AUTONATION, INC.
Form 10-K
February 11, 2016

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549
FORM 10-K
(Mark One)

þ ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the fiscal year ended December 31, 2015
or

¨ TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from ________ to ________
Commission File Number: 1-13107
AutoNation, Inc.
(Exact name of registrant as specified in its charter)

Delaware	73-1105145
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification No.)
200 SW 1st Ave Fort Lauderdale, Florida	33301
(Address of principal executive offices)	(Zip Code)

(954) 769-6000
(Registrant's telephone number, including area code)
Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Name of each exchange on which registered
Common Stock, Par Value $0.01 Per Share	New York Stock Exchange

Securities registered pursuant to Section 12(g) of the Act: None
Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes þ No ¨
Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Exchange Act. Yes ¨ No þ
Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes þ No ¨
Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the new registrant was required to submit and post such files). Yes þ No ¨
Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K. ¨
Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer þ	Accelerated filer o
	Smaller reporting company o

Non-accelerated filer o
(Do not check if a smaller reporting company)
Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes ¨ No þ

As of June 30, 2015, the aggregate market value of the common stock of the registrant held by non-affiliates was approximately $4.8 billion based on the closing price of the common stock on the New York Stock Exchange on such date (for the purpose of this calculation, the registrant assumed that each of its directors, executive officers, and greater than 10% stockholders was an affiliate of the registrant as of June 30, 2015).

As of February 8, 2016, the registrant had 107,224,827 shares of common stock outstanding.

DOCUMENTS INCORPORATED BY REFERENCE

Portions of the registrant's Proxy Statement relating to its 2016 Annual Meeting of Stockholders to be filed with the SEC within 120 days after the end of the fiscal year ended December 31, 2015 are incorporated herein by reference in Part III.

AUTONATION, INC.

FORM 10-K

FOR THE FISCAL YEAR ENDED DECEMBER 31, 2015

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PART I

ITEM 1. BUSINESS

General

AutoNation, Inc., through its subsidiaries, is the largest automotive retailer in the United States. As of December 31, 2015, we owned and operated 342 new vehicle franchises from 254 stores located in the United States, predominantly in major metropolitan markets in the Sunbelt region. Our stores, which we believe include some of the most recognizable and well-known in our key markets, sell 35 different new vehicle brands. The core brands of new vehicles that we sell, representing approximately 95% of the new vehicles that we sold in 2015, are manufactured by Toyota (including Lexus), Ford, Honda, Nissan, General Motors, Mercedes-Benz, FCA US (formerly Chrysler), BMW, and Volkswagen (including Audi and Porsche).

We offer a diversified range of automotive products and services, including new vehicles, used vehicles, "parts and service," which includes automotive repair and maintenance services as well as wholesale parts and collision businesses, and automotive "finance and insurance" products, which include vehicle service and other protection products, as well as the arranging of financing for vehicle purchases through third-party finance sources. The following charts present the contribution to total revenue and gross profit by each of new vehicle sales, used vehicle sales, parts and service, and finance and insurance in 2015.

We were incorporated in Delaware in 1991. For convenience, the terms "AutoNation," "Company," and "we" are used to refer collectively to AutoNation, Inc. and its subsidiaries, unless otherwise required by the context. Our store operations are conducted by our subsidiaries. The term "digital channels" refers to our websites and mobile applications, including mobile phone and tablet applications.

Reportable Segments

As of December 31, 2015, we had three reportable segments: Domestic, Import, and Premium Luxury. These segments are comprised of retail automotive franchises that sell the following new vehicle brands:

Domestic		Import		Premium Luxury	
Buick	Ford	Acura	Nissan	Alfa Romeo	Lexus
Cadillac	GMC	Fiat	Scion	Audi	Maserati
Chevrolet	Jeep	Honda	Subaru	Bentley	Mercedes-Benz
Chrysler	Lincoln	Hyundai	Toyota	BMW	Mini
Dodge	Ram	Infiniti	Volkswagen	Jaguar	Porsche
		Mazda	Volvo	Land Rover	smart
		Mitsubishi			

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The franchises in each segment also sell used vehicles, parts and automotive repair and maintenance services, and automotive finance and insurance products. For the year ended December 31, 2015, Domestic revenue represented 34% of total revenue, Import revenue represented 34% of total revenue, and Premium Luxury revenue represented 32% of total revenue. For additional financial information regarding our three reportable segments, please refer to Note 19 of the Notes to Consolidated Financial Statements set forth in Part II, Item 8 of this Form 10-K.

Except to the extent that differences among reportable segments are material to an understanding of our business taken as a whole, the description of our business in this report is presented on a consolidated basis.

Business Strategy

We seek to create long-term value for our stockholders by being the best-run, most profitable automotive retailer in the United States. We believe that the significant scale of our operations and the quality of our managerial talent allow us to achieve efficiencies in our key markets. To achieve and sustain operational excellence, we are pursuing the following strategies:

- Create an industry-leading automotive retail customer experience in our stores and through our digital channels.

We seek to deliver a consistently superior customer experience by offering a large selection of inventory, customer-friendly, transparent sales and service processes, and competitive pricing. We believe that this will benefit us by encouraging our customers to bring their vehicles to our stores for all of their vehicle service, maintenance, and collision repair needs and also by driving repeat and referral vehicle sales business.

We have invested and will continue to invest in the AutoNation retail brand with the goals of enhancing our strong customer satisfaction and expanding our market share. Our Domestic and Import stores are branded nationally under the AutoNation retail brand, which enables us to leverage our advertising efforts and digital channels to market our stores, new and used vehicle inventory, and parts and service business.

We continue to make significant investments to build a seamless, end-to-end customer experience in our stores and through our digital channels, and to improve our ability to generate business through those channels. As part of our strategic initiatives, we are implementing “AutoNation Express,” which enables our customers to complete certain automotive retail- and service-related transactions through our digital channels and offers a more fully integrated in-store and digital customer experience while also increasing traffic to our digital channels. We have developed features such as selecting and reserving a vehicle with a guaranteed price, scheduling a test drive, calculating payments, receiving a firm purchase offer for a vehicle that a customer wants to sell, applying for financing options, arranging service appointments, and receiving updates on maintenance and repair services, most of which have been deployed to all of our markets as of December 31, 2015. Future capabilities are expected to include in-store tools to further our customers’ on-line experience and the ability for a customer to pay for maintenance and repair services online.

- Leverage our significant scale and cost structure to improve our operating efficiency.

As the largest automotive retailer in the United States, we are uniquely positioned to leverage our significant scale so that we are able to achieve competitive operating margins by centralizing and streamlining various business processes. We strive to manage our new and used vehicle inventories so that our stores’ supply and mix of vehicles are in line with seasonal sales trends and also minimize our carrying costs. Additionally, we are able to improve financial controls and lower servicing costs by maintaining many key store-level accounting and administrative activities in our Shared Services Center located in Irving, Texas. Finally, we leverage our scale to reduce costs related to purchasing certain equipment, supplies, and services through national vendor relationships.

- Continue to build vehicle brand density in our core markets where we operate.

We have retail operations in 15 states with a focus on major metropolitan areas, and we seek to offer all of our core vehicle brands within all of our key markets. We will continue to actively pursue acquisitions and new store opportunities that meet our return on investment threshold, with a focus on enhancing brand representation within our existing geographic footprint as well as additional markets that can be supported by our existing management infrastructure.

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Our business benefits from a well-diversified portfolio of automotive retail franchises. In 2015, approximately 37% of our segment income was generated by Premium Luxury franchises, approximately 33% by Domestic franchises, and approximately 30% by Import franchises. We believe that our business also benefits from diverse revenue streams generated by our new and used vehicle sales, parts and service business, and finance and insurance sales. Our higher-margin parts and service business has historically been less sensitive to macroeconomic conditions as compared to new and used vehicle sales.

Our capital allocation strategy is focused on maximizing stockholder returns. We invest capital in our business to maintain and upgrade our existing facilities and to build new facilities for existing franchises, as well as for other strategic and technology initiatives. We also deploy capital opportunistically to repurchase our common stock and/or debt or to complete dealership acquisitions and/or build facilities for newly awarded franchises. Our capital allocation decisions are based on factors such as the expected rate of return on our investment, the market price of our common stock versus our view of its intrinsic value, the market price of our debt, the potential impact on our capital structure, our ability to complete dealership acquisitions that meet our market and vehicle brand criteria and return on investment threshold, and limitations set forth in our debt agreements. For additional information regarding our capital allocation, please refer to “Liquidity and Capital Resources – Capital Allocation” in Part II, Item 7 of this Form 10 K.

Operations

Each of our stores acquires new vehicles for retail sale either directly from the applicable automotive manufacturer or distributor or through dealer trades with other stores of the same franchise. We generally acquire used vehicles from customers, primarily through trade-ins, as well as through auctions, lease terminations, and other sources, and we generally recondition used vehicles acquired for retail sale in our parts and service departments. In 2015, we implemented a policy not to retail any new or used vehicle that has an open safety recall. Used vehicles that we do not sell at our stores generally are sold at wholesale prices through auctions. See also “Inventory Management” in Part II, Item 7 of this Form 10-K.

Our stores provide a wide range of vehicle maintenance, repair, and collision repair services, including manufacturer recall repairs and other warranty work that can be performed only at franchised dealerships and customer-pay service work. Our parts and service departments also provide reconditioning repair work for used vehicles acquired by our used vehicle departments and minor preparatory work for new vehicles acquired by our new vehicle departments. In addition to our retail business, we also have a wholesale parts operation, which sells automotive parts to both collision repair shops and independent vehicle repair providers.

We offer a wide variety of automotive finance and insurance products to our customers. We arrange for our customers to finance vehicles through installment loans or leases with third-party lenders, including the vehicle manufacturers’ and distributors’ captive finance subsidiaries, in exchange for a commission payable to us. We do not directly finance our customers’ vehicle leases or purchases, and our exposure to loss in connection with these financing arrangements generally is limited to the commissions that we receive.

We also offer our customers various vehicle protection products, including an AutoNation-branded extended service contract (the AutoNation Vehicle Protection Plan) in our Domestic and Import stores and other extended service contracts, maintenance programs, guaranteed auto protection (known as “GAP,” this protection covers the shortfall between a customer’s loan balance and insurance payoff in the event of a casualty), “tire and wheel” protection, and theft protection products. These products are underwritten and administered by independent third parties, including the vehicle manufacturers’ and distributors’ captive finance subsidiaries. We primarily sell the products on a straight commission basis; however, we also participate in future underwriting profit for certain products pursuant to retrospective commission arrangements. See also “Critical Accounting Policies and Estimates – Chargeback Reserve” in Part II, Item 7 of this Form 10-K.

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As of December 31, 2015, we operated stores in the following states:

State	Number of Stores	Number of Franchises	% of Total Revenue [1]
Florida	55	67	26
Texas	41	51	21
California	41	54	18
Colorado	17	26	7
Arizona	15	18	6
Washington	18	28	4
Georgia	22	40	4
Nevada	11	13	4
Illinois	7	8	3
Tennessee	8	12	2
Ohio	4	4	1
Alabama	5	9	1
Minnesota	1	1	1
Maryland	7	9	1
Virginia	2	2	1
Total	254	342	100

(1) Revenue by state includes non-store activities, such as collision centers and an auction operation.

The following table sets forth information regarding new vehicle revenues and retail new vehicle unit sales for the year ended, and the number of franchises owned as of, December 31, 2015:

	New Vehicle Revenues (in millions)	Retail New Vehicle Unit Sales	% of Total Retail New Vehicle Units Sold	Franchises Owned
Domestic:				
Ford, Lincoln	$1,913.7	54,214	16.0	41
Chevrolet, Buick, Cadillac, GMC	1,253.1	34,508	10.2	44
Chrysler, Dodge, Jeep, Ram	808.9	22,797	6.7	66
Domestic Total	3,975.7	111,519	32.9	151
Import:				
Toyota	1,721.7	63,779	18.8	20
Honda	933.3	37,412	11.0	24
Nissan	833.2	32,596	9.6	20
Other Import	712.2	24,081	7.1	47
Import Total	4,200.4	157,868	46.5	111
Premium Luxury:				
Mercedes-Benz	1,643.3	29,017	8.6	40
BMW	898.8	16,405	4.8	11
Lexus	428.3	9,858	2.9	3
Audi	331.2	6,730	2.0	9
Other Premium Luxury	517.3	7,683	2.3	17
Premium Luxury Total	3,818.9	69,693	20.6	80
	$11,995.0	339,080	100.0	342

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Agreements with Vehicle Manufacturers

Framework Agreements

We have entered into framework and related agreements with most major vehicle manufacturers and distributors. These agreements, which are in addition to the franchise agreements described below, contain provisions relating to our management, operation, advertising and marketing, and acquisition and ownership structure of automotive stores franchised by such manufacturers. These agreements contain certain requirements pertaining to our operating performance (with respect to matters such as sales volume, sales effectiveness, and customer satisfaction), which, if we do not satisfy, adversely impact our ability to make further acquisitions of such manufacturers' stores or could result in us being compelled to take certain actions, such as divesting a significantly underperforming store, subject to applicable state franchise laws. Additionally, these agreements set limits (nationally, regionally, and in local markets) on the number of stores that we may acquire of the particular manufacturer and contain certain restrictions on our ability to name and brand our stores. Some of these framework agreements give the manufacturer or distributor the right to acquire at fair market value, or the right to compel us to sell, the automotive stores franchised by that manufacturer or distributor under specified circumstances in the event of a change in control of our Company (generally including certain material changes in the composition of our Board of Directors during a specified time period, the acquisition of 20% or more of the voting stock of our Company by another vehicle manufacturer or distributor, or the acquisition of 50% or more of our voting stock by a person, entity, or group not affiliated with a vehicle manufacturer or distributor) or other extraordinary corporate transactions such as a merger or sale of all or substantially all of our assets. In addition, we have granted certain manufacturers the right to acquire, at fair market value, our automotive dealerships franchised by such manufacturers in specified circumstances in the event of our default under certain of our debt agreements.

Franchise Agreements

We operate each of our new vehicle stores under a franchise agreement with a vehicle manufacturer or distributor. The franchise agreements grant the franchised automotive store a non-exclusive right to sell the manufacturer's or distributor's brand of vehicles and offer related parts and service within a specified market area. These franchise agreements grant our stores the right to use the relevant manufacturer's or distributor's trademarks in connection with their operations, and they also impose numerous operational requirements and restrictions relating to inventory levels, working capital levels, the sales process, marketing and branding, showroom and service facilities, signage, personnel, changes in management, and monthly financial reporting, among other things. The contractual terms of our stores' franchise agreements provide for various durations, ranging from one year to no expiration date, and in certain cases manufacturers have undertaken to renew such franchises upon expiration so long as the store is in compliance with the terms of the agreement. We generally expect our franchise agreements to survive for the foreseeable future and, when the agreements do not have indefinite terms, anticipate routine renewals of the agreements without substantial cost or modification. Our stores' franchise agreements provide for termination of the agreement by the manufacturer or non-renewal for a variety of causes (including performance deficiencies in such areas as sales volume, sales effectiveness, and customer satisfaction). However, in general, the states in which we operate have automotive dealership franchise laws that provide that, notwithstanding the terms of any franchise agreement, it is unlawful for a manufacturer to terminate or not renew a franchise unless "good cause" exists. It generally is difficult, outside of bankruptcy, for a manufacturer to terminate, or not renew, a franchise under these laws, which were designed to protect dealers. In addition, in our experience and historically in the automotive retail industry, dealership franchise agreements are rarely involuntarily terminated or not renewed by the manufacturer outside of bankruptcy. From time to time, certain manufacturers assert sales and customer satisfaction performance deficiencies under the terms of our framework and franchise agreements. We generally work with these manufacturers to address the asserted performance issues. For additional information, please refer to the risk factor captioned "We are subject to restrictions imposed by, and significant influence from, vehicle manufacturers that may adversely impact our business, financial condition, results of operations, cash flows, and prospects, including our ability to acquire additional stores" in Part I, Item 1A of this Form 10-K.

