

ALSFINE JOEL  
Form 4  
May 16, 2018

**FORM 4**

UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
ALSFINE JOEL

2. Issuer Name and Ticker or Trading Symbol  
ASBURY AUTOMOTIVE GROUP INC [ABG]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
645 FIFTH AVENUE, 21ST FLOOR  
(Street)

3. Date of Earliest Transaction (Month/Day/Year)  
05/14/2018

Director  10% Owner  
 Officer (give title below)  Other (specify below)

NEW YORK, NY 10022

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

(City) (State) (Zip)

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| Common Stock                    | 05/14/2018                           |  | X/K                            | 33,264 A  | \$ 70.65 33,264   | I  | See footnotes (1) (2) (3) (4) (5)                     |
| Common Stock                    | 05/14/2018                           |  | J/K                            | 33,264 D  | \$ 70.65 0  | I  | See footnotes (1) (2) (3) (4) (5)                     |
| Common Stock                    | 05/15/2018                           |  | X/K                            | 21,000 A  | \$ 70.01 21,000   | I  | See footnotes (1) (2) (3) (4) (5)                     |

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|              |            |     |         |   |          |         |           |                                   |
|--------------|------------|-----|---------|---|----------|---------|-----------|-----------------------------------|
| Common Stock | 05/15/2018 | J/K | 21,000  | D | \$ 70.01 | 0       | I         | See footnotes (1) (2) (3) (4) (5) |
| Common Stock | 05/16/2018 | X/K | 170,736 | A | \$ 70.54 | 170,736 | I         | See footnotes (1) (2) (3) (4) (5) |
| Common Stock | 05/16/2018 | J/K | 170,736 | D | \$ 70.54 | 0       | I         | See footnotes (1) (2) (3) (4) (5) |
| Common Stock |            |     |         |   |          | 6,010   | D (1) (2) |                                   |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. Amount or Number of Shares |                            |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|----------------------------|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable   | Expiration Date   | Title                         | Amount or Number of Shares |
| Total Return Equity Swap                   | (5)  | 05/14/2018                           |  | X/K                            | 33,264  | (5) (5)  | Common Stock  | 33,264                        |                            |
| Total Return Equity Swap                   | (5)  | 05/15/2018                           |  | X/K                            | 21,000  | (5) (5)  | Common Stock  | 21,000                        |                            |
| Total Return Equity Swap                   | (5)  | 05/16/2018                           |  | X/K                            | 170,736   | (5) (5)  | Common Stock  | 170,736                       |                            |

## Reporting Owners

| Reporting Owner Name / Address                                     | Relationships |           |         |       |
|--|---------------|-----------|---------|-------|
|  | Director      | 10% Owner | Officer | Other |
| ALSFINE JOEL<br>645 FIFTH AVENUE, 21ST FLOOR<br>NEW YORK, NY 10022 |               |           | X       |       |

## Signatures

/s/ Joel Alfine                      05/16/2018

\_\_Signature of  
Reporting Person

Date

## Explanation of Responses:

\* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

(1) The reporting person states that neither the filing of this statement nor anything herein shall be deemed an admission that he is, for purposes of Section 16 of the Securities Exchange Act of 1934, as amended (the "Act"), or otherwise, the beneficial owner of any securities covered by this statement. The reporting person disclaims beneficial ownership of the securities covered by this statement, except to the extent of his pecuniary interest in such securities.

(2) The reporting person may be deemed to be a member of a group with respect to the issuer or securities of the issuer for purposes of Section 13(d) or 13(g) of the Act. The reporting person declares that neither the filing of this statement nor anything herein shall be construed as an admission that he is, for the purposes of Section 13(d) or 13(g) of the Act or any other purpose, a member of a group with respect to the issuer or securities of the issuer.

(3) Represents securities owned by MSD Multi-Strategy, L.P. (formerly known as MSD SBI, L.P.) ("MSD Multi-Strategy"). MSD Capital is the general partner of MSD Multi-Strategy and may be deemed to beneficially own securities owned by MSD Multi-Strategy. MSD Capital Management LLC ("MSD Capital Management") is the general partner of MSD Capital and may be deemed to beneficially own securities owned by MSD Capital. Each of Glenn R. Fuhrman, John C. Phelan, and Marc R. Lisker is a manager of MSD Capital Management and may be deemed to beneficially own securities owned by MSD Capital Management. [footnote con'td]

(4) [continuation] Michael S. Dell is the controlling member of MSD Capital Management and may be deemed to beneficially own securities owned by MSD Capital Management. Each of Messrs. Dell, Fuhrman, Phelan, and Lisker disclaims beneficial ownership of such securities except to the extent of any pecuniary interest therein. The reporting person is a partner in MSD Capital and may be deemed to beneficially own securities owned by MSD Capital.

(5) On May 3, 2016, MSD Multi-Strategy entered into a cash-settled total return equity swap ("Total Return Swap") with Goldman Sachs International ("Goldman") with a reference price of \$58.12. Under the terms of the Total Return Swap (i) MSD Multi-Strategy is obligated to pay to Goldman any negative price performance of the 225,000 shares of common stock subject to the Total Return Swap as of the expiration date of the Total Return Swap, plus financing, and (ii) Goldman is obligated to pay to MSD Multi-Strategy any positive price performance of the 225,000 shares of common stock subject to the Total Return Swap as of the expiration date of such Total Return Swap. Any dividends received by Goldman on the 225,000 shares of common stock during the term of the Total Return Swap will be paid to MSD Multi-Strategy. The transaction reported represents the settlement of the Total Return Swap.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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