

AUTONATION, INC.
Form SC 13D/A
January 05, 2016

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

SCHEDULE 13D
Under the Securities Exchange Act of 1934
(Amendment No. 47) *

AutoNation, Inc.

(Name of Issuer)

Common Stock

(Title of Class of Securities)

05329W102

(CUSIP Number)

Janice V. Sharry, Esq.

Haynes and Boone, LLP

2323 Victory Avenue, Suite 700

Dallas, Texas 75219

(214) 651-5000

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

January 4, 2016

(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box. "

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See §240.13d-7 for other parties to whom copies are to be sent.

* 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 disclosures provided in a prior cover page.

The information required on 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, as amended (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. 05329W102

1. Names of Reporting Persons.

ESL Partners, L.P.

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

(a) (b)

3. SEC Use Only

4. Source of Funds (See Instructions)

OO

5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)

..

6. Citizenship or Place of Organization

Delaware

Number of 7. Sole Voting Power

Shares

Beneficially **6,093,287**

8. Shared Voting Power

Owned by

Each

0

Reporting 9. Sole Dispositive Power

Person

With **6,093,287**

10. Shared Dispositive Power

11,495,732

11. Aggregate Amount Beneficially Owned by Each Reporting Person

17,589,019

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)

..

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

15.9% (1)

14. Type of Reporting Person (See Instructions)

PN

(1) Based upon 110,624,843 shares of common stock outstanding as of October 26, 2015, as disclosed in the Issuer's Quarterly Report on Form 10-Q for the quarter ended September 30, 2015, that was filed by the Issuer with the Securities and Exchange Commission on October 28, 2015.

CUSIP No. 05329W102

1. Names of Reporting Persons.

RBS Partners, L.P.

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

(a) (b)

3. SEC Use Only

4. Source of Funds (See Instructions)

OO

5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)

..

6. Citizenship or Place of Organization

Delaware

Number of 7. Sole Voting Power

Shares

Beneficially **6,093,287**

8. Shared Voting Power

Owned by

Each

0

Reporting 9. Sole Dispositive Power

Person

With **6,093,287**

10. Shared Dispositive Power

11,495,732

11. Aggregate Amount Beneficially Owned by Each Reporting Person

17,589,019

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)

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

15.9% (1)

14. Type of Reporting Person (See Instructions)

PN

(1) Based upon 110,624,843 shares of common stock outstanding as of October 26, 2015, as disclosed in the Issuer's Quarterly Report on Form 10-Q for the quarter ended September 30, 2015, that was filed by the Issuer with the Securities and Exchange Commission on October 28, 2015.

CUSIP No. 05329W102

1. Names of Reporting Persons.

ESL Investments, Inc.

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

(a) (b)

3. SEC Use Only

4. Source of Funds (See Instructions)

OO

5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)

..

6. Citizenship or Place of Organization

Delaware

Number of 7. Sole Voting Power

Shares

Beneficially **6,093,287**

8. Shared Voting Power

Owned by

Each

0

Reporting 9. Sole Dispositive Power

Person

With **6,093,287**

10. Shared Dispositive Power

11,495,732

11. Aggregate Amount Beneficially Owned by Each Reporting Person

17,589,019

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)

..

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

15.9% (1)

14. Type of Reporting Person (See Instructions)

CO

(1) Based upon 110,624,843 shares of common stock outstanding as of October 26, 2015, as disclosed in the Issuer's Quarterly Report on Form 10-Q for the quarter ended September 30, 2015, that was filed by the Issuer with the Securities and Exchange Commission on October 28, 2015.

CUSIP No. 05329W102

1. Names of Reporting Persons.

The Lampert Foundation

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

(a) (b)

3. SEC Use Only

4. Source of Funds (See Instructions)

OO

5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)

..

6. Citizenship or Place of Organization

Connecticut

Number of 7. Sole Voting Power

Shares

Beneficially **212,928**

8. Shared Voting Power

Owned by

Each

0

Reporting 9. Sole Dispositive Power

Person

With **212,928**

10. Shared Dispositive Power

0

11. Aggregate Amount Beneficially Owned by Each Reporting Person

212,928

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)

..

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

0.2% (1)

14. Type of Reporting Person (See Instructions)

OO

(1) Based upon 110,624,843 shares of common stock outstanding as of October 26, 2015, as disclosed in the Issuer's Quarterly Report on Form 10-Q for the quarter ended September 30, 2015, that was filed by the Issuer with the Securities and Exchange Commission on October 28, 2015.

CUSIP No. 05329W102

1. Names of Reporting Persons.

Edward S. Lampert

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

(a) (b)

3. SEC Use Only

4. Source of Funds (See Instructions)

OO

5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)

..

6. Citizenship or Place of Organization

United States

Number of 7. Sole Voting Power

Shares

Beneficially **17,801,947**

8. Shared Voting Power

Owned by

Each

0

Reporting 9. Sole Dispositive Power

Person

With **6,306,215**

10. Shared Dispositive Power

11,495,732

11. Aggregate Amount Beneficially Owned by Each Reporting Person

17,801,947

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)

..