Regulations

We operate in a highly regulated industry. A number of state and federal laws and regulations affect our business. In every state in which we operate, we must obtain various licenses in order to operate our businesses, including dealer, sales and finance, and insurance licenses issued by state regulatory authorities. Numerous laws and regulations govern our conduct of business, including those relating to our sales, operations, finance and insurance, advertising, and employment practices. These laws and regulations include state franchise laws and regulations, consumer protection laws, privacy laws, escheatment laws, anti-money laundering laws, and other extensive laws and regulations applicable to new and used motor vehicle dealers, as well as a variety of other laws and regulations. These laws also include federal and state wage and hour, anti-discrimination, and other employment practices laws. Furthermore, new laws and regulations, particularly at the federal level, may be enacted that could also affect our business. See the risk factor "Our operations are subject to extensive governmental laws and regulations. If we are found to be in purported violation of or subject to liabilities under any of these laws or regulations, or if new laws or regulations are enacted that adversely affect our operations, our business, operating results, and prospects could suffer" in Part I, Item 1A of this Form 10-K.

Automotive and Other Laws and Regulations

Our operations are subject to the National Traffic and Motor Vehicle Safety Act, Federal Motor Vehicle Safety Standards promulgated by the United States Department of Transportation, and the rules and regulations of various state motor vehicle regulatory agencies. The imported automobiles we purchase are subject to United States customs duties and, in the ordinary course of our business we may, from time to time, be subject to claims for duties, penalties, liquidated damages, or other charges.

Our financing activities with customers are subject to federal truth-in-lending, consumer leasing, and equal credit opportunity laws and regulations as well as state and local motor vehicle finance laws, leasing laws, installment finance laws, usury laws, and other installment sales and leasing laws and regulations, some of which regulate finance and other fees and charges that may be imposed or received in connection with motor vehicle retail installment sales and leasing. Claims arising out of actual or alleged violations of law may be asserted against us or our stores by individuals, a class of individuals, or governmental entities and may expose us to significant damages or other penalties, including revocation or suspension of our licenses to conduct store operations and fines.

The Dodd-Frank Wall Street Reform and Consumer Protection Act (the "Dodd-Frank Act"), which was signed into law on July 21, 2010, established the Consumer Financial Protection Bureau (the "CFPB"), a new independent federal agency funded by the United States Federal Reserve with broad regulatory powers and limited oversight from the United States Congress. Although automotive dealers are generally excluded, the Dodd-Frank Act could lead to additional, indirect regulation of automotive dealers, in particular, their sale and marketing of finance and insurance products, through its regulation of automotive finance companies and other financial institutions. In addition, the CFPB issued a rule, pursuant to its authority under the Dodd-Frank Act, expanding its supervisory authority with respect to certain non-bank lenders, including automotive finance companies, participating in automotive financing. The Dodd-Frank Act also provided the Federal Trade Commission (the "FTC") with new and expanded authority regarding automotive dealers, and the FTC has implemented an enforcement initiative relating to the advertising practices of automotive dealers. See the risk factor "Our operations are subject to extensive governmental laws and regulations. If we are found to be in purported violation of or subject to liabilities under any of these laws or regulations, or if new laws or regulations are enacted that adversely affect our operations, our business, operating results, and prospects could suffer" in Part I, Item 1A of this Form 10-K.

Environmental, Health, and Safety Laws and Regulations

Our operations involve the use, handling, storage, and contracting for recycling and/or disposal of materials such as motor oil and filters, transmission fluids, antifreeze, refrigerants, paints, thinners, batteries, cleaning products, lubricants, degreasing agents, tires, and fuel. Consequently, our business is subject to a complex variety of federal, state, and local requirements that regulate the environment and public health and safety.

Most of our stores utilize aboveground storage tanks, and to a lesser extent underground storage tanks, primarily for petroleum-based products. Storage tanks are subject to periodic testing, containment, upgrading, and removal under the Resource Conservation and Recovery Act and its state law counterparts. Clean-up or other remedial action may be necessary in the event of leaks or other discharges from storage tanks or other sources. In addition, water quality protection programs under the federal Water Pollution Control Act (commonly known as the Clean Water Act), the Safe Drinking Water Act, and comparable state and local programs govern certain discharges from some of our operations. Similarly, certain air emissions from operations, such as auto body painting, may be subject to the federal Clean Air Act and related state and local laws. Certain health and safety standards promulgated by the Occupational Safety and Health Administration of the United States Department of Labor and related state agencies also apply.

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Some of our stores are parties to proceedings under the Comprehensive Environmental Response, Compensation, and Liability Act, or CERCLA, typically in connection with materials that were sent to former recycling, treatment, and/or disposal facilities owned and operated by independent businesses. The remediation or clean-up of facilities where the release of a regulated hazardous substance occurred is required under CERCLA and other laws.

We have a proactive strategy related to environmental, health, and safety laws and regulations, which includes contracting with third-party vendors to inspect our facilities routinely in an effort to ensure compliance. We incur significant costs to comply with applicable environmental, health, and safety laws and regulations in the ordinary course of our business. We do not anticipate, however, that the costs of such compliance will have a material adverse effect on our business, results of operations, cash flows, or financial condition, although such outcome is possible given the nature of our operations and the extensive environmental, health, and safety regulatory framework. We do not have any material known environmental commitments or contingencies.

Competition

We operate in a highly competitive industry. We believe that the principal competitive factors in the automotive retail business are location, service, price, selection, and online and mobile offerings. Each of our markets includes a large number of well-capitalized competitors that have extensive automotive retail managerial experience and strong retail locations and facilities. According to industry sources, as of December 31, 2015, there were approximately 16,400 franchised automotive dealerships, which sell both new and used vehicles, in the United States. In addition, we estimate that there were approximately twice as many independent used vehicle dealers in the United States. We face competition from (i) several public companies that operate numerous automotive retail stores on a regional or national basis, including franchised dealers that sell new and used vehicles as well as non-franchised dealers that sell only used vehicles, (ii) private companies that operate automotive retail stores in our markets, and (iii) online and mobile sales platforms. We compete with dealers that sell the same vehicle brands that we sell, as well as dealers and certain manufacturers that sell other vehicle brands that we do not represent in a particular market. Our new vehicle store competitors have franchise agreements with the various vehicle manufacturers and, as such, generally have access to new vehicles on the same terms as we have. We also compete with other dealers for qualified employees, particularly for general managers and sales and service personnel.

In general, the vehicle manufacturers have designated marketing and sales areas within which only one franchised dealer of a given vehicle brand may operate. Under most of our framework agreements with the vehicle manufacturers, our ability to acquire multiple dealers of a given vehicle brand within a particular market is limited. We are also restricted by various state franchise laws from relocating our stores or establishing new stores of a particular vehicle brand within any area that is served by another dealer of the same vehicle brand, and we generally need the manufacturer to approve the relocation or grant a new franchise in order to relocate or establish a store. However, to the extent that a market has multiple dealers of a particular vehicle brand, as most of our key markets do with respect to most vehicle brands we sell, we face significant intra-brand competition.

We also compete with independent automobile service shops and service center chains. We believe that the principal competitive factors in the parts and service business are price, location, expertise with the particular vehicle lines, and customer service. We also compete with a broad range of financial institutions in our finance and insurance business. We believe that the principal competitive factors in the finance and insurance business are product selection, convenience, price, contract terms, and the ability to finance vehicle protection and aftermarket products.

Insurance and Bonding

Our business exposes us to the risk of liabilities arising out of our operations. For example, liabilities may arise out of claims of employees, customers, or other third parties for personal injury or property damage occurring in the course of our operations. We could also be subject to fines and civil and criminal penalties in connection with alleged violations of federal and state laws or regulatory requirements.

The automotive retail business is also subject to substantial risk of property loss due to the significant concentration of property values at store locations. In our case in particular, our operations are concentrated in states and regions in which natural disasters and severe weather events (such as hail storms, hurricanes, earthquakes, fires, tornadoes, snow storms, and landslides) may subject us to substantial risk of property loss and operational disruption. Under self-insurance

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programs, we retain various levels of aggregate loss limits, per claim deductibles, and claims-handling expenses as part of our various insurance programs, including property and casualty, workers' compensation, and employee medical benefits. Costs in excess of this retained risk per claim may be insured under various contracts with third-party insurance carriers. We estimate the ultimate costs of these retained insurance risks based on actuarial evaluation and historical claims experience, adjusted for current trends and changes in claims-handling procedures. The level of risk we retain may change in the future as insurance market conditions or other factors affecting the economics of our insurance purchasing change. Although we have, subject to certain limitations and exclusions, substantial insurance, we cannot assure you that we will not be exposed to uninsured or underinsured losses that could have a material adverse effect on our business, financial condition, results of operations, or cash flows.

Provisions for retained losses and deductibles are made by charges to expense based upon periodic evaluations of the estimated ultimate liabilities on reported and unreported claims. The insurance companies that underwrite our insurance require that we secure certain of our obligations for deductible reimbursements with collateral. Our collateral requirements are set by the insurance companies and, to date, have been satisfied by posting surety bonds, letters of credit, and/or cash deposits. Our collateral requirements may change from time to time based on, among other things, our claims experience.

Employees

As of December 31, 2015, we employed approximately 26,000 full-time and part-time employees, approximately 250 of whom were covered by collective bargaining agreements. We believe that we have good relations with our employees.

Seasonality

In a stable environment, our operations generally experience higher volumes of vehicle unit sales in the second and third quarters of each year due in part to consumer buying trends and the introduction of new vehicle models. Also, demand for vehicles and light trucks is generally lower during the winter months than in other seasons, particularly in regions of the United States where stores may be subject to adverse winter conditions. However, we typically experience higher sales of Premium Luxury vehicles, which have higher average selling prices and gross profit per vehicle retailed, in the fourth quarter. Revenue and operating results may be impacted significantly from quarter to quarter by changing economic conditions, vehicle manufacturer incentive programs, and actual or threatened severe weather events.

Trademarks

We own a number of registered service marks and trademarks, including, among other marks, AutoNation®. Pursuant to agreements with vehicle manufacturers, we have the right to use and display manufacturers' trademarks, logos, and designs at our stores and in our advertising and promotional materials, subject to certain restrictions. We also have licenses pursuant to various agreements with third parties authorizing the use and display of the marks and/or logos of such third parties, subject to certain restrictions. The current registrations of our service marks and trademarks are effective for varying periods of time, which we may renew periodically, provided that we comply with all applicable laws.

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Executive Officers of AutoNation

The following sets forth certain information regarding our executive officers as of February 8, 2016. Beneficial ownership includes shares that may be acquired through the exercise of outstanding stock options within 60 days of February 8, 2016, as well as shares of restricted stock.

Name	Age	Position	Years with AutoNation	Years in Automotive Industry	Number of Shares of Common Stock Beneficially Owned
Mike Jackson	67	Chairman of the Board, Chief Executive Officer and President	16	45	1,322,471
Jonathan P. Ferrando	50	Executive Vice President - General Counsel, Corporate Development and Human Resources	19	19	534,140
William R. Berman	49	Executive Vice President and Chief Operating Officer	16	28	34,723
Cheryl Miller	43	Executive Vice President and Chief Financial Officer	8	17	44,264
Donna Parlapiano	51	Senior Vice President, Franchise Operations and Corporate Real Estate	17	29	32,287

Mike Jackson has served as our Chief Executive Officer and Director since September 1999, as our Chairman of the Board since January 2003, and as our President since February 2015. From October 1998 until September 1999, Mr. Jackson served as Chief Executive Officer of Mercedes-Benz USA, LLC, a North American operating unit of DaimlerChrysler AG, a multinational automotive manufacturing company. From April 1997 until September 1999, Mr. Jackson also served as President of Mercedes-Benz USA. From July 1990 until March 1997, Mr. Jackson served in various capacities at Mercedes-Benz USA, including as Executive Vice President immediately prior to his appointment as President of Mercedes-Benz USA. Mr. Jackson was also the managing partner from March 1979 to July 1990 of Euro Motorcars of Bethesda, Maryland, a regional group that owned and operated eleven automotive dealership franchises, including Mercedes-Benz and other brands of automobiles. In January 2014, Mr. Jackson was appointed to the Board of Directors of the Federal Reserve Bank of Atlanta, after previously serving on the Board of Directors of the Federal Reserve Bank of Atlanta’s Miami Branch. For 2015 and 2016, he was appointed as the Deputy Chair of the Board of Directors of the Federal Reserve Bank of Atlanta.

Jonathan P. Ferrando has served as our Executive Vice President - General Counsel, Corporate Development and Human Resources since March 2011. Prior thereto, he served as our Executive Vice President, General Counsel and Secretary from March 2005 until March 2011, and as the Company’s Senior Vice President, General Counsel and Secretary from January 2000 until March 2005. In addition to his role as General Counsel, Mr. Ferrando assumed responsibility for our human resources and labor relations functions in September 2004, and he assumed responsibility for our corporate development function in March 2011. Mr. Ferrando joined our Company in July 1996 and served in various capacities within our Company, including as Senior Vice President and General Counsel of our Automotive Retail Group from March 1998 until January 2000. Prior to joining our company, Mr. Ferrando was a corporate attorney with Skadden, Arps, Slate, Meagher & Flom from 1991 until 1996.

William R. Berman has served as our Executive Vice President and Chief Operating Officer since February 2015. Since 1999, Mr. Berman has served in various leadership roles within the Company, including as Senior Vice President, Sales from October 2014 until February 2015, and as President of the Company’s Western Region, with responsibility for stores located in California, Washington, Nevada, and Arizona, from October 2008 through September 2014.

Cheryl Miller has served as our Executive Vice President and Chief Financial Officer since March 2014. Prior thereto, Ms. Miller was appointed Interim Chief Financial Officer in January 2014, and she served as Treasurer, Vice

President Investor Relations, a role she assumed in April 2010. From May 2009 to March 2010, Ms. Miller served as the Company's

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Vice President, Treasurer. From November 2006 until April 2009, she served as Vice President, Treasurer of JM Family Enterprises, Inc., a diversified automotive company.

Donna Parlapiano has served as our Senior Vice President, Franchise Operations and Corporate Real Estate, since February 2015. In this role, Ms. Parlapiano is responsible for our franchise operations, real estate development, construction projects, and facilities maintenance. From November 2006 until January 2015, she served as our Senior Vice President, Franchise Operations, and in February 2015, she assumed responsibility for our corporate real estate function. Prior to joining AutoNation in 1998, Ms. Parlapiano held finance, marketing, and strategic management positions with Ford Motor Company.

Available Information

Our website is located at www.autonation.com, and our Investor Relations website is located at investors.autonation.com. The information on or accessible through our websites and social media channels is not incorporated by reference in this Annual Report on Form 10-K. Our Annual Report on Form 10-K, Quarterly Reports on Form 10-Q, Current Reports on Form 8-K, and amendments to reports filed or furnished pursuant to Sections 13(a) and 15(d) of the Securities Exchange Act of 1934, as amended, are available, free of charge, on our Investor Relations website as soon as reasonably practicable after we electronically file such material with, or furnish it to, the Securities and Exchange Commission (the "SEC").

ITEM 1A. RISK FACTORS

Our business, financial condition, results of operations, cash flows, and prospects, and the prevailing market price and performance of our common stock may be adversely affected by a number of factors, including the matters discussed below. Certain statements and information set forth in this Annual Report on Form 10-K, including without limitation statements regarding our strategic initiatives and expectations for the future performance of our franchises and the automotive retail industry, as well as other written or oral statements made from time to time by us or by our authorized executive officers on our behalf, constitute "forward-looking statements" within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended. All statements other than statements of historical fact, including statements that describe our objectives, plans, or goals, are, or may be deemed to be, forward-looking statements. Words such as "anticipate," "expect," "intend," "goal," "plan," "beli "continue," "may," "will," and variations of such words and similar expressions are intended to identify such forward-looking statements. Our forward-looking statements reflect our current expectations concerning future results and events, and they involve known and unknown risks, uncertainties, and other factors that are difficult to predict and may cause our actual results, performance, or achievements to be materially different from any future results, performance, or achievements expressed or implied by these statements. These forward-looking statements speak only as of the date of this report or when made, and we undertake no obligation to revise or update these statements to reflect subsequent events or circumstances. The risks, uncertainties, and other factors that our stockholders and prospective investors should consider include the following:

The automotive retail industry is sensitive to changing economic conditions and various other factors. Our business and results of operations are substantially dependent on new vehicle sales levels in the United States and in our particular geographic markets and the level of gross profit margins that we can achieve on our sales of new vehicles, all of which are very difficult to predict.

