

AUTONATION, INC.
Form SC 13D/A
January 31, 2012

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

SCHEDULE 13D

**Under the Securities Exchange Act of 1934
(Amendment No. 33)***

AutoNation, Inc.

(Name of Issuer)

Common Stock, par value \$0.01 per share

(Title of Class of Securities)

05329W102

(CUSIP Number)

Amanda N. Persaud

Wachtell, Lipton, Rosen & Katz

51 West 52nd Street

New York, New York 10019

(212) 403-1000

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

January 30, 2012

(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 (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. 05329W102

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NAME OF REPORTING PERSON

1 ESL Partners, L.P.

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2 (a)
 (b)
 SEC USE ONLY

3
 SOURCE OF FUNDS

4 N/A
 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED
 PURSUANT TO ITEM 2(d) OR 2(e)

5 ..
 CITIZENSHIP OR PLACE OF ORGANIZATION

6 Delaware
 SOLE VOTING POWER

7 36,630,644
 NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH
 SHARED VOTING POWER

8 0
 SOLE DISPOSITIVE POWER

9 36,630,644
 SHARED DISPOSITIVE POWER
10 0

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

11 67,053,483
 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

12 ..
 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

13 50.80%

14 TYPE OF REPORTING PERSON

PN

CUSIP No. 05329W102

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NAME OF REPORTING PERSON

1 ESL Institutional Partners, L.P.

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2 (a) x
 (b) ..
 SEC USE ONLY

3
 SOURCE OF FUNDS

4 N/A
 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED
 PURSUANT TO ITEM 2(d) OR 2(e)

5 ..
 CITIZENSHIP OR PLACE OF ORGANIZATION

6 Delaware
 SOLE VOTING POWER

7 6,526
 NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH
 SHARED VOTING POWER

8 0
 SOLE DISPOSITIVE POWER

9 6,526
 SHARED DISPOSITIVE POWER

10 0
 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

11 67,053,483
 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

12 ..
 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

13 50.80%

14 TYPE OF REPORTING PERSON

PN

CUSIP No. 05329W102

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NAME OF REPORTING PERSON

1 ESL Investors, L.L.C.

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2 (a)
 (b)
 SEC USE ONLY

3
 SOURCE OF FUNDS

4 N/A
 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED
 PURSUANT TO ITEM 2(d) OR 2(e)

5 ..
 CITIZENSHIP OR PLACE OF ORGANIZATION

6 Delaware

| | | |
|--------------|-----------|--------------------------|
| | | SOLE VOTING POWER |
| | 7 | 6,346,058 |
| NUMBER OF | | SHARED VOTING POWER |
| SHARES | 8 | 0 |
| BENEFICIALLY | | SOLE DISPOSITIVE POWER |
| OWNED BY | 9 | 6,346,058 |
| EACH | | SHARED DISPOSITIVE POWER |
| REPORTING | 10 | 0 |
| PERSON WITH | | |

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

67,053,483
 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

12 ..

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

50.80%

14 TYPE OF REPORTING PERSON

00

CUSIP No. 05329W102

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NAME OF REPORTING PERSON

1 ESL Investments, Inc.

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2 (a)
 (b)
 SEC USE ONLY

3
 SOURCE OF FUNDS

4 N/A
 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED
 PURSUANT TO ITEM 2(d) OR 2(e)

5 ..
 CITIZENSHIP OR PLACE OF ORGANIZATION

6 Delaware

| | | |
|--------------|-----------|--------------------------|
| | | SOLE VOTING POWER |
| | 7 | 48,063,910 |
| NUMBER OF | | SHARED VOTING POWER |
| SHARES | 8 | 0 |
| BENEFICIALLY | | SOLE DISPOSITIVE POWER |
| OWNED BY | 9 | 48,063,910 |
| EACH | | SHARED DISPOSITIVE POWER |
| REPORTING | 10 | 0 |
| PERSON WITH | | |

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

11 67,053,483

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

12 ..

