(iii) LionEye Advisors:

LionEye Advisors, as the general partner of LionEye

- (a) Onshore, may be deemed the beneficial owner of the 138,350 Shares beneficially owned by LionEye Onshore. Percentage: Approximately 0.5%.
- (b) 1. Sole power to vote or direct vote: 138,350  
2. Shared power to vote or direct vote: 0  
3. Sole power to dispose or direct the disposition: 138,350  
4. Shared power to dispose or direct the disposition: 0

LionEye Advisors has not entered into any transactions in the Shares during the past 60 days. The transactions in the

- (c) Shares on behalf of LionEye Onshore during the past 60 days are set forth in Schedule A and are incorporated herein by reference.

(iv) LionEye Capital Management:

As of the date hereof, 978,966 Shares were held in the LionEye Capital Management Accounts. LionEye Capital Management, as the investment manager of LionEye Master Fund, LionEye Onshore and the LionEye Capital

- (a) Management Accounts, may be deemed the beneficial owner of the (i) 1,461,624 Shares beneficially owned by LionEye Master Fund, (ii) 138,350 Shares beneficially owned by LionEye Onshore and (iii) 978,966 Shares held in the LionEye Capital Management Accounts. Percentage: Approximately 9.7%.
- (b) 1. Sole power to vote or direct vote: 2,578,940  
2. Shared power to vote or direct vote: 0  
3. Sole power to dispose or direct the disposition: 2,578,940  
4. Shared power to dispose or direct the disposition: 0

The transactions in the Shares by LionEye Capital Management through the LionEye Capital Management

- (c) Accounts and on behalf of LionEye Master Fund and LionEye Onshore during the past 60 days are set forth in Schedule A and are incorporated herein by reference.

(v) Messrs. Raneri and Rosen:

Each of Messrs. Raneri and Rosen, as a managing member of each of LionEye Capital Management and LionEye Advisors, may be deemed the beneficial owner of the (i) 1,461,624 Shares

- (a) beneficially owned by LionEye Master Fund, (ii) 138,350 Shares beneficially owned by LionEye Onshore and (iii) 978,966 Shares held in the LionEye Capital Management Accounts.

Percentage: Approximately 9.7%.

- (b) 1. Sole power to vote or direct vote: 0
- 2. Shared power to vote or direct vote: 2,578,940
- 3. Sole power to dispose or direct the disposition: 0
- 4. Shared power to dispose or direct the disposition: 2,578,940

- None of Messrs. Raneri or Rosen has entered into any transactions in the Shares during the past 60 days. The
- (c) transactions in the Shares on behalf of LionEye Master Fund, LionEye Onshore and through the LionEye Capital Management Accounts during the past 60 days are set forth in Schedule A and are incorporated herein by reference.

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Each Reporting Person, as a member of a "group" with the other Reporting Persons for the purposes of Section 13(d)(3) of the Securities Exchange Act of 1934, as amended, may be deemed the beneficial owner of the Shares directly owned by the other Reporting Persons. Each Reporting Person disclaims beneficial ownership of such Shares except to the extent of his or its pecuniary interest therein.

**SIGNATURES**

After reasonable inquiry and to the best of its knowledge and belief, each of the undersigned certifies that the information set forth in this statement is true, complete and correct.

Date: July 29, 2015

**LionEye Master Fund Ltd**

By: /s/ Stephen Raneri  
Name: Stephen Raneri  
Title: Director

**LionEye Onshore Fund LP**

By: LionEye Advisors LLC, its General Partner

By: /s/ Stephen Raneri  
Name: Stephen Raneri  
Title: Managing Member

**LionEye Advisors LLC**

By: /s/ Stephen Raneri  
Name: Stephen Raneri  
Title: Managing Member

**LionEye Capital Management LLC**

By: /s/ Stephen Raneri  
Name: Stephen Raneri  
Title: Managing Member

/s/ Stephen Raneri  
Stephen Raneri

/s/ Arthur Rosen  
Arthur Rosen



**SCHEDULE A****Transactions in the Shares**

This Schedule sets forth information with respect to each purchase and sale of the Shares that were effectuated during the past 60 days. Unless otherwise indicated, all transactions were effectuated in the open market through a broker and all prices include brokerage commissions.

<u>Nature of the Transaction</u>	<u>Securities</u>	<u>Price Per</u>	<u>Date of</u>
	<u>Purchased/(Sold) Share (\$)</u>		<u>Purchase /</u>
			<u>Sale</u>
<b><u>LIONEYE MASTER FUND LTD</u></b>			
Purchase of Common Stock(1)	2,577	\$90.62000	7/1/2015
Purchase of Common Stock	59,957	\$92.52660	7/21/2015
Purchase of Common Stock	4,921	\$87.74410	7/22/2015
Purchase of Common Stock	14,700	\$83.80000	7/24/2015
Purchase of Common Stock	16,350	\$84.30320	7/24/2015
Purchase of Common Stock	30,885	\$84.62140	7/24/2015
Purchase of Common Stock	13,000	\$83.59560	7/27/2015
Purchase of Common Stock	45,300	\$83.50000	7/27/2015
Purchase of Common Stock	16,500	\$82.78790	7/28/2015

**LIONEYE ONSHORE FUND LP**

Sale of Common Stock(1)	486	\$90.62000	7/1/2015
Purchase of Common Stock	11,549	\$92.52660	7/21/2015
Purchase of Common Stock	514	\$87.74410	7/22/2015

**LIONEYE CAPITAL MANAGEMENT LLC****(Through the LionEye Capital Management Accounts)**

Sale of Common Stock(1)	2,091	\$90.62000	7/1/2015
Purchase of Common Stock	28,494	\$92.52660	7/21/2015
Purchase of Common Stock	2,265	\$87.74410	7/22/2015

(1) Represents a cross trade of Shares to LionEye Master Fund Ltd from the LionEye Capital Management Accounts and LionEye Onshore Fund LP.