We believe that many factors affect sales of new vehicles and automotive retailers' gross profit margins in the United States and in our particular geographic markets, including the economy, fuel prices, credit availability, interest rates, consumer confidence, consumer shopping preferences and the success of third-party online and mobile sales platforms, the level of personal discretionary spending, unemployment rates, the state of housing markets, vehicle production levels and capacity, auto emission and fuel economy standards, the rate of inflation, currency exchange rates, manufacturer incentives (and consumers' reaction to such offers), intense industry competition, the prospects of war, other international conflicts or terrorist attacks, severe weather events, product quality, affordability and innovation, the number of consumers whose vehicle leases are expiring, the length of consumer loans on existing vehicles, and the rise of ride-sharing applications. Changes in interest rates can significantly impact industry new vehicle sales and vehicle affordability due to the direct relationship between interest rates and monthly loan payments, a critical factor for many vehicle buyers, and the impact interest rates have on customers' borrowing capacity and disposable income. Sales of certain new vehicles, particularly

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larger trucks and sport utility vehicles that historically have provided us with higher gross profit per vehicle retailed, are sensitive to fuel prices and the level of construction activity. In addition, volatility in fuel prices can cause rapid shifts in consumer preferences which are difficult to accommodate given the long lead-time of inventory acquisition. Approximately 17.5 million, 16.5 million, and 15.6 million new vehicles were sold in the United States in 2015, 2014, and 2013, respectively. While we expect that the annual rate of U.S. new vehicle unit sales will remain above 17 million in 2016, there can be no assurance that it will. If new vehicle production exceeds the new vehicle industry selling rate, our new vehicle gross profit per vehicle retailed could be adversely impacted by excess supply and any resulting changes in incentive, marketing, and other programs of vehicle manufacturers. See the risk factor “Our new vehicle sales are impacted by the incentive, marketing, and other programs of vehicle manufacturers” below. Further, our performance may differ from the performance of the automotive retail industry due to particular economic conditions and other factors in the geographic markets in which we operate. Economic conditions and the other factors described above may also materially adversely impact our sales of used vehicles, parts and automotive repair and maintenance services, and automotive finance and insurance products.

Our new vehicle sales are impacted by the incentive, marketing, and other programs of vehicle manufacturers.

Most vehicle manufacturers from time to time establish various incentive and marketing programs designed to spur consumer demand for their vehicles, particularly during periods of excess supply and/or in a flat or declining new vehicle market. These programs impact our operations, particularly our sales of new vehicles. Since these programs are often not announced in advance, they can be difficult to plan for when ordering inventory. In addition, these programs, in particular those involving volume-based incentives, can be difficult to manage and can materially impact vehicle pricing. Furthermore, manufacturers may modify and discontinue these incentive and marketing programs from time to time, which could have a material adverse effect on our results of operations and cash flows.

We are dependent upon the success and continued financial viability of the vehicle manufacturers and distributors with which we hold franchises.

The success of our stores is dependent on vehicle manufacturers in several key respects. First, we rely exclusively on the various vehicle manufacturers for our new vehicle inventory. Our ability to sell new vehicles is dependent on a vehicle manufacturer’s ability to produce and allocate to our stores an attractive, high-quality, and desirable product mix at the right time in order to satisfy customer demand. Second, manufacturers generally support their franchisees by providing direct financial assistance in various areas, including, among others, floorplan assistance and advertising assistance. Third, manufacturers provide product warranties and, in some cases, service contracts to customers. Our stores perform warranty and service contract work for vehicles under manufacturer product warranties and service contracts, and direct bill the manufacturer as opposed to invoicing the store customer. At any particular time, we have significant receivables from manufacturers for warranty and service work performed for customers. In addition, we rely on manufacturers to varying extents for original equipment manufactured replacement parts, training, product brochures and point of sale materials, and other items for our stores. Our business, results of operations, and financial condition could be materially adversely affected as a result of any event that has a material adverse effect on the vehicle manufacturers or distributors that are our primary franchisors.

The core brands of vehicles that we sell, representing approximately 95% of the new vehicles that we sold in 2015, are manufactured by Toyota (including Lexus), Ford, Honda, Nissan, General Motors, Mercedes-Benz, FCA US (formerly Chrysler), BMW, and Volkswagen (including Audi and Porsche). We are subject to a concentration of risk in the event of adverse events or financial distress, including bankruptcy, impacting one or more of these manufacturers.

Vehicle manufacturers may be adversely impacted by economic downturns or recessions, significant declines in the sales of their new vehicles, natural disasters, increases in interest rates, adverse fluctuations in currency exchange rates, declines in their credit ratings, labor strikes or similar disruptions (including within their major suppliers), supply shortages or rising raw material costs, rising employee benefit costs, vehicle recall campaigns, adverse publicity that may reduce consumer demand for their products (including due to bankruptcy), product defects, litigation, poor product mix or unappealing vehicle design, governmental laws and regulations (including fuel economy requirements), import product restrictions, or other adverse events. These and other risks could materially adversely affect any manufacturer and impact its ability to profitably design, market, produce, or distribute new vehicles, which in turn could materially adversely affect our ability to obtain or finance our desired new vehicle inventories, our ability to take advantage of manufacturer financial

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assistance programs, our ability to collect in full or on a timely basis our manufacturer warranty and other receivables, and/or our ability to obtain other goods and services provided by the impacted manufacturer. In addition, we have implemented a policy not to retail any new or used vehicle that has an open safety recall, and as a result, vehicle recall campaigns could materially adversely affect our business, results of operations, and financial condition.

Our business could be materially adversely impacted by the bankruptcy of a major vehicle manufacturer or related lender. For example, (i) a manufacturer in bankruptcy could attempt to terminate all or certain of our franchises, in which case we may not receive adequate compensation for our franchises, (ii) consumer demand for such manufacturer's products could be materially adversely affected, (iii) a lender in bankruptcy could attempt to terminate our floorplan financing and demand repayment of any amounts outstanding, (iv) we may be unable to arrange financing for our customers for their vehicle purchases and leases through such lender, in which case we would be required to seek financing with alternate financing sources, which may be difficult to obtain on similar terms, if at all, (v) we may be unable to collect some or all of our significant receivables that are due from such manufacturer or lender, and we may be subject to preference claims relating to payments made by such manufacturer or lender prior to bankruptcy, and (vi) such manufacturer may be relieved of its indemnification obligations with respect to product liability claims. Additionally, any such bankruptcy may result in us being required to incur impairment charges with respect to the inventory, fixed assets, and intangible assets related to certain franchises, which could adversely impact our results of operations, financial condition, and our ability to remain in compliance with the financial ratios contained in our debt agreements.

If we are not able to maintain and enhance our retail brands and reputation or to attract consumers to our own digital channels, or if events occur that damage our retail brands, reputation, or sales channels, our business and financial results may be harmed.

We believe that we have built an excellent reputation as an automotive retailer in the United States. During the first half of 2013, we transitioned our Domestic and Import stores to a unified AutoNation retail brand. We believe that our continued success will depend on our ability to maintain and enhance the value of our retail brands across all of our sales channels, including in the communities in which we operate, and to attract consumers to our own digital channels. Consumers are increasingly shopping for new and used vehicles, automotive repair and maintenance services, and other automotive products and services online and through mobile applications, including through third-party online and mobile sales platforms, with which we compete, that are designed to generate consumer sales leads that are sold to automotive dealers. If we fail to preserve the value of our retail brands, to maintain our reputation, or to attract consumers to our own digital channels, our business could be adversely impacted. An isolated business incident at a single store could materially adversely affect our other stores, retail brands, reputation, and sales channels, particularly if such incident results in adverse publicity, governmental investigations, or litigation. In addition, the growing use of social media by consumers increases the speed and extent that information and opinions can be shared, and negative posts or comments on social media about AutoNation or any of our stores could materially damage our retail brands, reputation, and sales channels.

We have invested and will continue to invest substantial resources in marketing activities with the goals of, among other things, extending and enhancing the AutoNation retail brand, attracting consumers to our own digital channels, and reducing our use of third-party online and mobile sales platforms. There can be no assurance that our marketing strategies will be successful or that the amount we invest in marketing activities will result in improved financial results. If our marketing initiatives are not successful, we will have incurred significant expenses without the benefit of improved financial results.

New laws, regulations, or governmental policies regarding fuel economy and greenhouse gas emission standards, or changes to existing standards, may affect vehicle manufacturers' ability to produce cost-effective vehicles or vehicles that consumers demand, which could adversely impact our business, results of operations, financial condition, cash flow, and prospects.

Vehicle manufacturers are subject to government-mandated fuel economy and greenhouse gas, or GHG, emission standards, which continue to change and become more stringent over time. In May 2010, the Environmental Protection Agency and the National Highway Transportation Safety Administration issued a joint final rule implementing harmonized federal standards for fuel economy and GHG emissions standards, which will substantially increase fuel economy requirements. These and other laws and regulations could materially adversely affect, particularly during periods when fuel prices are low, the ability of manufacturers to produce, and our ability to sell, vehicles in demand by consumers at

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affordable prices, which could materially adversely impact our business, results of operations, financial condition, cash flow, and prospects.

Natural disasters and adverse weather events can disrupt our business.

Our stores are concentrated in states and regions in the United States, including primarily Florida, Texas, and California, in which actual or threatened natural disasters and severe weather events (such as hail storms, hurricanes, earthquakes, fires, tornadoes, snow storms, and landslides) may disrupt our store operations, which may adversely impact our business, results of operations, financial condition, and cash flows. In addition to business interruption, the automotive retail business is subject to substantial risk of property loss due to the significant concentration of property values at store locations. We cannot assure you that we will not be exposed to uninsured or underinsured losses that could have a material adverse effect on our business, financial condition, results of operations, or cash flows. In addition, natural disasters may adversely impact new vehicle production and the global automotive supply chain, which in turn could materially adversely impact our business, results of operations, financial conditions, and cash flows.

We are subject to restrictions imposed by, and significant influence from, vehicle manufacturers that may adversely impact our business, financial condition, results of operations, cash flows, and prospects, including our ability to acquire additional stores.

Vehicle manufacturers and distributors with whom we hold franchises have significant influence over the operations of our stores. The terms and conditions of our framework, franchise, and related agreements and the manufacturers' interests and objectives may, in certain circumstances, conflict with our interests and objectives. For example, manufacturers can set performance standards with respect to sales volume, sales effectiveness, and customer satisfaction, and can influence our ability to acquire additional stores, the naming and marketing of our stores, the operations of our e-commerce sites, our selection of store management, product stocking and advertising spending levels, and the level at which we capitalize our stores. Manufacturers also impose minimum facility requirements that can require significant capital expenditures. Manufacturers may also have certain rights to restrict our ability to provide guaranties of our operating companies, pledges of the capital stock of our subsidiaries, and liens on our assets, which could adversely impact our ability to obtain financing for our business and operations on favorable terms or at desired levels. From time to time, we are precluded under agreements with certain manufacturers from acquiring additional franchises, or subject to other adverse actions, to the extent we are not meeting certain performance criteria at our existing stores (with respect to matters such as sales volume, sales effectiveness, and customer satisfaction) until our performance improves in accordance with the agreements, subject to applicable state franchise laws. Manufacturers also have the right to establish new franchises or relocate existing franchises, subject to applicable state franchise laws. The establishment or relocation of franchises in our markets could have a material adverse effect on the financial condition, results of operations, cash flows, and prospects of our stores in the market in which the franchise action is taken.

Our framework, franchise, and related agreements also grant the manufacturer the right to terminate or compel us to sell our franchise for a variety of reasons (including uncured performance deficiencies, any unapproved change of ownership or management, or any unapproved transfer of franchise rights or impairment of financial standing or failure to meet capital requirements), subject to applicable state franchise laws. From time to time, certain major manufacturers assert sales and customer satisfaction performance deficiencies under the terms of our framework and franchise agreements. Additionally, our framework agreements contain restrictions regarding a change in control, which may be outside of our control. See "Agreements with Vehicle Manufacturers" in Part I, Item 1 of this Form 10-K. While we believe that we will be able to renew all of our franchise agreements, we cannot guarantee that all of our franchise agreements will be renewed or that the terms of the renewals will be favorable to us. We cannot assure you that our stores will be able to comply with manufacturers' sales, customer satisfaction performance, facility, and other requirements in the future, which may affect our ability to acquire new stores or renew our franchise agreements, or subject us to other adverse actions, including termination or compelled sale of a franchise, any of which could have a material adverse effect on our financial condition, results of operations, cash flows, and prospects. Furthermore, we rely on the protection of state franchise laws in the states in which we operate and if those laws are repealed or weakened, our framework, franchise, and related agreements may become more susceptible to termination, non-renewal, or renegotiation.

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In addition, we have granted certain manufacturers the right to acquire, at fair market value, our automotive dealerships franchised by that manufacturer in specified circumstances in the event of our default under certain of our debt agreements.

We are subject to numerous legal and administrative proceedings, which, if the outcomes are adverse to us, could materially adversely affect our business, results of operations, financial condition, cash flows, and prospects.

We are involved, and will continue to be involved, in numerous legal proceedings arising out of the conduct of our business, including litigation with customers, wage and hour and other employment-related lawsuits, and actions brought by governmental authorities. Some of these lawsuits purport or may be determined to be class or collective actions and seek substantial damages or injunctive relief, or both, and some may remain unresolved for several years. We do not believe that the ultimate resolution of these matters will have a material adverse effect on our business, results of operations, financial condition, cash flows, or prospects. However, the results of these matters cannot be predicted with certainty, and an unfavorable resolution of one or more of these matters could have a material adverse effect on our business, results of operations, financial condition, cash flows, and prospects.

Our operations are subject to extensive governmental laws and regulations. If we are found to be in purported violation of or subject to liabilities under any of these laws or regulations, or if new laws or regulations are enacted that adversely affect our operations, our business, operating results, and prospects could suffer.

The automotive retail industry, including our facilities and operations, is subject to a wide range of federal, state, and local laws and regulations, such as those relating to motor vehicle sales, retail installment sales, leasing, finance and insurance, advertising, licensing, consumer protection, consumer privacy, escheatment, anti-money laundering, environmental, vehicle emissions and fuel economy, health and safety, and employment practices. With respect to motor vehicle sales, retail installment sales, leasing, finance and insurance, and advertising, we are subject to various laws and regulations, the violation of which could subject us to consumer class action or other lawsuits or governmental investigations and adverse publicity, in addition to administrative, civil, or criminal sanctions. With respect to employment practices, we are subject to various laws and regulations, including complex federal, state, and local wage and hour and anti-discrimination laws. We are also subject to lawsuits and governmental investigations alleging violations of these laws and regulations, including purported class action lawsuits, which could result in significant liability, fines, and penalties. See the risk factor “We are subject to numerous legal and administrative proceedings, which, if the outcomes are adverse to us, could materially adversely affect our business, results of operations, financial condition, cash flows, and prospects” above. The violation of other laws and regulations to which we are subject also can result in administrative, civil, or criminal sanctions against us, which may include a cease and desist order against the subject operations or even revocation or suspension of our license to operate the subject business, as well as significant fines and penalties. We currently devote significant resources to comply with applicable federal, state, and local regulation of health, safety, environmental, zoning, and land use regulations, and we may need to spend additional time, effort, and money to keep our operations and existing or acquired facilities in compliance therewith. In addition, we may be subject to broad liabilities arising out of contamination at our currently and formerly owned or operated facilities, at locations to which hazardous substances were transported from such facilities, and at such locations related to entities formerly affiliated with us. Although for some such liabilities we believe we are entitled to indemnification from other entities, we cannot assure you that such entities will view their obligations as we do or will be able to satisfy them. Failure to comply with applicable laws and regulations or the unfavorable resolution of one or more lawsuits or governmental investigations may have an adverse effect on our business, results of operations, financial condition, cash flows, and prospects.