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

16.1% (1)

14. Type of Reporting Person (See Instructions)

IN

(1) Based upon 110,624,843 shares of common stock outstanding as of October 26, 2015, as disclosed in the Issuer's Quarterly Report on Form 10-Q for the quarter ended September 30, 2015, that was filed by the Issuer with the Securities and Exchange Commission on October 28, 2015.

This Amendment No. 47 to Schedule 13D (this Amendment) relates to shares of common stock, par value \$0.01 per share (the Shares), of AutoNation, Inc., a Delaware corporation (the Issuer). This Amendment amends the Schedule 13D, as previously amended, filed with the Securities and Exchange Commission by ESL Partners, L.P., a Delaware limited partnership (ESL), SPE II Partners, LP, a Delaware limited partnership, SPE Master II, LP, a Delaware limited partnership, RBS Partners, L.P., a Delaware limited partnership (RBS), ESL Institutional Partners, L.P., a Delaware limited partnership, RBS Investment Management, L.L.C., a Delaware limited liability company, ESL Investments, Inc., a Delaware corporation (Investments), The Lampert Foundation, a Connecticut trust (the Foundation), and Edward S. Lampert, a United States citizen, by furnishing the information set forth below. Except as otherwise specified in this Amendment, all previous Items are unchanged. Capitalized terms used herein which are not defined herein have the meanings given to them in the Schedule 13D, as previously amended, filed with the Securities and Exchange Commission.

The Filing Persons are filing this Amendment to report (i) open market sales of Shares between July 1, 2015 and July 17, 2015 by ESL, the Foundation and Mr. Lampert; and (ii) a distribution of Shares on a *pro rata* basis to certain partners that elected in 2015 to redeem all or a portion of their interest in ESL.

Item 2. Identity and Background.

Item 2(a) is hereby amended and restated in its entirety as follows:

(a) This Schedule 13D is being filed by ESL, RBS, Investments, the Foundation and Edward S. Lampert by furnishing the information set forth below. ESL, RBS, Investments, the Foundation and Mr. Lampert are collectively defined as the Filing Persons.

Attached as Annex A hereto and incorporated herein by reference is a list containing the (a) name, (b) citizenship, (c) present principal occupation or employment and (d) the name, principal business address of any corporation or other organization in which such employment is conducted, of each director and executive officer of Investments (the ESL Directors and Officers). Other than the ESL Directors and Officers, there are no persons or corporations controlling or ultimately in control of ESL.

Item 2(b) is hereby amended and restated in its entirety as follows:

(b) The principal place of business of each of the Filing Persons is 1170 Kane Concourse, Suite 200, Bay Harbor Islands, Florida 33154.

Item 2(c) is hereby amended and restated in its entirety as follows:

(c) The principal business of each of ESL, RBS and Investments is purchasing, holding and selling securities for investment purposes. RBS is the general partner of ESL. Investments is the general partner of RBS. Mr. Lampert is a limited partner of RBS. Mr. Lampert is the Chairman, Chief Executive Officer and Director of Investments and Chairman and Chief Executive Officer of Sears Holdings Corporation. The principal business of the Foundation is managing and investing the trust estate and applying the net income and/or principal to or for charitable organizations. Mr. Lampert is a co-trustee of the Foundation. Each of the Filing Persons may also serve as general partner or managing member of certain other entities engaged in the purchasing, holding and selling of securities for investment purposes.

Item 2(f) is hereby amended and restated in its entirety as follows:

(f) ESL, RBS and Investments are organized under the laws of the State of Delaware. The Foundation is formed under the laws of the State of Connecticut. Mr. Lampert is a United States citizen.

Item 5. Interest in Securities of the Issuer.

Item 5 is hereby amended and restated in its entirety as follows:

(a)-(b) Each Filing 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.

Each Filing Person may be deemed to be a member of a group with respect to the Issuer or securities of the Issuer for the purposes of Section 13(d) or 13(g) of the Act. Each Filing 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, (i) acting (or has agreed or is agreeing to act) with any other person as a partnership, limited partnership, syndicate, or other group for the purpose of acquiring, holding, or disposing of securities of the Issuer or otherwise with respect to the Issuer or any securities of the Issuer or (ii) a member of any syndicate or group with respect to the Issuer or any securities of the Issuer.