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

13 50.80%

14 TYPE OF REPORTING PERSON

CO

CUSIP No. 05329W102

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NAME OF REPORTING PERSON

1 CBL Partners, L.P.

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2 (a)
 (b)
 SEC USE ONLY

3
 SOURCE OF FUNDS

4 N/A
 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED
 PURSUANT TO ITEM 2(d) OR 2(e)

5 ..
 CITIZENSHIP OR PLACE OF ORGANIZATION

6 Delaware

| | | |
|--------------|-----------|--------------------------|
| | | SOLE VOTING POWER |
| | 7 | 5,080,682 |
| NUMBER OF | | SHARED VOTING POWER |
| SHARES | 8 | 0 |
| BENEFICIALLY | | SOLE DISPOSITIVE POWER |
| OWNED BY | 9 | 5,080,682 |
| EACH | | SHARED DISPOSITIVE POWER |
| REPORTING | 10 | 0 |
| PERSON WITH | | |

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

11 67,053,483

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

12 ..

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

13 50.80%

14 TYPE OF REPORTING PERSON

PN

CUSIP No. 05329W102

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NAME OF REPORTING PERSON

1 Tynan, LLC

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2 (a) x
 (b) ..
 SEC USE ONLY

3
 SOURCE OF FUNDS

4 N/A
 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED
 PURSUANT TO ITEM 2(d) OR 2(e)

5 ..
 CITIZENSHIP OR PLACE OF ORGANIZATION

6 Delaware

| | | |
|--------------|-----------|--------------------------|
| | | SOLE VOTING POWER |
| | 7 | 83,545 |
| NUMBER OF | | SHARED VOTING POWER |
| SHARES | 8 | 0 |
| BENEFICIALLY | | SOLE DISPOSITIVE POWER |
| OWNED BY | 9 | 60,956 |
| EACH | | SHARED DISPOSITIVE POWER |
| REPORTING | 10 | 0 |
| PERSON WITH | | |

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

11 67,053,483

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

12 ..

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

13 50.80%

14 TYPE OF REPORTING PERSON

00

CUSIP No. 05329W102

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NAME OF REPORTING PERSON

1 RBS Partners, L.P.

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2 (a)
 (b)
 SEC USE ONLY

3
 SOURCE OF FUNDS

4 N/A
 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED
 PURSUANT TO ITEM 2(d) OR 2(e)

5 ..
 CITIZENSHIP OR PLACE OF ORGANIZATION

6 Delaware

| | | |
|--------------|-----------|--------------------------|
| | | SOLE VOTING POWER |
| | 7 | 42,976,702 |
| NUMBER OF | | SHARED VOTING POWER |
| SHARES | 8 | 0 |
| BENEFICIALLY | | SOLE DISPOSITIVE POWER |
| OWNED BY | 9 | 42,976,702 |
| EACH | | SHARED DISPOSITIVE POWER |
| REPORTING | 10 | 0 |
| PERSON WITH | | |

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

11 67,053,483

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

12 ..

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

13 50.80%

14 TYPE OF REPORTING PERSON

PN

CUSIP No. 05329W102

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NAME OF REPORTING PERSON

1 RBS Investment Management, L.L.C.

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2 (a)
 (b)
 SEC USE ONLY

3
 SOURCE OF FUNDS

4 N/A
 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED
 PURSUANT TO ITEM 2(d) OR 2(e)

5 ..
 CITIZENSHIP OR PLACE OF ORGANIZATION

6 Delaware

| | | |
|--------------|-----------|--------------------------|
| | | SOLE VOTING POWER |
| | 7 | 6,526 |
| NUMBER OF | | SHARED VOTING POWER |
| SHARES | 8 | 0 |
| BENEFICIALLY | | SOLE DISPOSITIVE POWER |
| OWNED BY | 9 | 6,526 |
| EACH | | SHARED DISPOSITIVE POWER |
| REPORTING | 10 | 0 |
| PERSON WITH | | |

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

11 67,053,483

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

12 ..