The Dodd-Frank Act, which was signed into law on July 21, 2010, established the CFPB, a new independent federal agency funded by the United States Federal Reserve with broad regulatory powers and limited oversight from the United States Congress. Although automotive dealers are generally excluded, the Dodd-Frank Act could lead to additional, indirect regulation of automotive dealers, in particular, their sale and marketing of finance and insurance products, through its regulation of automotive finance companies and other financial institutions. In addition, the CFPB issued a rule, pursuant to its authority under the Dodd-Frank Act, expanding its supervisory authority with respect to certain non-bank lenders, including automotive finance companies, participating in automotive financing. The Dodd-Frank Act also provided the FTC with new and expanded authority regarding automotive dealers, and the

FTC has implemented an enforcement initiative relating to the advertising practices of automotive dealers.
In March 2013, the CFPB issued supervisory guidance highlighting its concern that the practice of automotive dealers being compensated for arranging customer financing through discretionary markup of wholesale rates offered by financial

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institutions (“dealer markup”) results in a significant risk of pricing disparity in violation of The Equal Credit Opportunity Act (“ECOA”). The CFPB recommended that financial institutions under its jurisdiction take steps to ensure compliance with the ECOA, which may include imposing controls on dealer markup, monitoring and addressing the effects of dealer markup policies, and eliminating dealer discretion to markup buy rates and fairly compensating dealers using a different mechanism. In response, certain financial institutions are conducting monitoring programs relating to dealer markups and may take further steps. In December 2013, the CFPB and the United States Department of Justice (the “DOJ”) alleged that certain presumed-minority borrowers who had obtained automobile financing from a national lender were charged higher dealer markups as a result of such lender’s policy and practice of allowing dealer markup. In connection with the investigation, the lender consented to the issuance of a consent order and agreed to pay damages, to implement a compliance plan, and to pay a monetary penalty. In July 2015 and February 2016, the CFPB and the DOJ reached separate settlements with two large automotive finance companies, pursuant to which each lender agreed to implement a cap on dealer markup and pay certain damages. Each settlement allows the lender to pay additional non-discretionary compensation to dealers. Additional investigations and actions by the CFPB and the DOJ against automotive lenders are likely to occur in the future. Continued pressure from the CFPB, DOJ, and other federal agencies could lead to significant changes in the manner that dealers are compensated for arranging customer financing, and while it is difficult to predict how any such changes might impact us, any adverse changes could have a material adverse impact on our finance and insurance business and results of operations.

Additionally, the Patient Protection and Affordable Care Act, which was signed into law on March 23, 2010, has increased our annual employee health care costs and cost of compliance, as well as compliance risks related to offering health care benefits.

Furthermore, new laws and regulations, particularly at the federal level, in other areas may be enacted, which could also materially adversely impact our business. The labor policy of the current administration could lead to increased unionization efforts, which could lead to higher labor costs, disrupt our store operations, and reduce our profitability.

A failure of our information systems or any security breach or unauthorized disclosure of confidential information could have a material adverse effect on our business.

Our business is dependent upon the efficient operation of our information systems. We rely on our information systems to manage, among other things, our sales, inventory, and service efforts, including through our digital channels, and customer information, as well as to prepare our consolidated financial and operating data. The failure of our information systems to perform as designed or the failure to maintain and enhance or protect the integrity of these systems could disrupt our business operations, impact sales and results of operations, expose us to customer or third-party claims, or result in adverse publicity. Additionally, we collect, process, and retain sensitive and confidential customer information in the normal course of our business. Despite the security measures we have in place and any additional measures we may implement in the future, our facilities and systems, and those of our third-party service providers, could experience security breaches, computer viruses, lost or misplaced data, programming errors, human errors, acts of vandalism, or other events. For example, several well-known retailers have disclosed high-profile security breaches, involving sophisticated and highly targeted attacks on their company’s infrastructure or their customers’ data, which were not recognized or detected until after such retailers had been affected notwithstanding the preventative measures such retailers had in place. Any security breach or event resulting in the misappropriation, loss, or other unauthorized disclosure of confidential information, whether by us directly or our third-party service providers, could damage our reputation, expose us to the risks of litigation and liability, disrupt our business, or otherwise affect our results of operations.

Our debt agreements contain certain financial ratios and other restrictions on our ability to conduct our business, and our substantial indebtedness could adversely affect our financial condition and operations and prevent us from fulfilling our debt service obligations.

The credit agreement governing our revolving credit facility, our mortgage facility, and the indentures relating to our 6.75% Senior Notes due 2018, 5.5% Senior Notes due 2020, 3.35% Senior Notes due 2021, and 4.5% Senior Notes due 2025 contain covenants that limit the discretion of our management with respect to various business matters. These covenants place restrictions on, among other things, our ability to incur additional indebtedness, to create liens or other encumbrances, and to sell or otherwise dispose of assets and to merge or consolidate with other entities. A failure by us to comply with the obligations contained in any of our debt agreements could result in an event of default, which could permit acceleration of the related debt as well as acceleration of debt under other debt agreements that contain cross-acceleration

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or cross-default provisions. If any debt is accelerated, our liquid assets may not be sufficient to repay in full such indebtedness and our other indebtedness. Additionally, we have granted certain manufacturers the right to acquire, at fair market value, our automotive stores franchised by those manufacturers in specified circumstances in the event of our default under our debt agreements.

Under our credit agreement, we are required to remain in compliance with a maximum leverage ratio and a maximum capitalization ratio. See "Liquidity and Capital Resources — Restrictions and Covenants" in Part II, Item 7 of this Form 10-K. If our earnings decline, we may be unable to comply with the financial ratios required by our credit agreement. In such case, we would seek an amendment or waiver of our credit agreement or consider other options, such as raising capital through an equity issuance to pay down debt, which could be dilutive to stockholders. There can be no assurance that our lenders would agree to an amendment or waiver of our credit agreement. In the event we obtain an amendment or waiver of our credit agreement, we would likely incur additional fees and higher interest expense.

As of December 31, 2015, we had $1.8 billion of total non-vehicle debt (including amounts outstanding under our mortgage facility and capital leases) and $3.7 billion of vehicle floorplan financing. Our substantial indebtedness could have important consequences. For example:

- We may have difficulty satisfying our debt service obligations and, if we fail to comply with these requirements, an event of default could result;
- We may be required to dedicate a substantial portion of our cash flow from operations to make required payments on indebtedness, thereby reducing the availability of cash flow for working capital, capital expenditures, acquisitions, and other general corporate activities;
- Covenants relating to our indebtedness may limit our ability to obtain financing for working capital, capital expenditures, acquisitions, and other general corporate activities;
- Covenants relating to our indebtedness may limit our flexibility in planning for, or reacting to, changes in our business and the industry in which we operate;
- We may be more vulnerable to the impact of economic downturns and adverse developments in our business;
- We may be placed at a competitive disadvantage against any less leveraged competitors;
- Our variable interest rate debt will fluctuate with changing market conditions and, accordingly, our interest expense will increase if interest rates rise; and
- Future share repurchases may be limited by the maximum leverage ratio and/or maximum capitalization ratio described above.

The occurrence of any one of these events could have a material adverse effect on our business, financial condition, results of operations, prospects, and ability to satisfy our debt service obligations.

We are subject to interest rate risk in connection with our vehicle floorplan payables, revolving credit facility, and commercial paper program that could have a material adverse effect on our profitability.

Our vehicle floorplan payables and revolving credit facility are subject to variable interest rates, and the interest rate for our commercial paper notes varies based on duration and market conditions. Accordingly, our interest expense will fluctuate with changing market conditions and will increase if interest rates rise. In addition, our net new vehicle inventory carrying cost (new vehicle floorplan interest expense net of floorplan assistance that we receive from automotive manufacturers) may increase due to changes in interest rates, inventory levels, and manufacturer assistance. We cannot assure you that a significant increase in interest rates would not have a material adverse effect on our business, financial condition, results of operations, or cash flows.

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Goodwill and other intangible assets comprise a significant portion of our total assets. We must test our goodwill and other intangible assets for impairment at least annually, which could result in a material, non-cash write-down of goodwill or franchise rights and could have a material adverse impact on our results of operations and shareholders' equity.

Goodwill and indefinite-lived intangible assets are subject to impairment assessments at least annually (or more frequently when events or changes in circumstances indicate that an impairment may have occurred) by applying a fair-value based test. Our principal intangible assets are goodwill and our rights under our franchise agreements with vehicle manufacturers. A decrease in our market capitalization or profitability increases the risk of goodwill impairment. Negative or declining cash flows or a decline in actual or planned revenues for our stores increases the risk of franchise rights impairment. An impairment loss could have a material adverse impact on our results of operations and shareholders' equity. During 2015, we recorded non-cash impairment charges of $15.4 million ($9.6 million after-tax) associated with franchise rights recorded at our Volkswagen stores. See Note 16 of the Notes to Consolidated Financial Statements for more information.

Our largest stockholders, as a result of their ownership stakes in us, may have the ability to exert substantial influence over actions to be taken or approved by our stockholders or Board of Directors. In addition, future share repurchases and fluctuations in the levels of ownership of our largest stockholders could impact the volume of trading, liquidity, and market price of our common stock.

Based on filings made with the SEC through February 9, 2016, William H. Gates III beneficially owns approximately 18% of the outstanding shares of our common stock, through holdings by Cascade Investment, L.L.C. ("Cascade"), which is solely owned by Mr. Gates, and the Bill & Melinda Gates Foundation Trust (the "Trust"), of which he is a co-trustee. As a result, Cascade and the Trust may have the ability to exert substantial influence over actions to be taken or approved by our stockholders, including the election of directors and any transactions involving a change of control. In addition, Michael Larson, the chief investment officer for William H. Gates III and Business Manager for Cascade, serves as our lead independent director. Cascade and the Trust, therefore, may also have the ability to exert substantial influence over actions to be taken or approved by our Board.

Based on filings made with the SEC through February 9, 2016, ESL Investments, Inc. together with certain of its investment affiliates (collectively, "ESL") beneficially owns approximately 17% of the outstanding shares of our common stock. As a result, ESL may also have the ability to exert substantial influence over actions to be taken or approved by our stockholders, including the election of directors and any transactions involving a change of control.

In the future, our largest stockholders may acquire or dispose of shares of our common stock and thereby increase or decrease their ownership stake in us. Based on filings made with the SEC through February 9, 2016, since January 1, 2015, ESL has disposed of approximately 4.9 million shares of our common stock. Significant fluctuations in the levels of ownership of our largest stockholders could impact the volume of trading, liquidity, and market price of our common stock.

In the aggregate, based on filings made with the SEC through February 9, 2016, ESL, Cascade, the Trust, our executive officers, and our directors beneficially own approximately 36% of our outstanding shares. Future share repurchases by the Company, together with any future share purchases by our affiliates, will reduce our "public float" (shares owned by non-affiliate stockholders and available for trading). Such reduction in our public float could decrease the volume of trading and liquidity of our common stock, could lead to increased volatility in the market price of our common stock, or could adversely impact the market price of our common stock.

ITEM 1B. UNRESOLVED STAFF COMMENTS

None.

ITEM 2. PROPERTIES

We lease our current corporate headquarters facility in Fort Lauderdale, Florida, pursuant to a lease expiring on December 31, 2020. We also own or lease numerous facilities relating to our operations under each of our reportable segments. These facilities are located in the following 15 states: Alabama, Arizona, California, Colorado, Florida, Georgia, Illinois, Maryland, Minnesota, Nevada, Ohio, Tennessee, Texas, Virginia, and Washington. These facilities consist primarily of automobile showrooms, display lots, service facilities, collision repair centers, supply facilities, automobile

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storage lots, parking lots, and offices. We believe that our facilities are sufficient for our current needs and are in good condition in all material respects.

ITEM 3. LEGAL PROCEEDINGS

We are involved and will continue to be involved in numerous legal proceedings arising out of the conduct of our business, including litigation with customers, employment-related lawsuits, and actions brought by governmental authorities. Some of these lawsuits purport or may be determined to be class or collective actions and seek substantial damages or injunctive relief, or both, and some may remain unresolved for several years. We do not believe that the ultimate resolution of these matters will have a material adverse effect on our business, results of operations, financial condition, or cash flows. However, the results of these matters cannot be predicted with certainty, and an unfavorable resolution of one or more of these matters could have a material adverse effect on our business, results of operations, financial condition, cash flow, and prospects.

ITEM 4. MINE SAFETY DISCLOSURES

Not applicable.

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PART II

ITEM 5. MARKET FOR REGISTRANT'S COMMON EQUITY, RELATED STOCKHOLDER MATTERS AND ISSUER PURCHASES OF EQUITY SECURITIES

Market Information, Holders, and Dividends

Our common stock is traded on the New York Stock Exchange under the symbol "AN." The following table sets forth the high and low sales prices of our common stock for the periods indicated.

	High	Low
2015		
Fourth Quarter	$65.51	$55.95
Third Quarter	$66.63	$53.73
Second Quarter	$67.50	$61.19
First Quarter	$65.00	$55.91
2014		
Fourth Quarter	$61.42	$46.16
Third Quarter	$61.29	$48.90
Second Quarter	$59.71	$51.79
First Quarter	$54.14	$46.38

As of February 8, 2016, there were 1,701 holders of record of our common stock. A substantially greater number of holders of our common stock are "street name" or beneficial holders, whose shares are held of record by banks, brokers, and other financial institutions.

We have not declared or paid any cash dividends on our common stock during our two most recent fiscal years. We do not currently anticipate paying cash dividends for the foreseeable future.

Issuer Purchases of Equity Securities

The table below sets forth information with respect to shares of common stock repurchased by AutoNation, Inc. during 2015.

Period	Total Number of Shares Purchased	Average Price Paid Per Share	Total Number of Shares Purchased as Part of Publicly Announced Plans or Programs [(1)]	Approximate Dollar Value of Shares That May Yet Be Purchased Under the Plans or Programs (in millions) [(1)]
October 1, 2015 – October 31, 2015	432,300	$60.15	432,300	$295.6
November 1, 2015 – November 30, 2015	285	$63.50	—	$295.6
December 1, 2015 – December 31, 2015	—	$—	—	$295.6
Total for three months ended December 31, 2015	432,585		432,300	
Total for twelve months ended December 31, 2015	3,922,856		3,886,144	

(1) Our Board of Directors from time to time authorizes the repurchase of shares of our common stock up to a certain monetary limit. As of December 31, 2015, $295.6 million remained available under our stock repurchase limit most recently authorized by our Board of Directors. Our stock repurchase program does not have an expiration date. In 2015, all of our shares were repurchased under our stock repurchase program, except for 36,712 shares that

were surrendered to AutoNation to satisfy tax withholding obligations in connection with the vesting of restricted stock (8,999 shares in the first quarter of 2015, 26,928 shares in the second quarter of 2015, 500 shares in the third quarter of 2015, and 285 shares in the fourth quarter of 2015).

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Stock Performance Graph

The following graph and table compare the cumulative total stockholder return on our common stock from December 31, 2010 through December 31, 2015 with the performance of: (i) the Standard & Poor's ("S&P") 500 Index and (ii) a self-constructed peer group consisting of other public companies in the automotive retail market, referred to as the "Public Auto Retail Peer Group." The Public Auto Retail Peer Group consists of Asbury Automotive Group, Inc., CarMax, Inc., Group 1 Automotive, Inc., Lithia Motors, Inc., Penske Automotive Group, Inc., and Sonic Automotive, Inc., and these companies are weighted by market capitalization. We have created these comparisons using data supplied by Research Data Group, Inc. The comparisons reflected in the graph and table are not intended to forecast the future performance of our stock and may not be indicative of future performance. The graph and table assume that $100 was invested on December 31, 2010 in each of our common stock, the S&P 500 Index, and the Public Auto Retail Peer Group and that any dividends were reinvested.

Comparison of Five-Year Cumulative Return for AutoNation, Inc., the S&P 500 Index,
and the Public Auto Retail Peer Group

	12/10	12/11	12/12	12/13	12/14	12/15
AutoNation Inc.	100.00	130.74	140.78	176.21	214.22	211.56
S&P 500	100.00	102.11	118.45	156.82	178.29	180.75
Public Auto Retail Peer Group	100.00	104.22	138.54	188.53	245.70	213.21

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ITEM 6. SELECTED FINANCIAL DATA

You should read the following Selected Financial Data in conjunction with "Management's Discussion and Analysis of Financial Condition and Results of Operations," our Consolidated Financial Statements and Notes thereto, and other financial information included elsewhere in this Form 10-K.

