

ASBURY AUTOMOTIVE GROUP INC  
Form SC 13G/A  
February 15, 2005

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

**SCHEDULE 13G**

Under the Securities Exchange Act of 1934

(Amendment No. 3)\*

**Asbury Automotive Group, Inc.**

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(Name of Issuer)

**Common Stock (par value \$.01 per share)**

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(Title of Class of Securities)

**043436104**

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(CUSIP Number)

**December 31, 2004**

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(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 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).

CUSIP NO. 043436104 13G

1. NAME OF REPORTING PERSON  
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

**ASBURY AUTOMOTIVE HOLDINGS L.L.C.**

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

(b)

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

5. SOLE VOTING POWER

**0**

6. SHARED VOTING POWER

NUMBER OF SHARES  
BENEFICIALLY OWNED BY  
EACH REPORTING PERSON  
WITH

**24,693,802**

7. SOLE DISPOSITIVE POWER

**17,550,743**

8. SHARED DISPOSITIVE POWER

**0**

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

**17,550,743**

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

**7,143,059\***

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

**53.9%**

12. TYPE OF REPORTING PERSON

**CO**

\*Asbury Automotive Holdings L.L.C. expressly disclaims beneficial ownership of the shares of Asbury Automotive Group, Inc. beneficially owned by all other parties to the Shareholders Agreement identified in Item 8 below.

CUSIP NO. 043436104

13G

1. NAME OF REPORTING PERSON  
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON  
**RIPPLEWOOD PARTNERS L.P.**
2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP  
(a)  [X]  
(b)  [ ]
3. SEC USE ONLY
4. CITIZENSHIP OR PLACE OF ORGANIZATION  
  
Delaware
5. SOLE VOTING POWER  
  
**0**
6. SHARED VOTING POWER  
  
**24,693,802**
7. SOLE DISPOSITIVE POWER  
  
**8,954,900**
8. SHARED DISPOSITIVE POWER  
  
**0**
9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
  
**8,954,900**
10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES  
  
**15,738,902\***  [x]
11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)  
  
**27.5%**
12. TYPE OF REPORTING PERSON  
  
**PN**

\* Ripplewood Partners L.P. is the owner of approximately 51% of the membership interests of Asbury Automotive Holdings L.L.C. Ripplewood Partners L.P. expressly disclaims beneficial ownership of the shares of Asbury Automotive Group, Inc. beneficially owned by all parties to the Shareholders Agreement identified in Item 8 below, except to the extent of its pecuniary interest therein.

CUSIP NO. 043436104 13G

1. NAME OF REPORTING PERSON  
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

**COLLINS FAMILY PARTNERS, L.P.**

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP  
(a)    
(b)

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

5. SOLE VOTING POWER

**0**

6. SHARED VOTING POWER

NUMBER OF SHARES  
BENEFICIALLY OWNED BY  
EACH REPORTING PERSON 7.  
WITH

**24,693,802**

SOLE DISPOSITIVE POWER

**0**

8. SHARED DISPOSITIVE POWER

**0**

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

**8,954,900**

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

**15,738,902\***

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

**27.5%**

12. TYPE OF REPORTING PERSON

**PN**

\* Collins Family Partners could be deemed the beneficial owner of the shares held by Ripplewood Partners L.P. Collins Family Partners expressly disclaims beneficial ownership of the shares of Asbury Automotive Group, Inc. beneficially owned by all parties to the Shareholders Agreement identified in Item 8 below, except to the extent of its pecuniary interest therein.

CUSIP NO. 043436104

13G

1. NAME OF REPORTING PERSON  
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

**TIMOTHY C. COLLINS**

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP  
(a)    
(b)

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

USA

5. SOLE VOTING POWER

**0**

NUMBER OF SHARES  
BENEFICIALLY OWNED BY  
EACH REPORTING PERSON  
WITH

6. SHARED VOTING POWER

**24,693,802**

7. SOLE DISPOSITIVE POWER

**0**

8. SHARED DISPOSITIVE POWER

**0**

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

**8,954,900**

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

**15,738,902\***

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

**27.5%**

12. TYPE OF REPORTING PERSON

**IN**

\* Timothy C. Collins could be deemed the beneficial owner of the shares held by Ripplewood Partners L.P. Timothy C. Collins expressly disclaims beneficial ownership of the shares of Asbury Automotive Group, Inc. beneficially owned by all parties to the Shareholders Agreement identified in Item 8 below, except to the extent of his pecuniary interest therein.

CUSIP NO. 043436104

13G

1. NAME OF REPORTING PERSON  
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

**C.V. NALLEY, III**

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) (b) 

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

Georgia

5. SOLE VOTING POWER

**0**

6. SHARED VOTING POWER

**24,693,802**

NUMBER OF SHARES  
BENEFICIALLY OWNED BY  
EACH REPORTING PERSON 7.  
WITH

SOLE DISPOSITIVE POWER

**1,360,759**

8. SHARED DISPOSITIVE POWER

**0**

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

**1,360,759**

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

**23,333,043\*** 

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

**4.2%**

12. TYPE OF REPORTING PERSON

**CO**

\* C.V. Nalley III expressly disclaims beneficial ownership of the shares of Asbury Automotive Group, Inc. beneficially owned by all other parties to the Shareholders Agreement identified in Item 8 below.

CUSIP NO. 043436104 13G

1. NAME OF REPORTING PERSON  
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

**THOMAS F. MCLARTY, III**

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

(b)

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

USA

5. SOLE VOTING POWER

**0**

6. SHARED VOTING POWER

NUMBER OF SHARES  
BENEFICIALLY OWNED BY  
EACH REPORTING PERSON 7.  
WITH

**24,693,802**

- SOLE DISPOSITIVE POWER

**454,114**

8. SHARED DISPOSITIVE POWER

**0**

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

**454,114**

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

**24,239,688\***

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

**1.4%**

12. TYPE OF REPORTING PERSON

**IN**

\* Thomas F. McLarty, III expressly disclaims beneficial ownership of the shares of Asbury Automotive Group, Inc. beneficially owned by all other parties to the Shareholders Agreement identified in Item 8 below.

CUSIP NO. 043436104

13G

1. NAME OF REPORTING PERSON  
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

**LUTHER COGGIN**

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP  
(a)    
(b)

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

**USA**

NUMBER OF SHARES 5.  
BENEFICIALLY OWNED BY  
EACH REPORTING PERSON  
WITH

SOLE VOTING POWER