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

13 50.80%

14 TYPE OF REPORTING PERSON

00

CUSIP No. 05329W102

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NAME OF REPORTING PERSON

1 Edward S. Lampert

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2 (a) x
 (b) ..
 SEC USE ONLY

3
 SOURCE OF FUNDS

4 N/A
 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED
 PURSUANT TO ITEM 2(d) OR 2(e)

5 ..
 CITIZENSHIP OR PLACE OF ORGANIZATION

6 United States

| | | |
|--------------|-----------|--------------------------|
| | | SOLE VOTING POWER |
| | 7 | 66,691,242 |
| NUMBER OF | | SHARED VOTING POWER |
| SHARES | 8 | 0 |
| BENEFICIALLY | | SOLE DISPOSITIVE POWER |
| OWNED BY | 9 | 51,456,760 |
| EACH | | SHARED DISPOSITIVE POWER |
| REPORTING | 10 | 0 |
| PERSON WITH | | |

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

11 67,053,483

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

12 ..

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

13 50.80%

14 TYPE OF REPORTING PERSON

IN

CUSIP No. 05329W102

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NAME OF REPORTING PERSON

1 William C. Crowley

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2 (a) x
 (b) ..
 SEC USE ONLY

3
 SOURCE OF FUNDS

4 N/A
 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED
 PURSUANT TO ITEM 2(d) OR 2(e)

5 ..
 CITIZENSHIP OR PLACE OF ORGANIZATION

6 UNITED STATES

| | | |
|--------------|-----------|--------------------------|
| | | SOLE VOTING POWER |
| | 7 | 362,241 |
| NUMBER OF | | SHARED VOTING POWER |
| SHARES | 8 | 0 |
| BENEFICIALLY | | SOLE DISPOSITIVE POWER |
| OWNED BY | 9 | 278,579 |
| EACH | | SHARED DISPOSITIVE POWER |
| REPORTING | 10 | 0 |
| PERSON WITH | | |

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

11 67,053,483

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

12 ..

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

13 50.80%

14 TYPE OF REPORTING PERSON

IN

This Amendment No. 33 to Schedule 13D (this “Amendment No. 33”) relates to shares of common stock, par value \$0.01 per share (“Shares”), of AutoNation, Inc. (the “Issuer”). This Amendment No. 33 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., a Delaware corporation (“Investments”), CBL Partners, L.P., a Delaware limited partnership (“CBL”), Tynan, LLC, a Delaware limited liability company (“Tynan”), RBS Partners, L.P., a Delaware limited partnership (“RBS”), RBS Investment Management, L.L.C., 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, RBS, RBSIM, Mr. Lampert and Mr. Crowley are collectively defined 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. 33 to report a distribution of Shares to the investment member of Investors, in connection with the restructuring of Investors, which has decreased the amount of Shares that the Filing Persons may be deemed to beneficially own by an amount greater than one percent of the outstanding Shares of the Issuer .

Item 5. Interest in Securities of the Issuer

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

(a)-(b) As of January 31, 2012, the Filing Persons may be deemed to beneficially own an aggregate of 67,053,483 Shares (approximately 50.80% of the outstanding Shares based on the Issuer having approximately 132 million Shares outstanding on January 25, 2012, as disclosed in the Issuer’s Form 8-K filed on January 26, 2012.

| 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. | 67,053,483 (1) | 50.80% | 36,630,644 | 0 | 36,630,644 | 0 |
| ESL Institutional Partners, L.P. | 67,053,483 (1) | 50.80% | 6,526 | 0 | 6,526 | 0 |
| ESL Investors, L.L.C. | 67,053,483 (1) | 50.80% | 6,346,058 | 0 | 6,346,058 | 0 |
| ESL Investments, Inc. | 67,053,483 (1) | 50.80% | 48,063,910 | 0 | 48,063,910 (2) | 0 |
| CBL Partners, L.P. | 67,053,483 (1) | 50.80% | 5,080,682 | 0 | 5,080,682 | 0 |
| Tynan, LLC | 67,053,483 (1) | 50.80% | 83,545 | 0 | 60,956 (3) | 0 |
| RBS Partners, L.P. | 67,053,483 (1) | 50.80% | 42,976,702 | 0 | 42,976,702 (4) | 0 |
| | 67,053,483 (1) | | 6,526 (5) | 0 | 6,526 (5) | 0 |