	As of and for the Years Ended December 31,				
(In millions, except per share data and unit sales)	2015	2014	2013	2012	2011
Consolidated Statements of Income Data:					
Revenue	$20,862.0	$19,108.8	$17,517.6	$15,667.5	$13,832.3
Operating income less floorplan interest expense [1]	$814.8	$767.5	$686.9	$599.8	$529.3
Income from continuing operations before income taxes	$722.7	$682.3	$604.4	$516.8	$461.3
Net income	$442.6	$418.7	$374.9	$316.4	$281.4
Basic earnings (loss) per share:					
Continuing operations	$3.94	$3.58	$3.10	$2.56	$1.96
Discontinued operations	$(0.01)	$(0.01)	$(0.01)	$(0.01)	$(0.02)
Net income	$3.93	$3.57	$3.09	$2.56	$1.94
Weighted average common shares outstanding	112.7	117.3	121.3	123.8	144.8
Diluted earnings (loss) per share:					
Continuing operations	$3.90	$3.53	$3.05	$2.52	$1.93
Discontinued operations	$(0.01)	$(0.01)	$(0.01)	$(0.01)	$(0.02)
Net income	$3.89	$3.52	$3.04	$2.52	$1.91
Weighted average common shares outstanding	113.9	118.9	123.3	125.8	147.3
Common shares outstanding, net of treasury stock	110.8	113.3	120.9	120.9	135.8
Consolidated Balance Sheets Data:					
Total assets	$9,558.3	$8,399.7	$7,914.1	$7,203.0	$6,198.8
Long-term debt, net of current maturities	$1,753.7	$2,103.4	$1,809.8	$2,066.3	$1,634.4
Shareholders' equity	$2,349.3	$2,072.1	$2,061.7	$1,688.5	$1,894.6
Retail vehicle unit sales (continuing operations):					
New vehicle	339,080	318,008	292,922	267,784	224,034
Used vehicle	227,290	214,910	204,572	180,955	171,094
Total	566,370	532,918	497,494	448,739	395,128

(1) Operating income less floorplan interest expense is calculated by subtracting floorplan interest expense from operating income, and is used as a key measure of profitability by management. Operating income and floorplan interest expense are each presented in our financial statements.

See the Notes to Consolidated Financial Statements for discussion of Shareholders' Equity (Note 9), Income Taxes (Note 11), Earnings (Loss) Per Share (Note 12), Divestitures (Note 13), Acquisitions (Note 14), and Segment Information (Note 19), and the effect on comparability of year-to-year data. See Part II, Item 5 of this Form 10-K for a discussion of our dividend policy.

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ITEM 7. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

The following discussion should be read in conjunction with Part I, including matters set forth in the "Risk Factors" section of this Form 10-K, and our Consolidated Financial Statements and notes thereto included in Part II, Item 8 of this Form 10-K.

Except to the extent that differences among reportable segments are material to an understanding of our business taken as a whole, we present the discussion in Management's Discussion and Analysis of Financial Condition and Results of Operations on a consolidated basis.

Overview

AutoNation, Inc., through its subsidiaries, is the largest automotive retailer in the United States. As of December 31, 2015, we owned and operated 342 new vehicle franchises from 254 stores located in the United States, predominantly in major metropolitan markets in the Sunbelt region. Our stores, which we believe include some of the most recognizable and well known in our key markets, sell 35 different new vehicle brands. The core brands of new vehicles that we sell, representing approximately 95% of the new vehicles sold in 2015, are manufactured by Toyota (including Lexus), Ford, Honda, Nissan, General Motors, Mercedes-Benz, FCA US (formerly Chrysler), BMW, and Volkswagen (including Audi and Porsche).

We offer a diversified range of automotive products and services, including new vehicles, used vehicles, "parts and service," which includes automotive repair and maintenance services as well as wholesale parts and collision businesses, and automotive "finance and insurance" products, which include vehicle service and other protection products, as well as the arranging of financing for vehicle purchases through third-party finance sources.

As of December 31, 2015, we had three reportable segments: Domestic, Import, and Premium Luxury. Our Domestic segment is comprised of retail automotive franchises that sell new vehicles manufactured by General Motors, Ford, and FCA US (formerly Chrysler). Our Import segment is comprised of retail automotive franchises that sell new vehicles manufactured primarily by Toyota, Honda, and Nissan. Our Premium Luxury segment is comprised of retail automotive franchises that sell new vehicles manufactured primarily by Mercedes-Benz, BMW, Lexus, and Audi. The franchises in each segment also sell used vehicles, parts and automotive repair and maintenance services, and automotive finance and insurance products.

Market Conditions

Full-year U.S. industry new vehicle unit sales were 17.5 million in 2015, as compared to 16.5 million in 2014 and 15.6 million in 2013. In 2015, new vehicle industry sales were driven in part by replacement demand. Based on industry data, the average age of cars and trucks in the United States is at a record high of 11.6 years compared to an average age of 9.8 years during the period from 2002 to 2007. Attractive product offerings from manufacturers, continued access to affordable credit, and lower average fuel prices were also supportive of a strong unit sales environment.

While we anticipate that full-year U.S. industry new vehicle unit sales will remain above 17 million in 2016, we expect that in 2016 the industry selling rate will be relatively flat as compared to 2015. However, actual sales may materially differ. As discussed below in "Results of Operations," in 2015, our new and used vehicle gross profit on a per vehicle retailed ("PVR") basis were compressed due to higher inventory levels in certain vehicle models, changes in manufacturer incentive programs, and a competitive automotive retail environment. If new vehicle production exceeds the new vehicle industry selling rate in 2016, our new and used vehicle gross profit PVRs could continue to be adversely impacted by excess supply, as well as changes in incentive, marketing, and other programs put in place by the vehicle manufacturers.

After several years of decline, the number of recent-model-year vehicles in operation is growing due to increases in the annual rate of new vehicle sales in the United States since 2009. The growth in that portion of our service base, together with our customer retention efforts, has benefited the customer-pay service and warranty components of our parts and service business, and we believe that it will continue to benefit those components for the next several years. While the number of older vehicles in operation has declined in recent years and is expected to continue to decline over the next few years, we believe that overall our parts and service business will benefit from the mix shift in our service base toward

newer vehicles. During 2015, the warranty component of our parts and service business also continued to benefit from elevated manufacturer recall activity.

Results of Operations

We had net income from continuing operations of $443.7 million and diluted earnings per share of $3.90 in 2015, as compared to net income from continuing operations of $419.8 million and diluted earnings per share of $3.53 in 2014, and net income from continuing operations of $375.8 million and diluted earnings per share of $3.05 in 2013.

For the year ended December 31, 2015, new vehicle sales accounted for approximately 57% of our total revenue, and approximately 21% of our total gross profit. Used vehicle sales accounted for approximately 23% of our total revenue, and approximately 11% of our total gross profit. Our parts and service and finance and insurance operations, while comprising approximately 19% of total revenue, contributed approximately 68% of our gross profit.

Our retail new vehicle unit sales increased 7% in 2015, as compared to 2014. While attractive product offerings from manufacturers, continued access to affordable credit, and lower average fuel prices were supportive of a strong selling environment, higher inventory levels in certain vehicle models, changes in manufacturer incentive programs, and a competitive automotive retail environment adversely impacted new and used vehicle gross profit PVR, particularly in the Premium Luxury segment. New and used vehicle gross profit PVR compression was partially offset by continued strength in finance and insurance gross profit PVR. During the fourth quarter of 2015, our new and used vehicle gross profit PVRs each decreased more than $200, as compared to the same period in 2014, with declines in all three of our segments, but particularly in our Premium Luxury segment.

As a percentage of total gross profit, selling, general, and administrative (“SG&A”) expenses in 2015 decreased slightly compared to 2014. However, due to gross profit pressure in the fourth quarter of 2015, SG&A as a percentage of gross profit did not benefit from the normal seasonal strength in Premium Luxury vehicle sales. We are taking steps to align our costs, inventory, and pricing in response to the current market conditions.

In September 2015, Volkswagen issued a stop-sale order on 2015 vehicles equipped with certain diesel engines that do not meet certain state and/or federal clean air standards and has also withdrawn its application to U.S. regulators to certify certain 2016 diesel engine vehicles. Volkswagen has not yet proposed a solution to fix the impacted vehicles that has been accepted by U.S. regulators. We owned seven Volkswagen stores with approximately 400 vehicles subject to the stop-sale order at December 31, 2015. New vehicle unit sales from our Volkswagen stores represented less than 1% of our total consolidated new vehicle unit sales for the year ended December 31, 2015. See Note 16 of the Notes to Consolidated Financial Statements for more information regarding our Volkswagen franchises, including a discussion of non-cash impairment charges recorded to reduce the carrying values of the Volkswagen franchise rights to their estimated fair values.

Strategic Initiatives

We have invested and will continue to invest in the AutoNation retail brand with the goals of enhancing our customer satisfaction and expanding our market share. We continue to make significant investments to build a seamless, end-to-end customer experience in our stores and through our digital channels and to improve our ability to generate business through those channels. A portion of the expenses associated with these strategic initiatives have been and will be capitalized and amortized over future periods.

During 2015, we launched the sale of an AutoNation-branded extended service contract, the AutoNation Vehicle Protection Plan (the “AutoNation VPP”), in our Domestic and Import stores. We expect that finance and insurance revenue and gross profit will benefit from sales of the AutoNation VPP.

In 2015, we implemented a policy not to retail any new or used vehicle that has an open safety recall. We generally expect to receive the parts necessary to repair vehicles under an open safety recall within a short timeframe, and therefore do not expect our open safety recall policy to have a material adverse impact on the value of our used vehicle inventory. As noted below under “Inventory Management,” we record estimated losses on used vehicle inventory, and our open safety recall policy did not have a material impact on the amount recorded as of December 31, 2015.

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Inventory Management

Our new and used vehicle inventories are stated at the lower of cost or market in our Consolidated Balance Sheets. We monitor our vehicle inventory levels closely based on current economic conditions and seasonal sales trends.

We have generally not experienced losses on the sale of new vehicle inventory, in part due to incentives provided by manufacturers to promote sales of new vehicles and our inventory management practices. We had 80,442 units in new vehicle inventory at December 31, 2015, and 67,424 units at December 31, 2014. See "New Vehicle Inventories" below for more information.

We recondition the majority of used vehicles acquired for retail sale in our parts and service departments and capitalize the related costs to the used vehicle inventory. Used vehicles that are not sold on a retail basis are generally liquidated at wholesale auctions. We record estimated losses on used vehicle inventory. Our used vehicle inventory balance was net of cumulative write-downs of $4.5 million at December 31, 2015, and $3.3 million at December 31, 2014.

Parts, accessories, and other inventory are carried at the lower of acquisition cost (first-in, first-out method) or market. We estimate the amount of potential obsolete inventory based upon past experience and market trends. Our parts, accessories, and other inventory balance was net of cumulative write-downs of $3.5 million at December 31, 2015, and $3.5 million at December 31, 2014.

Critical Accounting Policies and Estimates

We prepare our Consolidated Financial Statements in conformity with accounting principles generally accepted in the United States, which require us to make estimates and assumptions that affect the reported amounts of assets and liabilities, the disclosure of contingent assets and liabilities at the date of the financial statements, and the reported amounts of revenue and expenses during the reporting period. We evaluate our estimates on an ongoing basis and we base our estimates on historical experience and various other assumptions we believe to be reasonable. Actual outcomes could differ materially from those estimates in a manner that could have a material effect on our Consolidated Financial Statements. Set forth below are the policies and estimates that we have identified as critical to our business operations and an understanding of our results of operations, based on the high degree of judgment or complexity in their application.

Goodwill

Goodwill for our Domestic, Import, and Premium Luxury reporting units is tested for impairment annually on April 30 or more frequently when events or changes in circumstances indicate that impairment may have occurred. Under accounting standards, we chose to make a qualitative evaluation about the likelihood of goodwill impairment to determine whether it was necessary to calculate the fair values of our reporting units under the two-step goodwill impairment test. We completed our qualitative assessment of potential goodwill impairment as of April 30, 2015, and we determined that it was not more likely than not that the fair values of our reporting units were less than their carrying amounts.

As of December 31, 2015, we have $203.1 million of goodwill related to the Domestic reporting unit, $570.9 million related to the Import reporting unit, and $620.5 million related to the Premium Luxury reporting unit.

Other Intangible Assets

Our principal identifiable intangible assets are individual store rights under franchise agreements with vehicle manufacturers, which have indefinite lives and are tested for impairment annually on April 30 or more frequently when events or changes in circumstances indicate that impairment may have occurred.

Our franchise rights, which related to 46 stores and totaled $385.7 million at April 30, 2015, are evaluated for impairment on a franchise-by-franchise basis annually. Under accounting standards, we chose to make a qualitative evaluation about the likelihood of franchise rights impairment to determine whether it was necessary to perform a quantitative impairment test. We completed our qualitative assessment of franchise rights impairment as of April 30, 2015. Based on our qualitative assessment, we determined that we should perform a quantitative test for franchise rights related to seven stores, and no impairment charges resulted from the quantitative test.

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The quantitative impairment test for franchise rights requires the comparison of the franchise rights' estimated fair value to carrying value by store. Fair values of rights under franchise agreements are estimated using Level 3 inputs by discounting expected future cash flows of the store. The forecasted cash flows contain inherent uncertainties, including significant estimates and assumptions related to growth rates, margins, working capital requirements, capital expenditures, and cost of capital, for which we utilize certain market participant-based assumptions, using third-party industry projections, economic projections, and other marketplace data we believe to be reasonable. If, hypothetically, the fair value of each of the franchise rights for these seven stores had been determined to be 10% lower as of the valuation date, the resulting aggregate pre-tax impairment charge would have been approximately $2.5 million (approximately $1.5 million after-tax). The effect of a hypothetical 10% decrease in fair value estimates is not intended to provide a sensitivity analysis of every potential outcome.

As a result of the unresolved issues related to Volkswagen as noted above in "Market Conditions," during the fourth quarter of 2015, we performed a quantitative impairment test of the franchise rights recorded at our Volkswagen stores. As a result of this test, we recorded non-cash impairment charges of $15.4 million ($9.6 million after-tax) to reduce the carrying values of the Volkswagen franchise rights to their estimated fair values. See Note 16 of the Notes to Consolidated Financial Statements for more information.

Long-Lived Assets

We estimate the depreciable lives of our property and equipment, including leasehold improvements, and review them for impairment when events or changes in circumstances indicate that their carrying amounts may be impaired. Such events or changes may include a significant decrease in market value, a significant change in the business climate in a particular market, a current expectation that more-likely-than-not a long-lived asset will be sold or otherwise disposed of significantly before the end of its previously estimated useful life, or a current-period operating or cash flow loss combined with historical losses or projected future losses.

When evaluating potential impairment of long-lived assets held and used, we first compare the carrying amount of the asset group to the asset group's estimated future undiscounted cash flows. If the estimated future undiscounted cash flows are less than the carrying amount of the asset group, we then compare the carrying amount of the asset group to the asset group's estimated fair value to determine if impairment exists. The fair value measurements for our long-lived assets held and used were based on Level 3 inputs, which considered information obtained from third-party real estate valuation sources. See Note 16 of the Notes to Consolidated Financial Statements for more information about our fair value measurements. We recognize an impairment loss if the amount of the asset group's carrying amount exceeds the asset group's estimated fair value. If we recognize an impairment loss, the adjusted carrying amount of the asset group becomes its new cost basis. For a depreciable long-lived asset, the new cost basis will be depreciated over the remaining useful life of that asset.

During 2015, we recorded non-cash impairment charges of $3.1 million related to long-lived assets held and used in continuing operations. The non-cash impairment charges are included in Other Income, Net (within Operating Income) in our Consolidated Statements of Income and are reported in the "Corporate and other" category of our segment information.

When property and equipment is identified as held for sale, we reclassify the held for sale assets to Other Current Assets and cease recording depreciation. We measure each long-lived asset or disposal group at the lower of its carrying amount or fair value less cost to sell and recognize a loss for any initial adjustment of the long-lived asset's or disposal group's carrying amount to fair value less cost to sell in the period the "held for sale" criteria are met. We periodically evaluate the carrying value of assets held for sale to determine if, based on market conditions, the values of these assets should be adjusted. Any subsequent change in the fair value less cost to sell (increase or decrease) of each asset held for sale is reported as an adjustment to its carrying amount, except that the adjusted carrying amount cannot exceed the carrying amount of the long-lived asset or disposal group at the time it was initially classified as held for sale. Such valuations include estimations of fair values and incremental direct costs to transact a sale. The fair value measurements for our long-lived assets held for sale were based on Level 3 inputs, which considered information obtained from third-party real estate valuation sources, or, in certain cases, pending agreements to sell the related assets.

