

AUTONATION INC /FL
Form SC 13D/A
February 15, 2008

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

**SCHEDULE 13D
Under the Securities Exchange Act of 1934
(Amendment No. 17)***

AutoNation, Inc.

(Name of Issuer)

Common Stock, par value \$0.01 per share

(Title of Class of Securities)

05329W102

(CUSIP Number)

John G. Finley, Esq.

Simpson Thacher & Bartlett LLP

425 Lexington Avenue

New York, New York 10017

(212) 455-2000

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

February 13, 2008

(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

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filing this schedule because of §§240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box. o

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Rule 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 ("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)	<input checked="" type="checkbox"/>
(b)	<input type="checkbox"/>
 3. SEC Use Only
 4. Source of Funds (See Instructions)
WC
 5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)
 6. Citizenship or Place of Organization
Delaware
- | | | | |
|---|-----|--------------------------|------------|
| | 7. | Sole Voting Power | 43,410,002 |
| Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With | 8. | Shared Voting Power | 0 |
| | 9. | Sole Dispositive Power | 43,410,002 |
| | 10. | Shared Dispositive Power | 0 |
11. Aggregate Amount Beneficially Owned by Each Reporting Person
60,714,921
 12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)
 13. Percent of Class Represented by Amount in Row (11)
33.0%
 14. Type of Reporting Person (See Instructions)
PN

CUSIP No. **05329W102**

1. Names of Reporting Persons
ESL Institutional Partners, L.P.
 2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a)	<input checked="" type="checkbox"/>
(b)	<input type="checkbox"/>
 3. SEC Use Only
 4. Source of Funds (See Instructions)
N/A
 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
Shares
Beneficially
Owned by
Each
Reporting
Person With | 7. | Sole Voting Power
221,701 |
| | 8. | Shared Voting Power
0 |
| | 9. | Sole Dispositive Power
221,701 |
| | 10. | Shared Dispositive Power
0 |
11. Aggregate Amount Beneficially Owned by Each Reporting Person
60,714,921
 12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)
 13. Percent of Class Represented by Amount in Row (11)
33.0%
 14. Type of Reporting Person (See Instructions)
PN

CUSIP No. **05329W102**

- | | |
|-----|--|
| 1. | Names of Reporting Persons
ESL Investors, L.L.C. |
| 2. | Check the Appropriate Box if a Member of a Group (See Instructions)
(a) <input checked="" type="checkbox"/> x
(b) <input type="checkbox"/> o |
| 3. | SEC Use Only |
| 4. | Source of Funds (See Instructions)
N/A |
| 5. | Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) <input type="checkbox"/> o |
| 6. | Citizenship or Place of Organization
Delaware |
| 7. | Sole Voting Power
8,571,514 |
| 8. | Shared Voting Power
0 |
| 9. | Sole Dispositive Power
8,571,514 |
| 10. | Shared Dispositive Power
0 |
| 11. | Aggregate Amount Beneficially Owned by Each Reporting Person
60,714,921 |
| 12. | Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) <input type="checkbox"/> o |
| 13. | Percent of Class Represented by Amount in Row (11)
33.0% |
| 14. | Type of Reporting Person (See Instructions)
OO |

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With

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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) x
(b) o
3. SEC Use Only
4. Source of Funds (See Instructions)
N/A
5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) o
6. Citizenship or Place of Organization
Delaware
7. Sole Voting Power
60,370,551
8. Shared Voting Power
0
9. Sole Dispositive Power
60,370,551
10. Shared Dispositive Power
0
11. Aggregate Amount Beneficially Owned by Each Reporting Person
60,714,921
12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) o
13. Percent of Class Represented by Amount in Row (11)
33.0%
14. Type of Reporting Person (See Instructions)
CO