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| | | | | | |
|-----------------------------------|--------|-------------|---|----------------|---|
| RBS Investment Management, L.L.C. | 50.80% | | | | |
| Edward S. Lampert | 50.80% | 66,691,242 | | | |
| 67,053,483 (1) | | (6) | 0 | 51,456,760 (3) | 0 |
| William C. Crowley | 50.80% | | | | |
| 67,053,483 (1) | | 362,241 (7) | 0 | 278,579 (3) | 0 |

(1) This number consists of 36,630,644 Shares held by ESL, 6,526 Shares held by Institutional, 6,346,058 Shares held in an account established by the investment member of Investors, 5,080,682 Shares held by CBL, 83,545 Shares held by Tynan, 18,627,322 Shares held by Mr. Lampert, 98,696 Shares held by Mr. Crowley and 180,000 Shares issuable upon the exercise of director stock options held by Mr. Crowley.

(2) This number consists of 36,630,644 Shares held by ESL, 6,526 Shares held by Institutional, 6,346,058 Shares held in an account established by the investment member of Investors and 5,080,682 Shares held by CBL.

(3) This number excludes shares subject to the Lock-Up Agreement described herein.

(4) This number consists of 36,630,644 Shares held by ESL and 6,346,058 Shares held in an account established by the investment member of Investors.

(5) This number consists of 6,526 Shares held by Institutional.

(6) This number consists of 36,630,644 Shares held by ESL, 6,526 Shares held by Institutional, 6,346,058 Shares held in an account established by the investment member of Investors, 5,080,682 Shares held by CBL and 18,627,332 Shares held by Mr. Lampert.

(7) This number consists of 83,545 Shares held by Tynan, 98,696 Shares held by Mr. Crowley and 180,000 Shares issuable upon the exercise of director stock options held by Mr. Crowley.

(c) On January 30, 2012, Investors completed a distribution of 6,346,058 Shares to the investment member of Investors in connection with the restructuring of Investors.

Other than as described above, there have been no transactions in Shares by any of the Filing Persons since December 30, 2011, the record 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: January 31, 2012

ESL PARTNERS, L.P.

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

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

By: /s/ Adrian J. Maizey

Name: Adrian J. Maizey

Title: Chief Financial Officer

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/ Adrian J. Maizey

Name: Adrian J. Maizey

Title: Chief Financial Officer

ESL INVESTORS, L.L.C.

By: RBS Partners, L.P., as its manager

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

By: /s/ Adrian J. Maizey

Name: Adrian J. Maizey

Title: Chief Financial Officer

ESL INVESTMENTS, INC.

By: /s/ Adrian J. Maizey

Name: Adrian J. Maizey

Title: Chief Financial Officer

CBL PARTNERS, L.P.

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

By: /s/ Adrian J. Maizey
Name: Adrian J. Maizey
Title: Chief Financial Officer

TYNAN, LLC

By: /s/ Adrian J. Maizey
Name: William C. Crowley
Title: Manager

RBS PARTNERS, L.P.

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

By: /s/ Adrian J. Maizey
Name: Adrian J. Maizey
Title: Chief Financial Officer

RBS INVESTMENT MANAGEMENT, L.L.C.

By: ESL Investments, Inc., as its manager

By: /s/ Adrian J. Maizey
Name: Adrian J. Maizey
Title: Chief Financial Officer

EDWARD S. LAMPERT

/s/ Edward S. Lampert
Edward S. Lampert

WILLIAM C. CROWLEY

/s/ William C. Crowley
William C. Crowley