We had assets held for sale in continuing operations of $47.1 million at December 31, 2015, and $64.7 million at December 31, 2014. During 2015, we recorded non-cash impairment charges of $3.0 million related to long-lived assets held for sale in continuing operations. These non-cash impairment charges are included in Other Income, Net (within

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Operating Income) in our Consolidated Statements of Income and are reported in the "Corporate and other" category of our segment information.

We had assets held for sale in discontinued operations of $22.3 million at December 31, 2015, and $23.2 million at December 31, 2014. During 2015, we recorded a non-cash impairment charge of $0.8 million related to long-lived assets held for sale in discontinued operations, which is included in Loss from Discontinued Operations in our Consolidated Statements of Income.

Our impairment loss calculations contain uncertainties because they require us to make assumptions and to apply judgment to estimate future undiscounted cash flows and asset fair values, including forecasting useful lives of the assets. Although we believe our property and equipment and assets held for sale are appropriately valued, the assumptions and estimates used may change and we may be required to record impairment charges to reduce the value of these assets.

Chargeback Reserve

Revenue on finance and insurance products represents commissions earned by us for: (i) loans and leases placed with financial institutions in connection with customer vehicle purchases financed, (ii) vehicle service contracts sold, and (iii) other vehicle protection products sold. We primarily sell these products on a straight commission basis; however, in certain cases, we also participate in the future underwriting profit on certain extended service contracts pursuant to retrospective commission arrangements, which are recognized as earned.

We may be charged back for commissions related to financing, vehicle service contracts, or other vehicle protection products in the event of early termination, default, or prepayment of the contracts by customers ("chargebacks"). However, our exposure to loss generally is limited to the commissions that we receive. These commissions are recorded at the time of the sale of the vehicles, net of an estimated liability for chargebacks.

We estimate our liability for chargebacks on an individual product basis using our historical chargeback experience, based primarily on cancellation data we receive from third parties that sell and administer these products. Our estimated liability for chargebacks totaled $97.3 million at December 31, 2015, and $84.9 million at December 31, 2014.

Chargebacks are influenced by the volume of vehicle sales in recent years and increases or decreases in early termination rates resulting from cancellation of vehicle service contracts and other vehicle protection products, defaults, refinancings, payoffs before maturity, and other factors. While we consider these factors in the estimation of our chargeback liability, actual events may differ from our estimates, which could result in an adjustment to our estimated liability for chargebacks. The increase in our liability for chargebacks is largely attributable to increases in vehicle unit volume and product penetration in recent years, as well as an overall increase in the cancellation rates of finance and insurance products. Our actual chargeback experience has not been materially different from our recorded estimates. A 10% change in our estimated cancellation rates would have changed our estimated liability for chargebacks at December 31, 2015, by approximately $9.7 million.

See Note 18 of the Notes to Consolidated Financial Statements for further information regarding chargeback liabilities.

Self-Insurance Reserves

Under our self-insurance programs, we retain various levels of aggregate loss limits, per claim deductibles, and claims-handling expenses as part of our various insurance programs, including property and casualty, employee medical benefits, automobile, and workers' compensation. Costs in excess of this retained risk per claim may be insured under various contracts with third-party insurance carriers. We review our claim and loss history on a periodic basis to assist in assessing our future liability. The ultimate costs of these retained insurance risks are estimated by management and by third-party actuarial evaluation of historical claims experience, adjusted for current trends and changes in claims-handling procedures. Our results could be materially impacted by claims and other expenses related to our self insurance programs if future occurrences and claims differ from these assumptions and historical trends. Self-insurance reserves totaled $74.8 million at December 31, 2015, and $71.4 million at December 31, 2014. Our actual loss experience has not been materially different from our recorded estimates.

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Revenue Recognition

Revenue consists of the sales of new and used vehicles, sales of parts and services, commissions from finance and insurance products, and sales of other products. We recognize revenue in the period in which products are sold or services are provided. We recognize vehicle and finance and insurance revenue when a sales contract has been executed, the vehicle has been delivered, and payment has been received or financing has been arranged. Rebates, holdbacks, floorplan assistance, and certain other incentives received from manufacturers are recorded as a reduction of the cost of the vehicle and recognized into income upon the sale of the vehicle or when earned under a specific manufacturer program, whichever is later. See Note 1 of the Notes to Consolidated Financial Statements for further information regarding revenue recognition.

Income Taxes

Estimates and judgments are used in the calculation of certain tax liabilities and in the determination of the recoverability of certain deferred tax assets. In assessing the realizability of deferred tax assets, we consider whether it is more likely than not that some portion or all of the deferred tax assets will not be realized. We regularly evaluate the recoverability of our deferred tax assets and provide valuation allowances to offset portions of deferred tax assets due to uncertainty surrounding the future realization of such deferred tax assets. Valuation allowances are based on historical taxable income, projected future taxable income, the expected timing of the reversals of existing temporary differences, and the implementation of tax-planning strategies. We adjust the valuation allowance in the period we determine it is more likely than not that deferred tax assets will or will not be realized. If a change in circumstances results in a change in our ability to realize our deferred tax assets, our tax provision would be adjusted in the period when the change in circumstances occurs.

Accounting for our income taxes also requires significant judgment in the evaluation of our uncertain tax positions and in the calculation of our provision for income taxes. Accounting standards prescribe a two-step approach to recognizing and measuring uncertain tax positions. The first step is to evaluate available evidence to determine if it appears more likely than not that an uncertain tax position will be sustained on an audit by a taxing authority, based solely on the technical merits of the tax position. The second step is to measure the tax benefit as the largest amount that is more than 50% likely of being realized upon settling the uncertain tax position.

Although we believe we have adequately reserved for our uncertain tax positions, the ultimate outcome of these tax matters may differ from our expectations. We adjust our reserves in light of changing facts and circumstances, such as the completion of a tax audit, expiration of a statute of limitations, the refinement of an estimate, and interest accruals associated with uncertain tax positions until they are resolved. To the extent that the final tax outcome of these matters is different than the amounts recorded, such differences will impact the provision for income taxes in the period in which such determination is made.

Our future effective tax rates could be affected by changes in our deferred tax assets or liabilities, the valuation of our uncertain tax positions, or by changes in tax laws, regulations, accounting principles, or interpretations thereof.

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Reported Operating Data

($ in millions, except per vehicle data)	Years Ended December 31, 2015	2014	2015 vs. 2014 Variance Favorable / (Unfavorable)	% Variance	2013	2014 vs. 2013 Variance Favorable / (Unfavorable)	% Variance
Revenue:							
New vehicle	$11,995.0	$10,972.2	$1,022.8	9.3	$9,949.6	$1,022.6	10.3
Retail used vehicle	4,370.3	3,988.9	381.4	9.6	3,697.9	291.0	7.9
Wholesale	398.4	396.8	1.6	0.4	429.5	(32.7)	(7.6)
Used vehicle	4,768.7	4,385.7	383.0	8.7	4,127.4	258.3	6.3
Finance and insurance, net	868.7	750.8	117.9	15.7	674.0	76.8	11.4
Total variable operations[(1)]	17,632.4	16,108.7	1,523.7	9.5	14,751.0	1,357.7	9.2
Parts and service	3,082.8	2,822.5	260.3	9.2	2,597.4	225.1	8.7
Other	146.8	177.6	(30.8)		169.2	8.4	
Total revenue	$20,862.0	$19,108.8	$1,753.2	9.2	$17,517.6	$1,591.2	9.1
Gross profit:							
New vehicle	$673.1	$650.1	$23.0	3.5	$616.4	$33.7	5.5
Retail used vehicle	358.4	363.2	(4.8)	(1.3)	325.2	38.0	11.7
Wholesale	(4.7)	(2.6)	(2.1)		4.5	(7.1)	
Used vehicle	353.7	360.6	(6.9)	(1.9)	329.7	30.9	9.4
Finance and insurance	868.7	750.8	117.9	15.7	674.0	76.8	11.4
Total variable operations[(1)]	1,895.5	1,761.5	134.0	7.6	1,620.1	141.4	8.7
Parts and service	1,338.0	1,196.6	141.4	11.8	1,105.8	90.8	8.2
Other	28.0	30.6	(2.6)		34.0	(3.4)	
Total gross profit	3,261.5	2,988.7	272.8	9.1	2,759.9	228.8	8.3
Selling, general, and administrative expenses	2,263.5	2,079.6	(183.9)	(8.8)	1,935.0	(144.6)	(7.5)
Depreciation and amortization	127.4	106.9	(20.5)		95.3	(11.6)	
Franchise rights impairment	15.4	—	(15.4)		—	—	
Other income, net	(17.9)	(18.6)	(0.7)		(10.7)	7.9	
Operating income	873.1	820.8	52.3	6.4	740.3	80.5	10.9
Non-operating income (expense) items:							
Floorplan interest expense	(58.3)	(53.3)	(5.0)		(53.4)	0.1	
Other interest expense	(90.9)	(86.7)	(4.2)		(88.3)	1.6	
Loss on debt extinguishment	—	(1.6)	1.6		—	(1.6)	
Interest income	0.1	0.2	(0.1)		0.2	—	
Other income (loss), net	(1.3)	2.9	(4.2)		5.6	(2.7)	
Income from continuing operations before income taxes	$722.7	$682.3	$40.4	5.9	$604.4	$77.9	12.9
Retail vehicle unit sales:							
New vehicle	339,080	318,008	21,072	6.6	292,922	25,086	8.6
Used vehicle	227,290	214,910	12,380	5.8	204,572	10,338	5.1
	566,370	532,918	33,452	6.3	497,494	35,424	7.1
Revenue per vehicle retailed:							
New vehicle	$35,375	$34,503	$872	2.5	$33,967	$536	1.6
Used vehicle	$19,228	$18,561	$667	3.6	$18,076	$485	2.7
Gross profit per vehicle retailed:							

New vehicle	$1,985	$2,044	$(59)	(2.9)	$2,104	$(60)	(2.9)
Used vehicle	$1,577	$1,690	$(113)	(6.7)	$1,590	$100	6.3
Finance and insurance	$1,534	$1,409	$125	8.9	$1,355	$54	4.0
Total variable operations[2]	$3,355	$3,310	$45	1.4	$3,247	$63	1.9

(1) Total variable operations includes new vehicle, used vehicle (retail and wholesale), and finance and insurance results.
(2) Total variable operations gross profit per vehicle retailed is calculated by dividing the sum of new vehicle, retail used vehicle, and finance and insurance gross profit by total retail vehicle unit sales.

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	Years Ended December 31,		
	2015 (%)	2014 (%)	2013 (%)
Revenue mix percentages:			
New vehicle	57.5	57.4	56.8
Used vehicle	22.9	23.0	23.6
Parts and service	14.8	14.8	14.8
Finance and insurance, net	4.2	3.9	3.8
Other	0.6	0.9	1.0
Total	100.0	100.0	100.0
Gross profit mix percentages:			
New vehicle	20.6	21.8	22.3
Used vehicle	10.8	12.1	11.9
Parts and service	41.0	40.0	40.1
Finance and insurance	26.6	25.1	24.4
Other	1.0	1.0	1.3
Total	100.0	100.0	100.0
Operating items as a percentage of revenue:			
Gross profit:			
New vehicle	5.6	5.9	6.2
Used vehicle-retail	8.2	9.1	8.8
Parts and service	43.4	42.4	42.6
Total	15.6	15.6	15.8
Selling, general, and administrative expenses	10.8	10.9	11.0
Operating income	4.2	4.3	4.2
Other operating items as a percentage of total gross profit:			
Selling, general, and administrative expenses	69.4	69.6	70.1
Operating income	26.8	27.5	26.8

	December 31,	
	2015	2014
Days supply:		
New vehicle (industry standard of selling days)	68 days	54 days
Used vehicle (trailing calendar month days)	43 days	38 days

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Same Store Operating Data

We have presented below our operating results on a same store basis to reflect our internal performance. The "Same Store" amounts presented below include the results of our stores for the identical months in each period presented in the comparison, commencing with the first full month in which the store was owned by us. For example, the results for a store acquired in February 2014 would be included only in our same store comparison of 2015 to 2014, not in our same store comparison of 2014 to 2013. Therefore, the amounts presented in the year 2014 column that is being compared to the year 2015 column may differ from the amounts presented in the year 2014 column that is being compared to the year 2013 column.

	Years Ended December 31,				Years Ended December 31,			
($ in millions, except per vehicle data)	2015	2014	Variance Favorable / (Unfavorable)	% Variance	2014	2013	Variance Favorable / (Unfavorable)	% Variance
Revenue:								
New vehicle	$11,576.5	$10,885.3	$691.2	6.3	$10,748.9	$9,911.8	$837.1	8.4
Retail used vehicle	4,209.2	3,957.8	251.4	6.4	3,917.3	3,684.3	233.0	6.3
Wholesale	390.7	395.0	(4.3)	(1.1)	390.0	427.0	(37.0)	(8.7)
Used vehicle	4,599.9	4,352.8	247.1	5.7	4,307.3	4,111.3	196.0	4.8
Finance and insurance, net	846.1	745.6	100.5	13.5	738.1	671.8	66.3	9.9
Total variable operations(1)	17,022.5	15,983.7	1,038.8	6.5	15,794.3	14,694.9	1,099.4	7.5
Parts and service	2,973.3	2,793.1	180.2	6.5	2,773.5	2,585.6	187.9	7.3
Other	146.7	176.3	(29.6)		169.1	137.6	31.5	
Total revenue	$20,142.5	$18,953.1	$1,189.4	6.3	$18,736.9	$17,418.1	$1,318.8	7.6
Gross profit:								
New vehicle	$642.7	$646.0	$(3.3)	(0.5)	$635.7	$614.3	$21.4	3.5
Retail used vehicle	346.3	359.6	(13.3)	(3.7)	356.1	323.3	32.8	10.1
Wholesale	(4.7)	(2.2)	(2.5)		(2.6)	4.5	(7.1)	
Used vehicle	341.6	357.4	(15.8)	(4.4)	353.5	327.8	25.7	7.8
Finance and insurance	846.1	745.6	100.5	13.5	738.1	671.8	66.3	9.9
Total variable operations(1)	1,830.4	1,749.0	81.4	4.7	1,727.3	1,613.9	113.4	7.0
Parts and service	1,285.7	1,182.5	103.2	8.7	1,174.3	1,100.7	73.6	6.7
Other	27.1	30.2	(3.1)		29.8	25.8	4.0	
Total gross profit	$3,143.2	$2,961.7	$181.5	6.1	$2,931.4	$2,740.4	$191.0	7.0
Retail vehicle unit sales:								
New vehicle	329,431	314,683	14,748	4.7	311,128	291,421	19,707	6.8
Used vehicle	220,538	212,731	7,807	3.7	210,702	203,498	7,204	3.5
Total	549,969	527,414	22,555	4.3	521,830	494,919	26,911	5.4
Revenue per vehicle retailed:								
New vehicle	$35,141	$34,591	$550	1.6	$34,548	$34,012	$536	1.6
Used vehicle	$19,086	$18,605	$481	2.6	$18,592	$18,105	$487	2.7
Gross profit per vehicle retailed:								
New vehicle	$1,951	$2,053	$(102)	(5.0)	$2,043	$2,108	$(65)	(3.1)
Used vehicle	$1,570	$1,690	$(120)	(7.1)	$1,690	$1,589	$101	6.4

Finance and insurance	$1,538	$1,414	$124	8.8	$1,414	$1,357	$57	4.2
Total variable operations[2]	$3,337	$3,320	$17	0.5	$3,315	$3,252	$63	1.9

[1] Total variable operations includes new vehicle, used vehicle (retail and wholesale), and finance and insurance results.
[2] Total variable operations gross profit per vehicle retailed is calculated by dividing the sum of new vehicle, retail used vehicle, and finance and insurance gross profit by total retail vehicle unit sales.