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With

CUSIP No. **05329W102**

1. Names of Reporting Persons
CBL Partners, L.P.
 2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a)	<input checked="" type="checkbox"/>
(b)	<input type="checkbox"/>
 3. SEC Use Only
 4. Source of Funds (See Instructions)
N/A
 5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)
 6. Citizenship or Place of Organization
Delaware
- | | |
|-----|-------------------------------------|
| 7. | Sole Voting Power
5,712,083 |
| 8. | Shared Voting Power
0 |
| 9. | Sole Dispositive Power
5,712,083 |
| 10. | Shared Dispositive Power
0 |
11. Aggregate Amount Beneficially Owned by Each Reporting Person
60,714,921
 12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)
 13. Percent of Class Represented by Amount in Row (11)
33.0%
 14. Type of Reporting Person (See Instructions)
PN

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With

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CUSIP No. 05329W102

1. Names of Reporting Persons
Tynan, LLC
2. Check the Appropriate Box if a Member of a Group (See Instructions)
(a) x
(b) o
3. SEC Use Only
4. Source of Funds (See Instructions)
N/A
5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) o
6. Citizenship or Place of Organization
Delaware
- | | | |
|---|-----|---------------------------------|
| Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With | 7. | Sole Voting Power
2,406 |
| | 8. | Shared Voting Power
0 |
| | 9. | Sole Dispositive Power
2,406 |
| | 10. | Shared Dispositive Power
0 |
11. Aggregate Amount Beneficially Owned by Each Reporting Person
60,714,921
12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) o
13. Percent of Class Represented by Amount in Row (11)
33.0%
14. Type of Reporting Person (See Instructions)
OO

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CUSIP No. 05329W102

1. Names of Reporting Persons
ESL Investment Management, L.P.
2. Check the Appropriate Box if a Member of a Group (See Instructions)
(a) x
(b) o
3. SEC Use Only
4. Source of Funds (See Instructions)
N/A
5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) o
6. Citizenship or Place of Organization
Delaware
- | | | |
|---|-----|----------------------------------|
| Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With | 7. | Sole Voting Power
61,964 |
| | 8. | Shared Voting Power
0 |
| | 9. | Sole Dispositive Power
61,964 |
| | 10. | Shared Dispositive Power
0 |
11. Aggregate Amount Beneficially Owned by Each Reporting Person
60,714,921
12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) o
13. Percent of Class Represented by Amount in Row (11)
33.0%
14. Type of Reporting Person (See Instructions)
PN

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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)	<input checked="" type="checkbox"/>
(b)	<input type="checkbox"/>
3. SEC Use Only
4. Source of Funds (See Instructions)
N/A
5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)
6. Citizenship or Place of Organization
Delaware

7.	Sole Voting Power	54,436,767
8.	Shared Voting Power	0
9.	Sole Dispositive Power	54,436,767
10.	Shared Dispositive Power	0
11. Aggregate Amount Beneficially Owned by Each Reporting Person
60,714,921
12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)
13. Percent of Class Represented by Amount in Row (11)
33.0%
14. Type of Reporting Person (See Instructions)
PN

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With

CUSIP No. **05329W102**

- | | |
|-----|--|
| 1. | Names of Reporting Persons
RBS Investment Management, LLC |
| 2. | Check the Appropriate Box if a Member of a Group (See Instructions)
(a) <input checked="" type="checkbox"/> x
(b) <input type="checkbox"/> o |
| 3. | SEC Use Only |
| 4. | Source of Funds (See Instructions)
N/A |
| 5. | Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) <input type="checkbox"/> o |
| 6. | Citizenship or Place of Organization
Delaware |
| 7. | Sole Voting Power
221,701 |
| 8. | Shared Voting Power
0 |
| 9. | Sole Dispositive Power
221,701 |
| 10. | Shared Dispositive Power
0 |
| 11. | Aggregate Amount Beneficially Owned by Each Reporting Person
60,714,921 |
| 12. | Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) <input type="checkbox"/> o |
| 13. | Percent of Class Represented by Amount in Row (11)
33.0% |
| 14. | Type of Reporting Person (See Instructions)
OO |

