

ASBURY AUTOMOTIVE GROUP INC
Form SC 13G/A
February 14, 2018

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, DC 20549

SCHEDULE 13G
(Rule 13d-102)

Information to be Included in Statements Filed Pursuant to Rules 13d-1(b), (c) and (d) and
Amendments Thereto Filed Pursuant to Rule 13d-2(b)
(Amendment No. 1)*

Asbury Automotive Group Inc.

(Name of Issuer)

Common Stock

(Title of Class of Securities)

043436104

(CUSIP Number)

December 31, 2017

(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 (the "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).

CUSIP NO. 043436104 13G

Names of Reporting Persons.
 I.R.S. Identification Nos. of
 above persons (entities only)

1. Michael & Susan Dell
 Foundation

Check the Appropriate Box if a
 Member of a Group (See
 Instructions)

2. (a) (b)

3. SEC Use Only

Citizenship or Place of
 Organization

4. {Texas}

Sole Voting Power

5. Number of Shares Beneficially Owned by Each Reporting Person With:

0
 Shared Voting Power

6. 0
 Sole Dispositive Power

7. 0
 Shared Dispositive Power

8. 0

9. Aggregate Amount Beneficially Owned by Each Reporting Person

0

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)

Inapplicable

Percent of Class Represented by Amount in Row (9)

11. 0%⁽¹⁾

12. Type of Reporting Person (See Instructions)

OO

* SEE INSTRUCTIONS BEFORE FILLING OUT.

CUSIP NO. 043436104 13G

- Names of Reporting Persons.
I.R.S. Identification Nos. of
above persons (entities only)
1. Michael S. Dell
- Check the Appropriate Box if a
Member of a Group (See
Instructions)
2. (a) (b)
3. SEC Use Only
- Citizenship or Place of
Organization
4. United States
- Sole Voting Power
5. Number of Shares Beneficially Owned by Each Reporting Person
- 0
- Shared Voting Power
6. 0
- Sole Dispositive Power
7. 0
- Shared Dispositive Power
8. 0
- Aggregate Amount Beneficially
Owned by Each Reporting Person
9. 0
- Check if the Aggregate Amount
in Row (9) Excludes Certain
Shares (See Instructions)
10. Inapplicable
- Percent of Class Represented by
Amount in Row (9)
11. 0%
- 12.

Type of Reporting Person (See Instructions)

IN

Names of Reporting Persons.
I.R.S. Identification Nos. of
1. above persons (entities only)

Susan Dell
2. Check the Appropriate Box if a
Member of a Group (See
Instructions)
(a) (b)

3. SEC Use Only

4. Citizenship or Place of
Organization

United States
Sole Voting Power

5. Number of Shares Beneficially Owned by Each Reporting Person With:
0
Shared Voting Power
6. 0
Sole Dispositive Power
7. 0
Shared Dispositive Power

8. 0
9. Aggregate Amount Beneficially
Owned by Each Reporting Person

10. 0
Check if the Aggregate Amount
in Row (9) Excludes Certain
Shares (See Instructions)

11. Inapplicable
Percent of Class Represented by
Amount in Row (9)

12. 0%
Type of Reporting Person (See
Instructions)

IN

* SEE INSTRUCTIONS BEFORE FILLING OUT.

Item Name of Issuer:
1(a)

The name of the issuer is Asbury Automotive Group Inc.
(the "Company").

Item Address of Issuer's Principal Executive Offices:
1(b)

The Company's principal executive office is located at
2905 Premiere Parkway NW, Suite 300, Duluth, GA
30097

Item Name of Person Filing:
2(a)

This Amendment No. 1 to Schedule 13G is being jointly filed by and on behalf of each of the Michael & Susan Dell Foundation (the "Foundation"), Michael S. Dell and Susan Dell. The Foundation, Michael S. Dell and Susan Dell are collectively referred to herein as the "Reporting Persons." The Foundation is the record and direct beneficial owner of the securities covered by this statement. Michael S. Dell is the President and Director of, and may be deemed to beneficially own securities owned by, the Foundation. Susan Dell is the First Vice President and Director of, and may be deemed to beneficially own securities owned by, the Foundation.