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	Years Ended December 31,		Years Ended December 31,	
	2015 (%)	2014 (%)	2014 (%)	2013 (%)
Revenue mix percentages:				
New vehicle	57.5	57.4	57.4	56.9
Used vehicle	22.8	23.0	23.0	23.6
Parts and service	14.8	14.7	14.8	14.8
Finance and insurance, net	4.2	3.9	3.9	3.9
Other	0.7	1.0	0.9	0.8
Total	100.0	100.0	100.0	100.0
Gross profit mix percentages:				
New vehicle	20.4	21.8	21.7	22.4
Used vehicle	10.9	12.1	12.1	12.0
Parts and service	40.9	39.9	40.1	40.2
Finance and insurance	26.9	25.2	25.2	24.5
Other	0.9	1.0	0.9	0.9
Total	100.0	100.0	100.0	100.0
Operating items as a percentage of revenue:				
Gross profit:				
New vehicle	5.6	5.9	5.9	6.2
Used vehicle-retail	8.2	9.1	9.1	8.8
Parts and service	43.2	42.3	42.3	42.6
Total	15.6	15.6	15.6	15.7

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New Vehicle

($ in millions, except per vehicle data)	Years Ended December 31, 2015	2014	2015 vs. 2014 Variance Favorable / (Unfavorable)	% Variance	2013	2014 vs. 2013 Variance Favorable / (Unfavorable)	% Variance
Reported:							
Revenue	$11,995.0	$10,972.2	$1,022.8	9.3	$9,949.6	$1,022.6	10.3
Gross profit	$673.1	$650.1	$23.0	3.5	$616.4	$33.7	5.5
Retail vehicle unit sales	339,080	318,008	21,072	6.6	292,922	25,086	8.6
Revenue per vehicle retailed	$35,375	$34,503	$872	2.5	$33,967	$536	1.6
Gross profit per vehicle retailed	$1,985	$2,044	$(59)	(2.9)	$2,104	$(60)	(2.9)
Gross profit as a percentage of revenue	5.6 %	5.9 %			6.2 %		
Days supply (industry standard of selling days)	68 days	54 days					

	Years Ended December 31, 2015	2014	2015 vs. 2014 Variance Favorable / (Unfavorable)	% Variance	2014	2013	2014 vs. 2013 Variance Favorable / (Unfavorable)	% Variance
Same Store:								
Revenue	$11,576.5	$10,885.3	$691.2	6.3	$10,748.9	$9,911.8	$837.1	8.4
Gross profit	$642.7	$646.0	$(3.3)	(0.5)	$635.7	$614.3	$21.4	3.5
Retail vehicle unit sales	329,431	314,683	14,748	4.7	311,128	291,421	19,707	6.8
Revenue per vehicle retailed	$35,141	$34,591	$550	1.6	$34,548	$34,012	$536	1.6
Gross profit per vehicle retailed	$1,951	$2,053	$(102)	(5.0)	$2,043	$2,108	$(65)	(3.1)
Gross profit as a percentage of revenue	5.6 %	5.9 %			5.9 %	6.2 %		

2015 compared to 2014

Same store new vehicle revenue increased during 2015, as compared to 2014, as a result of increases in same store unit volume and revenue PVR. The increase in same store unit volume was primarily due to replacement demand and improved market conditions, including increased consumer borrowing and confidence. New product offerings from certain automotive manufacturers also favorably impacted same store unit volume.

Same store revenue PVR during 2015 benefited from an increase in the average selling prices for Domestic and Import vehicles, partially offset by a decrease in the average selling price for Premium Luxury vehicles. Same store revenue PVR also benefited from a shift in mix away from Import vehicles, which have relatively lower average selling prices. In addition, same store revenue PVR benefited from lower average fuel prices, which caused a shift in mix toward larger vehicles, such as trucks and sport utility vehicles, that have relatively higher average selling prices.

Same store gross profit PVR decreased during 2015, as compared to 2014, primarily due to decreases in gross profit PVR for vehicles at our Premium Luxury and Import stores due to increased inventory levels and changes in manufacturer incentive programs, as well as a competitive automotive retail environment. During the fourth quarter of 2015, we experienced greater compression in our new vehicle gross profit PVR due to these factors. See “Results of Operations” above.

2014 compared to 2013

Same store new vehicle revenue increased during 2014, as compared to 2013, as a result of increases in same store unit volume and revenue PVR. The increase in same store unit volume was primarily due to replacement demand and improved

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market conditions, including increased consumer borrowing and improved consumer confidence as compared to the prior year. New product offerings from certain automotive manufacturers also favorably impacted same store unit volume.

Same store revenue PVR during 2014 benefited from an increase in the average selling prices for Domestic and Premium Luxury vehicles, partially offset by a decrease in the average selling price for Import vehicles. Same store revenue PVR also benefited from a shift in mix toward Premium Luxury vehicles, which have relatively higher average selling prices.

Same store gross profit PVR decreased during 2014, as compared to 2013, primarily due to a decrease in gross profit PVR for vehicles at our Import stores. This decrease was partially offset by a shift in mix toward Premium Luxury vehicles, which have a relatively higher average gross profit PVR.

Net New Vehicle Inventory Carrying Benefit

The following table details net new vehicle inventory carrying benefit, consisting of new vehicle floorplan interest expense net of floorplan assistance earned (amounts received from manufacturers specifically to support store financing of new vehicle inventory). Floorplan assistance is accounted for as a component of new vehicle gross profit.

	Years Ended December 31,				
($ in millions)	2015	2014	Variance 2015 vs. 2014	2013	Variance 2014 vs. 2013
Floorplan assistance	$117.8	$106.2	$11.6	$92.7	$13.5
New vehicle floorplan interest expense	(55.3)	(50.6)	(4.7)	(51.2)	0.6
Net new vehicle inventory carrying benefit	$62.5	$55.6	$6.9	$41.5	$14.1

2015 compared to 2014

The net new vehicle inventory carrying benefit increased in 2015, as compared to 2014, primarily due to an increase in floorplan assistance, partially offset by an increase in floorplan interest expense. Floorplan assistance increased due to higher new vehicle sales and an increase in the floorplan assistance rate per unit. Floorplan interest expense increased due to higher average vehicle floorplan payable balances during the year.

2014 compared to 2013

The net new vehicle inventory carrying benefit increased in 2014, as compared to 2013, due to an increase in floorplan assistance. Floorplan assistance increased due to higher new vehicle sales and an increase in the floorplan assistance rate per unit.

New Vehicle Inventories

Our new vehicle inventories were $2.9 billion or 68 days supply at December 31, 2015, as compared to new vehicle inventories of $2.3 billion or 54 days supply at December 31, 2014. We had 80,442 units in new vehicle inventory at December 31, 2015, and 67,424 units at December 31, 2014. The increase in new vehicle inventory days supply at December 31, 2015 is primarily due to increases in Premium Luxury and Domestic new vehicle inventory, due to changes in manufacturer incentive programs, as well as the acquisitions that occurred during 2015. We are taking steps to align our inventory in response to the current market conditions.

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Used Vehicle

($ in millions, except per vehicle data)	Years Ended December 31, 2015	2014	2015 vs. 2014 Variance Favorable / (Unfavorable)	% Variance	2013	2014 vs. 2013 Variance Favorable / (Unfavorable)	% Variance
Reported:							
Retail revenue	$4,370.3	$3,988.9	$381.4	9.6	$3,697.9	$291.0	7.9
Wholesale revenue	398.4	396.8	1.6	0.4	429.5	(32.7)	(7.6)
Total revenue	$4,768.7	$4,385.7	$383.0	8.7	$4,127.4	$258.3	6.3
Retail gross profit	$358.4	$363.2	$(4.8)	(1.3)	$325.2	$38.0	11.7
Wholesale gross profit (loss)	(4.7)	(2.6)	(2.1)		4.5	(7.1)	
Total gross profit	$353.7	$360.6	$(6.9)	(1.9)	$329.7	$30.9	9.4
Retail vehicle unit sales	227,290	214,910	12,380	5.8	204,572	10,338	5.1
Revenue per vehicle retailed	$19,228	$18,561	$667	3.6	$18,076	$485	2.7
Gross profit per vehicle retailed	$1,577	$1,690	$(113)	(6.7)	$1,590	$100	6.3
Gross profit as a percentage of retail revenue	8.2 %	9.1 %			8.8 %		
Days supply (trailing calendar month days)	43 days	38 days					

	Years Ended December 31, 2015	2014	2015 vs. 2014 Variance Favorable / (Unfavorable)	% Variance	2014	2013	2014 vs. 2013 Variance Favorable / (Unfavorable)	% Variance
Same Store:								
Retail revenue	$4,209.2	$3,957.8	$251.4	6.4	$3,917.3	$3,684.3	$233.0	6.3
Wholesale revenue	390.7	395.0	(4.3)	(1.1)	390.0	427.0	(37.0)	(8.7)
Total revenue	$4,599.9	$4,352.8	$247.1	5.7	$4,307.3	$4,111.3	$196.0	4.8
Retail gross profit	$346.3	$359.6	$(13.3)	(3.7)	$356.1	$323.3	$32.8	10.1
Wholesale gross profit (loss)	(4.7)	(2.2)	(2.5)		(2.6)	4.5	(7.1)	
Total gross profit	$341.6	$357.4	$(15.8)	(4.4)	$353.5	$327.8	$25.7	7.8
Retail vehicle unit sales	220,538	212,731	7,807	3.7	210,702	203,498	7,204	3.5
Revenue per vehicle retailed	$19,086	$18,605	$481	2.6	$18,592	$18,105	$487	2.7
Gross profit per vehicle retailed	$1,570	$1,690	$(120)	(7.1)	$1,690	$1,589	$101	6.4
Gross profit as a percentage of retail revenue	8.2 %	9.1 %			9.1 %	8.8 %		

2015 compared to 2014

Same store retail used vehicle revenue increased during 2015, as compared to 2014, due to increases in same store unit volume and revenue PVR. Same store unit volume was driven by an increase in sales of certified pre-owned vehicles, as well as an increase in trade-in volume associated with new vehicle sales.

Same store revenue PVR benefited from an increase in the average selling price of used vehicles at our Domestic, Import, and Premium Luxury stores, and an increase in sales of certified pre-owned vehicles, which have relatively higher average selling prices.

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Same store gross profit PVR decreased during 2015, as compared to 2014, primarily due to compressed gross profit PVRs for certified pre-owned vehicles, particularly in our Premium Luxury segment. During the fourth quarter of 2015, we experienced greater compression in our used vehicle gross profit PVR, which was largely a result of gross profit PVR compression for new vehicles during the same period.

2014 compared to 2013

Same store retail used vehicle revenue increased during 2014, as compared to 2013, due to increases in same store unit volume and revenue PVR. Same store unit volume benefited from an increase in sales of certified pre-owned vehicles, as well as an increase in trade-in volume associated with new vehicle sales.

Same store revenue PVR benefited from an increase in the average selling prices of used vehicles for all three segments, a shift in mix away from Import vehicles, which have relatively lower average selling prices, and an increase in sales of certified pre-owned vehicles, which have relatively higher average selling prices.

Same store gross profit PVR increased during 2014, as compared to 2013, due to an increase in the gross profit PVR for vehicles at our Import and Premium Luxury stores and a shift in mix away from Import vehicles, which have a relatively lower average gross profit PVR.

Used Vehicle Inventories

Used vehicle inventories were $539.7 million or 43 days supply at December 31, 2015, compared to $437.6 million or 38 days supply at December 31, 2014. We had 36,299 units in used vehicle inventory at December 31, 2015, and 29,586 units at December 31, 2014. The increase in used vehicle inventory days supply at December 31, 2015 is primarily due to our policy not to retail any used vehicle that has an open safety recall. As of December 31, 2015, approximately 17% of our units in used vehicle inventory were subject to our recall policy.

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Parts & Service

Parts and service revenue is primarily derived from vehicle repairs paid directly by the customers or via reimbursement from manufacturers and others under warranty programs, as well as from wholesale parts sales and our collision businesses.

	Years Ended December 31,						
			2015 vs. 2014			2014 vs. 2013	
($ in millions)	2015	2014	Variance Favorable / (Unfavorable)	% Variance	2013	Variance Favorable / (Unfavorable)	% Variance
Reported:							
Revenue	$3,082.8	$2,822.5	$260.3	9.2	$2,597.4	$225.1	8.7
Gross profit	$1,338.0	$1,196.6	$141.4	11.8	$1,105.8	$90.8	8.2
Gross profit as a percentage of revenue	43.4 %	42.4 %			42.6 %		

	Years Ended December 31,							
			2015 vs. 2014				2014 vs. 2013	
	2015	2014	Variance Favorable / (Unfavorable)	% Variance	2014	2013	Variance Favorable / (Unfavorable)	% Variance
Same Store:								
Revenue	$2,973.3	$2,793.1	$180.2	6.5	$2,773.5	$2,585.6	$187.9	7.3
Gross profit	$1,285.7	$1,182.5	$103.2	8.7	$1,174.3	$1,100.7	$73.6	6.7
Gross profit as a percentage of revenue	43.2 %	42.3 %			42.3 %	42.6 %		

2015 compared to 2014

Same store parts and service gross profit increased during 2015, as compared to 2014, primarily due to increases in gross profit associated with customer-pay service of $33.9 million, warranty of $28.1 million, the preparation of vehicles for sale of $22.6 million, and collision business of $12.5 million.

Customer-pay service gross profit benefited from improved operational execution and margin performance, as well as increased volume due to the increase in units in operation in our primary service base. See “Market Conditions” above. Warranty gross profit also benefited from an increase in volume, driven by the increase in units in operation in our primary service base, as well as elevated manufacturer recall activity. Gross profit associated with the preparation of vehicles for sale benefited from higher new and used vehicle unit volume. Gross profit associated with our collision business benefited from increased volume referred by automotive insurance providers, as well as an increase in the average repair value and improved customer retention efforts.

2014 compared to 2013

Same store parts and service gross profit increased during 2014, as compared to 2013, primarily due to increases in gross profit associated with warranty of $32.5 million, the preparation of vehicles for sale of $12.7 million, customer-pay service of $11.3 million, and collision business of $10.1 million.

Warranty gross profit benefited from the rise of manufacturer recalls in our Domestic and Import segments, an increase in volume, improved margin performance, and an increase in manufacturer-paid vehicle maintenance. Gross profit associated with the preparation of vehicles for sale benefited from higher new and used vehicle unit volume. Customer-pay service gross profit benefited from improved operational execution and increased volume. Gross profit associated with our collision business benefited from increased volume referred by automotive insurance providers as well as an increase in the average repair value.

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Finance and Insurance

($ in millions, except per vehicle data)	2015	2014	2015 vs. 2014 Variance Favorable / (Unfavorable)	% Variance	2013	2014 vs. 2013 Variance Favorable / (Unfavorable)	% Variance
	Years Ended December 31,						
Reported:							
Revenue and gross profit	$868.7	$750.8	$117.9	15.7	$674.0	$76.8	11.4
Gross profit per vehicle retailed	$1,534	$1,409	$125	8.9	$1,355	$54	4.0

	2015	2014	2015 vs. 2014 Variance Favorable / (Unfavorable)	% Variance	2014	2013	2014 vs. 2013 Variance Favorable / (Unfavorable)	% Variance
	Years Ended December 31,							
Same Store:								
Revenue and gross profit	$846.1	$745.6	$100.5	13.5	$738.1	$671.8	$66.3	9.9
Gross profit per vehicle retailed	$1,538	$1,414	$124	8.8	$1,414	$1,357	$57	4.2

2015 compared to 2014

Same store finance and insurance revenue and gross profit increased during 2015, as compared to 2014, due to increases in same store finance and insurance revenue and gross profit PVR and new and used vehicle unit volume. Same store finance and insurance revenue and gross profit PVR benefited from increases in product penetration, profit on vehicle service contracts, and amounts financed per transaction, and more customers financing vehicles through our stores.

2014 compared to 2013

Same store finance and insurance revenue and gross profit increased during 2014, as compared to 2013, due to increases in new and used vehicle unit volume and same store finance and insurance revenue and gross profit PVR. Same store finance and insurance revenue and gross profit PVR benefited from a shift in mix toward more profitable vehicle service contracts and an increase in product penetration for vehicle service contracts.