As of January 5, 2016, the Filing Persons may be deemed to beneficially own the Shares set forth in the table below.

| FILING PERSON | NUMBER OF SHARES BENEFICIALLY OWNED | PERCENTAGE OF OUTSTANDING SHARES | SOLE VOTING POWER | SHARED VOTING POWER | SOLE DISPOSITIVE POWER | SHARED DISPOSITIVE POWER |
|------------------------|--|---|--------------------------|----------------------------|-------------------------------|---------------------------------|
| ESL Partners, L.P. | 17,589,019 (1) | 15.9% | 6,093,287 | 0 | 6,093,287 | 11,495,732 (1) |
| RBS Partners, L.P. | 17,589,019 (1)(2) | 15.9% | 6,093,287 (2) | 0 | 6,093,287 (2) | 11,495,732 (1) |
| ESL Investments, Inc. | 17,589,019 (1)(3) | 15.9% | 6,093,287 (3) | 0 | 6,093,287 (3) | 11,495,732 (1) |
| The Lampert Foundation | 212,928 | 0.2% | 212,928 | 0 | 212,928 | 0 |
| Edward S. Lampert | 17,801,947 (1)(4)(5) | 16.1% | 17,801,947 (1)(4)(5) | 0 | 6,306,215 (4)(5) | 11,495,732 (1) |

- (1) This number includes 11,495,732 Shares held by Mr. Lampert. ESL has entered into a Lock-Up Agreement with Mr. Lampert that restricts the purchase and sale of securities owned by Mr. Lampert. Pursuant to the Lock-Up Agreement, ESL may be deemed to have shared dispositive power over, and to indirectly beneficially own, securities owned by Mr. Lampert. RBS, Investments and Mr. Lampert may also be deemed to have shared dispositive power over, and to indirectly beneficially own, such securities.
- (2) This number includes 6,093,287 Shares held by ESL. RBS is the general partner of, and may be deemed to indirectly beneficially own securities owned by, ESL.
- (3) This number includes 6,093,287 Shares held by ESL. Investments is the general partner of, and may be deemed to indirectly beneficially own securities owned by, RBS.
- (4) This number includes 6,093,287 Shares held by ESL. Mr. Lampert is the Chairman, Chief Executive Officer and Director of, and may be deemed to indirectly beneficially own securities owned by, Investments.
- (5) This number includes 212,928 Shares held by the Foundation. Mr. Lampert and his wife Kinga Keh Lampert are co-trustees of, and may be deemed to indirectly beneficially own securities owned by, the Foundation.
- (c) Other than as set forth on Annex B hereto, there have been no transactions in the class of securities reported on that were effected by the Filing Persons during the past sixty days or since the most recent filing of Schedule 13D, whichever is less.
- (d) Not applicable.
- (e) Not applicable.

Item 7. Material to be Filed as Exhibits.

Item 7 is hereby amended and supplemented as follows:

The following exhibit is filed as an exhibit hereto:

| Exhibit | Description of Exhibit |
|----------------|--|
| 99.11 | Joint Filing Agreement (filed herewith). |

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.

Date: January 5, 2016

ESL PARTNERS, L.P.

By: RBS Partners, L.P., as its general partner

By: ESL Investments, Inc., as its general partner

By: /s/ Edward S. Lampert

Name: Edward S. Lampert

Title: Chief Executive Officer

RBS PARTNERS, L.P.

By: ESL Investments, Inc., as its general partner

By: /s/ Edward S. Lampert

Name: Edward S. Lampert

Title: Chief Executive Officer

ESL INVESTMENTS, INC.

By: /s/ Edward S. Lampert

Name: Edward S. Lampert

Title: Chief Executive Officer

THE LAMPERT FOUNDATION

By: /s/ Edward S. Lampert

Name: Edward S. Lampert

Title: Co-Trustee

EDWARD S. LAMPERT

By: /s/ Edward S. Lampert

EXHIBIT INDEX

| Exhibit | Description of Exhibit |
|----------------|--|
| 99.11 | Joint Filing Agreement (filed herewith). |

ANNEX A

The names, business addresses, present principal occupations, and citizenship of the directors and executive officers of ESL Investments, Inc. are set forth below. If no address is given, the director's or executive officer's principal business address is 1170 Kane Concourse, Suite 200, Bay Harbor Islands, Florida 33154. Unless otherwise indicated, each occupation set forth opposite an individual's name refers to ESL Investments, Inc.

| Name and Business Address | Principal Occupation | Citizenship |
|----------------------------------|--|--------------------|
| Edward S. Lampert | Director, Chairman and Chief Executive Officer; Chairman and Chief Executive Officer of Sears Holdings Corporation | United States |
| Robert Breyer | Chief Compliance Officer | United States |
| Harold Talisman | Chief Financial Officer | United States |

ANNEX B

RECENT TRANSACTIONS BY THE FILING PERSONS IN THE SECURITIES OF AUTONATION, INC.

| Entity | Date of Transaction | Description of Transaction | Shares Acquired | Shares Disposed | Price Per Share |
|--------------------|----------------------------|--|------------------------|------------------------|------------------------|
| ESL Partners, L.P. | 01/04/2016 | Pro Rata Distribution of Shares to Redeeming Partners | | 698,053 | \$ 0 |
| RBS Partners, L.P. | 01/04/2016 | Acquisition of Shares from ESL Partners, L.P. as a result of a Pro Rata Distribution to Redeeming Partners | 11,984 | | \$ 0 |
| RBS Partners, L.P. | 01/04/2016 | Pro Rata Distribution of Shares to Redeeming Partners | | 11,984 | \$ 0 |