The Reporting Persons have entered into a Joint Filing Agreement, dated February 14, 2018, a copy of which is filed with this Schedule 13G as Exhibit 99.1, pursuant to which the Reporting Persons have agreed to file this statement jointly in accordance with the provisions of Rule 13d-1(k)(1) under the Act.

Neither the filing of this statement nor anything herein shall be construed as an admission that any person other than the Reporting Persons 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.

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

The principal business address of the Foundation is PO
Box 163867 Austin, TX 78716. The principal business

office of Michael S. Dell and Susan Dell is c/o MSD
Capital, L.P., 645 Fifth Avenue, 21st Floor, New York,
NY 10022

Item
2(c) Citizenship:

The Foundation is organized as a non-profit corporation
in the state of Texas. Michael S. Dell is a United States
citizen.

Item
2(d) Title of Class of Securities:

Common Stock

Item
2(e) CUSIP No.:

043436104

Item
3 If this statement is filed pursuant to Rules 13d-1(b), or
13d-2(b), check whether the person filing is a:

Not applicable.

Item
4 Ownership:

As of December 31, 2017, the Reporting Persons owned
no shares of the Common Stock of the Company.

A. Michael & Susan Dell Foundation

(A) Amount beneficially owned: -0-

(B) Percent of class: 0%

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

(S) Sole power to vote or direct the vote: -0-

(Sh) Shared power to vote or direct the vote: -0-

(Si) Sole power to dispose or direct the disposition: -0-

~~(S)~~hared power to dispose or direct the disposition: -0-

B. Michael S. Dell

~~(A)~~mount beneficially owned: -0-

~~(P)~~ercent of class: 0%

~~(N)~~umber of shares as to which such person has:

~~(S)~~ole power to vote or direct the vote: -0-

~~(S)~~hared power to vote or direct the vote: -0-

~~(S)~~ole power to dispose or direct the disposition: -0-

~~(S)~~hared power to dispose or direct the disposition: -0-

C. Susan Dell

~~(A)~~mount beneficially owned: -0-

~~(P)~~ercent of class: 0%

~~(N)~~umber of shares as to which such person has:

~~(S)~~ole power to vote or direct the vote: -0-

~~(S)~~hared power to vote or direct the vote: -0-

~~(S)~~ole power to dispose or direct the disposition: -0-

~~(S)~~hared power to dispose or direct the disposition: -0-

Item 5 Ownership of Five Percent or Less of a Class:

If this statement is being filed to report the fact that as of the date hereof each of the Reporting Persons has ceased to be the beneficial owner of more than five percent of the class of securities, check the following [X].

Item 6 Ownership of More Than Five 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 Certification:

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 participant in any transaction having that purpose or effect, other than activities solely in connection with a nomination under § 240.14a-11.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this Amendment No. 1 to Schedule 13G is true, complete and correct.

Date: February 14, 2018

Michael & Susan Dell
Foundation

By: /s/ Marc R. Lisker
Name: Marc R. Lisker
Title: Treasurer

Michael S. Dell

By: /s/ Michael S. Dell
Name: Michael S. Dell

Susan Dell

By: /s/ Susan Dell
Name: Susan Dell

EXHIBIT INDEX

Exhibit Description of Exhibit

99.1 Joint Filing Agreement dated February 14, 2018.

Exhibit 99.1

AGREEMENT REGARDING THE JOINT FILING OF SCHEDULE 13G

The undersigned hereby agree as follows:

- (i) Each of them is individually eligible to use the Schedule 13G to which this Exhibit is attached, and such Amendment No. 1 to Schedule 13G is filed on behalf of each of them; and
- (ii) Each of them is responsible for the timely filing of such Amendment No. 1 to Schedule 13G and any amendments thereto, and for the completeness and accuracy of the information concerning such person contained therein; but none of them is responsible for the completeness or accuracy of the information concerning the other persons making the filing, unless such person knows or has reason to believe that such information is inaccurate.

Date: February 14, 2018

Michael & Susan Dell
Foundation

By: /s/ Marc R. Lisker
Name: Marc R. Lisker
Title: Treasurer

Michael S. Dell

By: /s/ Michael S. Dell
Name: Michael S. Dell

Susan Dell

By: /s/ Susan Dell
Name: Susan Dell