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With

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)	<input checked="" type="checkbox"/>
(b)	<input type="checkbox"/>
3. SEC Use Only
4. Source of Funds (See Instructions)
N/A
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

7.	Sole Voting Power	60,562,515
8.	Shared Voting Power	0
9.	Sole Dispositive Power	60,562,515
10.	Shared Dispositive Power	0
11. Aggregate Amount Beneficially Owned by Each Reporting Person
60,714,921
12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)
13. Percent of Class Represented by Amount in Row (11)
33.0%
14. Type of Reporting Person (See Instructions)
IN

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With

CUSIP No. **05329W102**

1. Names of Reporting Persons
William C. Crowley
2. Check the Appropriate Box if a Member of a Group (See Instructions)
 - (a) x
 - (b) o
3. SEC Use Only
4. Source of Funds (See Instructions)
N/A
5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) o
6. Citizenship or Place of Organization
United States
 7. Sole Voting Power
152,406
 8. Shared Voting Power
0
 9. Sole Dispositive Power
152,406
 10. Shared Dispositive Power
0
11. Aggregate Amount Beneficially Owned by Each Reporting Person
60,714,921
12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) o
13. Percent of Class Represented by Amount in Row (11)
33.0%
14. Type of Reporting Person (See Instructions)
IN

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With

This Amendment No. 17 to Schedule 13D (this Amendment) relates to shares of common stock, par value \$0.01 per share (Shares), of AutoNation, Inc. (the Issuer). This Amendment No. 17 supplementally amends the statement on Schedule 13D, as amended, filed by a group consisting of ESL Partners, L.P., a Delaware limited partnership (ESL), ESL Institutional Partners, L.P., a Delaware limited partnership (Institutional), ESL Investors, L.L.C., a Delaware limited liability company (Investors), ESL Investments, Inc. (Investments), CBL Partners, L.P., a Delaware limited partnership (CBL), Tynan, LLC (Tynan), ESL Investment Management, L.P., a Delaware limited partnership (ESLIM), RBS Partners, L.P., a Delaware limited partnership (RBS), RBS Investment Management, LLC, a Delaware limited liability company (RBSIM), Edward S. Lampert, and William C. Crowley, both United States citizens, by furnishing the information set forth below. ESL, Institutional, Investors, Investments, CBL, Tynan, ESLIM, RBS, RBSIM, Mr. Lampert and Mr. Crowley are collectively defined in this Amendment as the Filing Persons. Unless set forth below, 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 amended, previously filed with the Securities and Exchange Commission.

The Filing Persons are filing this Amendment No. 17 to report that the number of Shares that they may be deemed to beneficially own has increased by an amount greater than one percent of the outstanding Shares of the Issuer.

Item 3. Source and Amount of Funds or Other Consideration

Item 3 is supplemented as follows:

In open market purchases on February 11, 2008, February 12, 2008 and February 13, 2008, ESL acquired an aggregate of 1,906,157 shares for aggregate consideration of approximately \$29,527,107 using working capital.

Item 5. Interest in Securities of the Issuer

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

(a)-(b) The Filing Persons may be deemed to beneficially own an aggregate of 60,714,921 Shares (approximately 33.0% of the outstanding Shares based on the Issuer having 183,963,303 Shares outstanding on October 22, 2007, as disclosed in the Issuer's last quarterly report on Form 10-Q).

