





Item 5.07 Submission of Matters to a Vote of Security Holders.

On April 20, 2016, Asbury Automotive Group, Inc. (the "Company") held its 2016 annual meeting of stockholders (the "Annual Meeting"). The matters upon which the stockholders voted are set forth below.

Proposal 1

The three Class II director nominees named in the Company's proxy statement were elected, each to hold office until the 2019 Annual Meeting and until their successors are duly elected and qualified, based upon the following votes:

| Nominee                | For        | Withheld | Broker Non-Votes |
|------------------------|------------|----------|------------------|
| Joel Alsfine           | 20,782,835 | 102,980  | 2,470,674        |
| Thomas C. DeLoach, Jr. | 20,864,203 | 21,612   | 2,470,674        |
| Philip F. Maritz       | 20,795,088 | 90,727   | 2,470,674        |

Proposal 2

The proposal to adopt amendments to the Company's Restated Certificate of Incorporation that would result in the declassification of the Board of Directors was approved based on the following votes:

|                  |            |
|------------------|------------|
| For              | 20,784,929 |
| Against          | 98,805     |
| Abstain          | 2,081      |
| Broker Non-Votes | 2,470,674  |

Proposal 3

The proposal to approve an advisory resolution on the compensation of the Company's named executive officers was approved based on the following votes:

|                  |            |
|------------------|------------|
| For              | 20,551,915 |
| Against          | 331,255    |
| Abstain          | 2,645      |
| Broker Non-Votes | 2,470,674  |

Proposal 4

The proposal to ratify the appointment of Ernst & Young LLP as the Company's independent registered public accounting firm for the year ending December 31, 2016 was approved based on the following votes:

|                  |            |
|------------------|------------|
| For              | 23,272,922 |
| Against          | 73,118     |
| Abstain          | 10,449     |
| Broker Non-Votes | 0          |

With respect to Proposal 1, each of the director-nominees received the affirmative vote of a plurality of the votes cast (each with a greater number of votes cast "for" than "withheld"), and each was elected to serve for a term of three years.

Proposal 2 received the affirmative vote of more than 80% of the outstanding shares of the Company's common stock and therefore the amendments to the Company's Restated Certificate of Incorporation were adopted. The Certificate of Amendment to the Company's Restated Certificate of Incorporation was filed with the Secretary of State of the State

of Delaware on April

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21, 2016. A copy of the Company's Amended and Restated Certificate of Incorporation is filed herewith as Exhibit 3.1 and is incorporated herein by reference.

Proposals 3 and 4 each received the affirmative vote of a majority of votes cast and therefore passed.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

Exhibit

Number Description

3.1 Amended and Restated Certificate of Incorporation of Asbury Automotive Group, Inc.

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SIGNATURE

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: April 25, 2016 By: /s/ George A. Villasana

Name: George A. Villasana

Title: Senior Vice President, General Counsel & Secretary

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EXHIBIT INDEX

| Exhibit<br>Number | Description |
|-------------------|-------------|
|-------------------|-------------|

|     |  |
|-----|--|
| 3.1 | Amended and Restated Certificate of Incorporation of Asbury Automotive Group, Inc. |
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