





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

On April 19, 2017, Asbury Automotive Group, Inc. (the "Company") held its 2017 annual meeting of stockholders (the "Annual Meeting"). The matters upon which the stockholders voted are set forth below.

Proposal 1

The three Class III 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
Juanita T. James	17,997,131	17,816	966,855
Craig T. Monaghan	18,000,702	14,245	966,855
Thomas J. Reddin	18,002,254	12,693	966,855

Proposal 2

The proposal to approve the material terms of the performance goals under the Asbury Automotive Group, Inc. 2012 Equity Incentive Plan, as amended, was approved based on the following votes:

For	17,931,506
Against	80,234
Abstain	3,207
Broker Non-Votes	966,855

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	17,730,112
Against	282,271
Abstain	2,564
Broker Non-Votes	966,855

Proposal 4

The proposal for the "1 year" option for the advisory vote on the frequency of future advisory votes on executive compensation was approved based on the following votes:

1 Year	15,125,612
2 Years	101,052
3 Years	2,786,424
Abstain	1,859
Broker Non-Votes	966,855

Proposal 5

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, 2017 was approved based on the following votes:

For	18,903,111
Against	72,756
Abstain	5,935
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 two years.

Proposal 2 received the affirmative vote of a majority of votes cast and therefore passed. The Asbury Automotive Group, Inc. 2012 Equity Incentive Plan, as amended, was filed with the Securities and Exchange Commission on March 21, 2017 as Appendix A to the Company's definitive proxy statement and is incorporated herein by reference.

Proposal 3 received the affirmative vote of a majority of votes cast and therefore passed.

Proposal 4 received the affirmative vote of a majority of votes cast and therefore passed. The Company has determined that it will hold an advisory vote to approve the compensation of its named executive officers every year until the next required vote on the frequency of the advisory vote on the compensation of the Company's named executive officers.

Proposals 5 received the affirmative vote of a majority of votes cast and therefore passed.

#### 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 21, 2017 By: /s/ George A. Villasana  
Name: George A. Villasana  
Title: Senior Vice President, General Counsel & Secretary