REPORTING 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.	60,714,921(1)	33.0%	43,410,002	0	43,410,002	0
	60,714,921(1)	33.0%	221,701	0	221,701	0

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ESL Institutional Partners, L.P.						
ESL Investors, L.L.C.	60,714,921(1)	33.0%	8,571,514	0	8,571,514	0
ESL Investments, Inc.	60,714,921(1)	33.0%	60,370,551(2)	0	60,370,551(2)	0
CBL Partners, L.P.	60,714,921(1)	33.0%	5,712,083	0	5,712,083	0
Tynan, LLC	60,714,921(1)	33.0%	2,406	0	2,406	0
ESL Investment Management, L.P.	60,714,921(1)	33.0%	61,964	0	61,964	0

RBS Partners, L.P.	60,714,921(1)	33.0%	54,436,767(3)	0	54,436,767(3)	0
RBS Investment Management, LLC	60,714,921(1)	33.0%	221,701(4)	0	221,701(4)	0
Edward S. Lampert	60,714,921(1)	33.0%	60,562,515(5)	0	60,562,515(5)	0
William C. Crowley	60,714,921(1)	33.0%	152,406(6)	0	152,406(6)	0

(1) **This number consists of 43,410,002 Shares held by ESL, 221,701 Shares held by Institutional, 8,571,514 Shares held in an account established by the investment member of Investors, 5,712,083 Shares held by CBL, 2,406 Shares held by Tynan, 61,964 Shares held by ESLIM, 2,455,251 Shares held by RBS, 130,000 Shares held by Mr. Lampert and 150,000 Shares issuable upon the exercise of director stock options held by Mr. Crowley.**

(2) **This number consists of 43,410,002 Shares held by ESL, 221,701 Shares held by Institutional, 8,571,514 Shares held in an account established by the investment member of Investors, 5,712,083 Shares held by CBL and 2,455,251 Shares held by RBS.**

(3) **This number consists of 43,410,002 Shares held by ESL, 8,571,514 Shares held in an account established by the investment member of Investors and 2,455,251 Shares held by RBS.**

(4) **This number consists of 221,701 Shares held by Institutional.**

(5) **This number consists of 43,410,002 Shares held by ESL, 221,701 Shares held by Institutional, 8,571,514 Shares held in an account established by the investment member of Investors, 5,712,083 Shares held by CBL, 61,964 Shares held by ESLIM, 2,455,251 Shares held by RBS and 130,000 Shares held by Mr. Lampert.**

(6) **This number consists of 2,406 Shares held by Tynan and 150,000 Shares issuable upon the exercise of director stock options held by Mr. Crowley.**

(c) **Other than as set forth in Annex A hereto, there have been no transactions in Shares by any of the Filing Persons since December 13, 2007, the date of the last Amendment on Schedule 13D by the Filing Persons.**

(d) **Not applicable.**

(e) **Not applicable.**

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.

Dated: February 15, 2008

ESL PARTNERS, L.P.

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

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

By: /s/ Theodore W. Ulyot
Name Theodore W. Ulyot
Title EVP & General Counsel

ESL INSTITUTIONAL PARTNERS, L.P.

By: RBS Investment Management, L.L.C., as its general partner

By: ESL Investments, Inc., as its manager

By: /s/ Theodore W. Ulyot
Name: Theodore W. Ulyot
Title: EVP & General Counsel

ESL INVESTORS, L.L.C.

By: RBS Partners, L.P., as its managing member

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

By: /s/ Theodore W. Ulyot
Name: Theodore W. Ulyot
Title: EVP & General Counsel

ESL INVESTMENTS, INC.

By: /s/ Theodore W. Ulyot
Name: Theodore W. Ulyot
Title: EVP & General Counsel

CBL PARTNERS, L.P.

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

By: /s/ Theodore W. Ulyot
Name: Theodore W. Ulyot
Title: EVP & General Counsel

TYNAN, LLC

By: /s/ William C. Crowley
Name: William C. Crowley
Title: Member

ESL INVESTMENT MANAGEMENT, L.P.

By: ESL INVESTMENT MANAGEMENT (GP), L.L.C., its general partner

By: /s/ Edward S. Lampert
Name: Edward S. Lampert
Title: Managing Member

RBS PARTNERS, L.P.

