

ASBURY AUTOMOTIVE GROUP INC  
Form SC 13G/A  
March 19, 2009

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

**SCHEDULE 13G**

**Under the Securities Exchange Act of 1934  
(Amendment No. 1)\***

ASBURY AUTOMOTIVE GROUP, INC.

(Name of Issuer)

Common Stock

(Title of Class of Securities)

043436104

(CUSIP Number)

March 16, 2009

(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 ( 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, Address and Telephone Number of Person Authorized to Receive Notices and Communications:

Janice V. Sharry, Esq.  
Haynes and Boone, LLP  
2323 Victory Avenue, Suite 700  
Dallas, Texas 75219  
(214) 651-5562

CUSIP No. 043436104

NAMES OF REPORTING PERSONS

1  
MSD Capital, L.P.

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2  
(a)   
(b)

SEC USE ONLY

3

CITIZENSHIP OR PLACE OF ORGANIZATION

4  
Delaware

SOLE VOTING POWER

5  
NUMBER OF 0

SHARED VOTING POWER

6  
SHARES BENEFICIALLY OWNED BY 3,686,273

SOLE DISPOSITIVE POWER

7  
EACH REPORTING PERSON 0

SHARED DISPOSITIVE POWER

8  
WITH: 3,686,273

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9  
3,686,273

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

o

**11** PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

11.5%

**12** TYPE OF REPORTING PERSON

PN

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CUSIP No. 043436104

NAMES OF REPORTING PERSONS

1

MSD SBI, L.P.

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2

(a)

(b)

SEC USE ONLY

3

CITIZENSHIP OR PLACE OF ORGANIZATION

4

Delaware

SOLE VOTING POWER

5

NUMBER OF 0

SHARED VOTING POWER

6

SHARES BENEFICIALLY OWNED BY 3,686,273

SOLE DISPOSITIVE POWER

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EACH REPORTING PERSON 0

SHARED DISPOSITIVE POWER

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WITH: 3,686,273

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9

3,686,273

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

o

**11** PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

11.5%

**12** TYPE OF REPORTING PERSON

PN

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**Item 1.**

**(a) Name of Issuer**

ASBURY AUTOMOTIVE GROUP, INC.

**(b) Address of Issuer s Principal Executive Offices**

2905 Premiere Parkway, NW, Suite 300, Duluth, Georgia 30097

**Item 2.**

**(a) Name of Person Filing**

This statement is jointly filed by and on behalf of each of MSD Capital, L.P. and MSD SBI, L.P. MSD SBI is the owner of the securities covered by this statement. MSD Capital is the general partner of MSD SBI and may be deemed to beneficially own securities owned by MSD SBI. MSD Capital Management LLC is the general partner of MSD Capital and may be deemed to beneficially own securities owned by MSD Capital. 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 reporting person declares that neither the filing of this statement nor anything herein shall be construed as an admission that such person 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.

**(b) Address of Principal Business Office or, if none, Residence**

The address of the principal business office of each reporting person is 645 Fifth Avenue, 21st Floor, New York, New York 10022.

**(c) Citizenship**

See Item 4 on the cover page(s) hereto.

**(d) Title of Class of Securities**

Common Stock

**(e) CUSIP Number**

043436104

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**Item 3. If this statement is filed pursuant to §§240.13d-1(b) or 240.13d-2(b) or (c), check whether the person filing is:**

- (a)  A Broker or dealer registered under Section 15 of the Act (15 U.S.C. 78o).
- (b)  A Bank as defined in Section 3(a)(6) of the Act (15 U.S.C. 78c).
- (c)  An insurance company as defined in Section 3(a)(19) of the Act (15 U.S.C. 78c).
- (d)  An investment company registered under Section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8).
- (e)  An investment adviser in accordance with §240.13d-1(b)(1)(ii)(E);
- (f)  An employee benefit plan or endowment fund in accordance with §240.13d- 1(b)(1)(ii)(F);
- (g)  A parent holding company or control person in accordance with §240.13d- 1(b)(1)(ii)(G);
- (h)  A savings associations as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);
- (i)  A church plan that is excluded from the definition of an investment company under Section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3);
- (j)  A group, in accordance with §240.13d-1(b)(1)(ii)(J).

**Item 4. Ownership.**

**(a) Amount beneficially owned:** See Item 9 on the cover page(s) hereto.

**(b) Percent of class:** See Item 11 on the cover page(s) hereto.

**(c) Number of shares as to which such person has:**

**(i) Sole power to vote or to direct the vote:** See Item 5 on the cover page(s) hereto.

**(ii) Shared power to vote or to direct the vote:** See Item 6 on the cover page(s) hereto.

**(iii) Sole power to dispose or to direct the disposition of:** See Item 7 on the cover page(s) hereto.

**(iv) Shared power to dispose or to direct the disposition of:** See Item 8 on the cover page(s) hereto.

**Item 5. Ownership of 5% or Less of a Class.**

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following o.

**Item 6. Ownership of More than 5 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**

Not Applicable

**Item 9. Notice of Dissolution of Group**

Not Applicable

**Item 10. Certifications**

(a) Not Applicable

(b) 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 a participant in any transaction having that purpose or effect.

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**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.

**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  
Date: March 18, 2009

**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  
Date: March 18, 2009

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**EXHIBIT INDEX**

<b>Exhibit</b>	<b>Description of Exhibit</b>
99.1	Joint Filing Agreement (incorporated herein by reference from Exhibit 99.1 to the Schedule 13G filed November 10, 2008 by the reporting persons with the Commission relating to the common stock of the issuer)