

ASBURY AUTOMOTIVE GROUP INC
Form DEF 14A
March 30, 2006
UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 14A

Proxy Statement Pursuant to Section 14(a) of
the Securities Exchange Act of 1934 (Amendment No.)

Filed by the Registrant x

Filed by a Party other than the Registrant o

Check the appropriate box:

- o Preliminary Proxy Statement
- o **Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**
- x Definitive Proxy Statement
- o Definitive Additional Materials
- o Soliciting Material Pursuant to §240.14a-12

Asbury Automotive Group, Inc.

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

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Asbury Automotive Group
622 Third Avenue, 37th Floor
New York, NY 10017

March 30, 2006

Dear Stockholders,

On behalf of the Board of Directors and management of Asbury Automotive Group, Inc. (the Company), it is our pleasure to invite you to attend the Company's 2006 Annual Meeting of Stockholders. The meeting will be held on May 5, 2006, at 9:00 a.m. Eastern Daylight Time, at The Grand Hyatt New York, Park Avenue at Grand Central Station, New York, New York. The Notice of Annual Meeting and Proxy Statement accompanying this letter describe the business to be dealt with at the meeting.

As you know, an important aspect of the annual meeting process is the vote by stockholders on corporate business. I urge you to exercise your rights as a stockholder to vote and participate in the process. Whether or not you plan to attend the meeting, **please read the enclosed proxy statement and complete, sign and date the enclosed proxy and return it as promptly as possible in the accompanying postage paid envelope.** This will ensure that your shares are represented at the meeting.

Sincerely,

Kenneth B. Gilman
President and Chief
Executive Officer

YOUR VOTE IS IMPORTANT

ASBURY AUTOMOTIVE GROUP, INC.
622 THIRD AVENUE, 37TH FLOOR
NEW YORK, NEW YORK 10017
(212) 885-2500

**NOTICE OF ANNUAL MEETING OF STOCKHOLDERS
TO BE HELD MAY 5, 2006**

To Our Stockholders:

The 2006 Annual Meeting of Stockholders of Asbury Automotive Group, Inc. (the Company) will be held at The Grand Hyatt New York, Park Avenue at Grand Central Station, New York, New York, on May 5, 2006, at 9:00 a.m. Eastern Daylight Time, for the purpose of considering and acting upon the following matters:

1. the election of three members of Class I of the Board of Directors to hold office until the 2009 Annual Meeting of Stockholders;
2. the ratification of the appointment of Deloitte & Touche LLP as independent auditors for the Company for the year ending December 31, 2006;

and such other matters as may properly come before the meeting or any adjournments thereof. The Board of Directors is not aware of any other business scheduled for the meeting. Any action may be taken on the above proposals at the meeting on May 5, 2006, or on any date or dates to which the meeting may be adjourned.

Stockholders of record at the close of business on March 10, 2006 are the stockholders entitled to vote at the meeting and any adjournments. A complete list of stockholders entitled to vote at the meeting will be available for inspection by stockholders during normal business hours at the Company's corporate headquarters located at 622 Third Avenue, 37th Floor, New York, New York 10017, during the ten days prior to the meeting. This list will also be available for inspection at the meeting.

Your vote is important. Please sign and date the enclosed proxy, and return it promptly in the enclosed envelope to ensure your representation at the meeting. The proxy will not be used if you attend and vote at the meeting in person.

BY ORDER OF THE BOARD OF DIRECTORS,

Lynne A. Burgess
Secretary

New York, New York
March 30, 2006

IMPORTANT: THE PROMPT RETURN OF PROXIES WILL SAVE THE COMPANY THE EXPENSE OF FURTHER REQUESTS FOR PROXIES TO ENSURE A QUORUM AT THE ANNUAL MEETING. A PRE-ADDRESSED ENVELOPE IS ENCLOSED FOR YOUR CONVENIENCE. NO POSTAGE IS REQUIRED IF MAILED WITHIN THE UNITED STATES.

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ASBURY AUTOMOTIVE GROUP, INC.

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NEW YORK, NEW YORK 10017
(212) 885-2500**

PROXY STATEMENT

**ANNUAL MEETING OF STOCKHOLDERS
TO BE HELD ON MAY 5, 2006**

This proxy statement is furnished in connection with the solicitation, on behalf of Asbury Automotive Group, Inc., a Delaware corporation (the Company), of proxies to be used at the Company's annual meeting of stockholders, to be held at The Grand Hyatt New York, Park Avenue at Grand Central Station, New York, New York, on May 5, 2006, at 9:00 a.m. Eastern Daylight Time, and all adjournments of the meeting. The accompanying Notice of Meeting, this proxy statement and proxy card are first being mailed to stockholders on or about March 30, 2006. A copy of the Company's Annual Report on Form 10-K for the year ended December 31, 2005 is included with these materials.

ABOUT THE MEETING