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

By: /s/ Theodore W. Ulyot
Name: Theodore W. Ulyot
Title: EVP & General Counsel

RBS INVESTMENT MANAGEMENT, L.L.C.

By: ESL Investments, Inc., as its manager

By: /s/ Theodore W. Ulyot
Name: Theodore W. Ulyot
Title: EVP & General Counsel

EDWARD S. LAMPERT

/s/ Edward S. Lampert
Edward S. Lampert

WILLIAM C. CROWLEY

/s/ William C. Crowley
William C. Crowley

ANNEX A

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

Entity	Date of Transaction	Nature of Transaction	Number of Shares of Common Stock	Price per Share
ESL Partners, L.P.	2/11/2008	open market purchase	3,300	\$15.18
ESL Partners, L.P.	2/11/2008	open market purchase	5,700	\$15.19
ESL Partners, L.P.	2/11/2008	open market purchase	77,600	\$15.20
ESL Partners, L.P.	2/11/2008	open market purchase	2,300	\$15.22
ESL Partners, L.P.	2/11/2008	open market purchase	200	\$15.24
ESL Partners, L.P.	2/11/2008	open market purchase	59,200	\$15.25
ESL Partners, L.P.	2/11/2008	open market purchase	6,100	\$15.27
ESL Partners, L.P.	2/11/2008	open market purchase	2,400	\$15.40
ESL Partners, L.P.	2/11/2008	open market purchase	5,752	\$15.41
ESL Partners, L.P.	2/11/2008	open market purchase	7,698	\$15.42
ESL Partners, L.P.	2/11/2008	open market purchase	2,600	\$15.43
ESL Partners, L.P.	2/11/2008	open market purchase	750	\$15.44
ESL Partners, L.P.	2/11/2008	open market purchase	16,661	\$15.45
ESL Partners, L.P.	2/11/2008	open market purchase	34,700	\$15.46
ESL Partners, L.P.	2/11/2008	open market purchase	27,622	\$15.47
ESL Partners, L.P.	2/11/2008	open market purchase	13,000	\$15.48
ESL Partners, L.P.	2/11/2008	open market purchase	10,600	\$15.49
ESL Partners, L.P.	2/11/2008	open market purchase	135,874	\$15.50

ESL Partners, L.P.	2/12/2008	open market purchase	56,000	\$15.50
ESL Partners, L.P.	2/12/2008	open market purchase	70,100	\$15.51
ESL Partners, L.P.	2/12/2008	open market purchase	14,100	\$15.52
ESL Partners, L.P.	2/12/2008	open market purchase	6,200	\$15.53
ESL Partners, L.P.	2/12/2008	open market purchase	1,300	\$15.54
ESL Partners, L.P.	2/12/2008	open market purchase	715,300	\$15.55
ESL Partners, L.P.	2/13/2008	open market purchase	20,200	\$15.40
ESL Partners, L.P.	2/13/2008	open market purchase	1,200	\$15.41
ESL Partners, L.P.	2/13/2008	open market purchase	2,400	\$15.42
ESL Partners, L.P.	2/13/2008	open market purchase	53,100	\$15.44
ESL Partners, L.P.	2/13/2008	open market purchase	159,200	\$15.45
ESL Partners, L.P.	2/13/2008	open market purchase	48,100	\$15.46
ESL Partners, L.P.	2/13/2008	open market purchase	30,000	\$15.47
ESL Partners, L.P.	2/13/2008	open market purchase	30,900	\$15.48
ESL Partners, L.P.	2/13/2008	open market purchase	2,900	\$15.49
ESL Partners, L.P.	2/13/2008	open market purchase	89,700	\$15.50
ESL Partners, L.P.	2/13/2008	open market purchase	1,300	\$15.53
ESL Partners, L.P.	2/13/2008	open market purchase	100	\$15.54
ESL Partners, L.P.	2/13/2008	open market purchase	192,000	\$15.55