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Segment Results

In the following table of financial data, revenue and segment income of our reportable segments are reconciled to consolidated revenue and consolidated operating income, respectively.

	Years Ended December 31,						
($ in millions)	2015	2014	Variance Favorable / (Unfavorable)	% Variance	2013	Variance Favorable / (Unfavorable)	% Variance
Revenue:							
Domestic	$7,069.8	$6,359.5	$710.3	11.2	$5,835.3	$524.2	9.0
Import	7,037.2	6,717.8	319.4	4.8	6,375.0	342.8	5.4
Premium Luxury	6,607.8	5,889.3	718.5	12.2	5,152.3	737.0	14.3
Total	20,714.8	18,966.6	1,748.2	9.2	17,362.6	1,604.0	9.2
Corporate and other	147.2	142.2	5.0	3.5	155.0	(12.8)	(8.3)
Total consolidated revenue	$20,862.0	$19,108.8	$1,753.2	9.2	$17,517.6	$1,591.2	9.1
Segment income[1]:							
Domestic	$336.9	$285.0	$51.9	18.2	$246.6	$38.4	15.6
Import	311.4	291.3	20.1	6.9	280.1	11.2	4.0
Premium Luxury	376.2	366.1	10.1	2.8	321.4	44.7	13.9
Total	1,024.5	942.4	82.1	8.7	848.1	94.3	11.1
Corporate and other	(209.7)	(174.9)	(34.8)		(161.2)	(13.7)	
Floorplan interest expense	58.3	53.3	(5.0)		53.4	0.1	
Operating income	$873.1	$820.8	$52.3	6.4	$740.3	$80.5	10.9

[1] Segment income represents income for each of our reportable segments and is defined as operating income less floorplan interest expense.

Retail new vehicle unit sales:							
Domestic	111,519	102,643	8,876	8.6	96,229	6,414	6.7
Import	157,868	154,066	3,802	2.5	143,325	10,741	7.5
Premium Luxury	69,693	61,299	8,394	13.7	53,368	7,931	14.9
	339,080	318,008	21,072	6.6	292,922	25,086	8.6

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Domestic

The Domestic segment operating results included the following:

($ in millions)	Years Ended December 31, 2015	2014	Variance Favorable / (Unfavorable)	% Variance	2013	Variance Favorable / (Unfavorable)	% Variance
Revenue	$7,069.8	$6,359.5	$710.3	11.2	$5,835.3	$524.2	9.0
Segment income	$336.9	$285.0	$51.9	18.2	$246.6	$38.4	15.6
Retail new vehicle unit sales	111,519	102,643	8,876	8.6	96,229	6,414	6.7

2015 compared to 2014

Domestic revenue increased during 2015, as compared to 2014, primarily due to increases in new and used vehicle unit volume and new and used vehicle revenue PVR. The increase in new vehicle unit volume was due in part to replacement demand and improved market conditions, including increased consumer borrowing and improved consumer confidence as compared to the prior year. New product offerings from certain automotive manufacturers also favorably impacted new vehicle unit volume. New vehicle revenue PVR benefited from lower average fuel prices, which caused a shift in mix toward larger vehicles, such as trucks and sport utility vehicles, that have relatively higher average selling prices. The increase in used vehicle unit volume was primarily due to an increase in sales of certified pre-owned vehicles, as well as an increase in trade-in volume associated with new vehicle sales. Used vehicle revenue PVR benefited from the increase in sales of certified pre-owned vehicles, which have relatively higher average selling prices.

Domestic segment income increased during 2015, as compared to 2014, primarily due to an increase in finance and insurance revenue and gross profit, which benefited from an increase in finance and insurance revenue and gross profit PVR and higher vehicle unit volume. Domestic segment income also benefited from an increase in parts and service gross profit. Increases in Domestic segment income were partially offset by an increase in variable expenses.

2014 compared to 2013

Domestic revenue increased during 2014, as compared to 2013, primarily due to an increase in new and used vehicle unit volume and an increase in new and used vehicle revenue PVR. The increase in new vehicle unit volume was due in part to replacement demand and improved market conditions, including increased consumer borrowing and improved consumer confidence as compared to the prior year. New product offerings from certain automotive manufacturers also favorably impacted new vehicle unit volume. The increase in used vehicle unit volume was primarily due to an increase in sales of certified pre-owned vehicles, as well as an increase in trade-in volume associated with new vehicle sales.

Domestic segment income increased during 2014, as compared to 2013, primarily due to an increase in parts and service gross profit and an increase in finance and insurance revenue and gross profit, which benefited from an increase in finance and insurance revenue and gross profit PVR and higher vehicle unit volume. Increases in Domestic segment income were partially offset by an increase in variable expenses.

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Import

The Import segment operating results included the following:

($ in millions)	Years Ended December 31, 2015	2014	Variance Favorable / (Unfavorable)	% Variance	2013	Variance Favorable / (Unfavorable)	% Variance
Revenue	$7,037.2	$6,717.8	$319.4	4.8	$6,375.0	$342.8	5.4
Segment income	$311.4	$291.3	$20.1	6.9	$280.1	$11.2	4.0
Retail new vehicle unit sales	157,868	154,066	3,802	2.5	143,325	10,741	7.5

2015 compared to 2014

Import revenue increased during 2015, as compared to 2014, primarily due to increases in new and used vehicle unit volume and new and used vehicle revenue PVR. The increase in new vehicle unit volume was primarily due to replacement demand and improved market conditions, including increased consumer borrowing and confidence as compared to the prior year. New product offerings from certain automotive manufacturers also favorably impacted new vehicle unit volume. New vehicle revenue PVR benefited from lower average fuel prices, which caused a shift in mix toward larger vehicles, such as trucks and sport utility vehicles, that have relatively higher average selling prices. The increase in used vehicle unit volume was primarily due to an increase in trade-in volume associated with new vehicle sales, as well as an increase in sales of certified pre-owned vehicles. Used vehicle revenue PVR benefited from the increase in sales of certified pre-owned vehicles, which have relatively higher average selling prices. Import revenue also benefited from an increase in parts and service revenue.

Import segment income increased during 2015, as compared to 2014, primarily due to an increase in parts and service gross profit and an increase in finance and insurance revenue and gross profit, which benefited from an increase in finance and insurance revenue and gross profit PVR and higher vehicle unit volume. Increases in Import segment income were partially offset by an increase in variable expenses and decreases in both new and used vehicle gross profit due to the competitive automotive retail environment.

2014 compared to 2013

Import revenue increased during 2014, as compared to 2013, primarily due to an increase in new vehicle unit volume. The increase in new vehicle unit volume was primarily due to replacement demand and improved market conditions, including increased consumer borrowing and improved consumer confidence as compared to the prior year. New product offerings from certain automotive manufacturers also favorably impacted new vehicle unit volume. New vehicle unit volume also benefited from the acquisitions we completed in the second and fourth quarters of 2013.

Import segment income increased during 2014, as compared to 2013, primarily due to an increase in finance and insurance revenue and gross profit, which benefited from an increase in finance and insurance revenue and gross profit PVR and higher new vehicle unit volume. Import segment income also benefited from an increase in parts and service gross profit and the recent acquisitions noted in the paragraph above. These increases were partially offset by an increase in variable expenses and a decrease in new vehicle gross profit due to a decrease in new vehicle gross profit PVR.

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Premium Luxury

The Premium Luxury segment operating results included the following:

	Years Ended December 31,						
($ in millions)	2015	2014	Variance Favorable / (Unfavorable)	% Variance	2013	Variance Favorable / (Unfavorable)	% Variance
Revenue	$6,607.8	$5,889.3	$718.5	12.2	$5,152.3	$737.0	14.3
Segment income	$376.2	$366.1	$10.1	2.8	$321.4	$44.7	13.9
Retail new vehicle unit sales	69,693	61,299	8,394	13.7	53,368	7,931	14.9

2015 compared to 2014

Premium Luxury revenue increased during 2015, as compared to the same period in 2014 primarily due to an increase in new and used vehicle unit volume and used vehicle revenue PVR. The increase in new vehicle unit volume was due in part to replacement demand and improved market conditions, including increased consumer borrowing and confidence. New product offerings from certain automotive manufacturers also favorably impacted new vehicle unit volume. The increase in used vehicle unit volume was primarily due to an increase in sales of certified pre-owned vehicles, as well as an increase in trade-in volume associated with new vehicle sales. Used vehicle revenue PVR benefited from the increase in sales of certified pre-owned vehicles, which have relatively higher average selling prices. New and used vehicle unit volume also benefited from the acquisitions we completed during 2015.

Premium Luxury segment income increased during 2015, as compared to 2014, primarily due to an increase in parts and service gross profit and an increase in finance and insurance revenue and gross profit, which benefited from an increase in finance and insurance revenue and gross profit PVR and higher vehicle unit volume. Premium Luxury segment income also benefited from the acquisitions we completed during 2015. Increases in Premium Luxury segment income were partially offset by an increase in variable expenses and decreases in new and used vehicle gross profit PVR due to increased inventory levels and changes in manufacturer incentive programs, as well as a competitive automotive retail environment. See “Results of Operations” above.

2014 compared to 2013

Premium Luxury revenue increased during 2014, as compared to the same period in 2013, primarily due to an increase in new and used vehicle unit volume and an increase in new and used vehicle revenue PVR. The increase in new vehicle unit volume was due in part to replacement demand and improved market conditions, including increased consumer borrowing and improved consumer confidence as compared to the prior year, as well as new product offerings from certain automotive manufacturers. The increase in used vehicle unit volume was primarily due to an increase in sales of certified pre-owned vehicles, as well as an increase in trade-in volume associated with new vehicle sales. New and used vehicle unit volume also benefited from the acquisitions we completed in the fourth quarter of 2014.

Premium Luxury segment income increased during 2014, as compared to 2013, primarily due to an increase in parts and service gross profit and an increase in new vehicle gross profit, which benefited from higher new vehicle unit volume. Additionally, Premium Luxury segment income benefited from an increase in finance and insurance revenue and gross profit, which benefited from higher vehicle unit volume and an increase in finance and insurance revenue and gross profit PVR. Premium Luxury segment income also benefited from the acquisitions we completed in the fourth quarter of 2014. Increases in Premium Luxury segment income were partially offset by an increase in variable expenses.

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Selling, General, and Administrative Expenses

Our SG&A expenses consist primarily of compensation, including store and corporate salaries, commissions, and incentive-based compensation, as well as advertising (net of reimbursement-based manufacturer advertising rebates), and store and corporate overhead expenses, which include occupancy costs, legal, accounting, and professional services, and general corporate expenses. The following table presents the major components of our SG&A.

	Years Ended December 31,						
($ in millions)	2015	2014	Variance Favorable / (Unfavorable)	% Variance	2013	Variance Favorable / (Unfavorable)	% Variance
Reported:							
Compensation	$1,454.3	$1,362.5	$(91.8)	(6.7)	$1,252.9	$(109.6)	(8.7)
Advertising	188.5	164.9	(23.6)	(14.3)	166.4	1.5	0.9
Store and corporate overhead	620.7	552.2	(68.5)	(12.4)	515.7	(36.5)	(7.1)
Total	$2,263.5	$2,079.6	$(183.9)	(8.8)	$1,935.0	$(144.6)	(7.5)
SG&A as a % of total gross profit:							
Compensation	44.6	45.6	100	bps	45.4	(20)	bps
Advertising	5.8	5.5	(30)	bps	6.0	50	bps
Store and corporate overhead	19.0	18.5	(50)	bps	18.7	20	bps
Total	69.4	69.6	20	bps	70.1	50	bps

2015 compared to 2014

SG&A expenses increased in 2015, as compared to 2014, primarily due to a volume-driven increase in variable compensation expense, an increase in store and corporate overhead expenses due in part to the acquisitions we completed in 2015, and an increase in advertising expenditures. As a percentage of total gross profit, SG&A expenses decreased slightly to 69.4% in 2015 from 69.6% in 2014, primarily due to a decrease in compensation expense as a percentage of total gross profit.

2014 compared to 2013

SG&A expenses increased in 2014, as compared to 2013, primarily due to a performance-driven increase in compensation expense, an increase in store and corporate overhead expenses, and an increase in gross advertising expenditures excluding the impact of expenses incurred in 2013 related to the re-branding of our Domestic and Import stores under the AutoNation retail brand. As a percentage of total gross profit, SG&A expenses decreased to 69.6% in 2014 from 70.1% in 2013 resulting from our continued effective management of our cost structure and improved gross profit.

Other Income, Net (included in Operating Income)

During 2015, we recognized gains related to property dispositions of $16.7 million ($10.3 million after-tax) and the divestiture of three Import stores of $7.4 million ($4.6 million after-tax). These gains were partially offset by non-cash property impairments of $6.1 million ($3.8 million after-tax).

During 2014, we recognized a gain related to the divestiture of two Import stores of $4.4 million ($2.7 million after-tax), a gain related to a legal settlement of $4.0 million ($2.5 million after-tax), and a net gain related to business/property dispositions of $8.1 million ($5.0 million after-tax), primarily related to the divestiture of our customer lead distribution business.

During 2013, we recognized a net gain related to property dispositions of $7.2 million ($4.5 million after-tax).

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Franchise Rights Impairment

During 2015, we recorded non-cash impairment charges of $15.4 million ($9.6 million after-tax) associated with franchise rights recorded at our Volkswagen stores. See Note 16 of the Notes to Consolidated Financial Statements for more information.

Non-Operating Income (Expenses)

Floorplan Interest Expense

Floorplan interest expense was $58.3 million in 2015, $53.3 million in 2014, and $53.4 million in 2013. The increase in floorplan interest expense of $5.0 million in 2015, as compared to 2014, is primarily the result of higher average vehicle floorplan balances. Floorplan interest expense in 2014 was relatively flat compared to 2013.

Other Interest Expense

Other interest expense was $90.9 million in 2015, $86.7 million in 2014, and $88.3 million in 2013. The increase in interest expense of $4.2 million in 2015, as compared to 2014, was primarily due to an increase of $8.3 million resulting from the September 2015 issuance of our 3.35% Senior Notes due 2021 and 4.5% Senior Notes due 2025. This increase was partially offset by decreases in interest expense of $3.3 million due to lower interest rates associated with our credit facility refinancing in December 2014 and our commercial paper program established in May 2015, and $0.6 million resulting from lower levels of debt outstanding during the year associated with our mortgage facility. Other interest expense in 2014 was relatively flat compared to 2013.

Loss on Debt Extinguishment

We expensed $1.6 million pre-tax in the fourth quarter of 2014 related to a debt refinancing transaction. This expense included $0.4 million for the write-off of previously deferred debt issuance costs.

Provision for Income Taxes

Income taxes are provided based upon our anticipated underlying annual blended federal and state income tax rates, adjusted, as necessary, for any other tax matters occurring during the period. As we operate in various states, our effective tax rate is also dependent upon our geographic revenue mix.

Our effective income tax rate was 38.6% in 2015. See Note 11 of the Notes to Consolidated Financial Statements for discussion of our unrecognized tax benefits. We do not expect that our unrecognized tax benefits will significantly increase or decrease during the twelve months beginning January 1, 2016.

Our effective income tax rate was 38.5% in 2014 and was 37.8% in 2013, which reflected the benefit of certain favorable tax adjustments. During 2013, we completed a restructuring of certain of our subsidiaries, a consequence of which was the release of a valuation allowance of $3.4 million, which was reflected as a benefit in our income tax provision in 2013.

Discontinued Operations

Discontinued operations are related to stores that were sold or terminated prior to January 1, 2014. Results from discontinued operations, net of income taxes, were primarily related to expected losses on real estate to be sold, as well as carrying costs for real estate we have not yet sold associated with stores that were closed prior to January 1, 2014.

Liquidity and Capital Resources

We manage our liquidity to ensure access to sufficient funding at acceptable costs to fund our ongoing operating requirements and future capital expenditures while continuing to meet our financial obligations. We believe that our cash and cash equivalents, funds generated through future operations, and amounts available under our revolving credit facility, commercial paper program, and secured used vehicle floorplan facilities will be sufficient to fund our working capital requirements, service our debt, pay our tax obligations and commitments and contingencies, and meet any seasonal operating requirements for the foreseeable future.

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Available Liquidity Resources

We had the following sources of liquidity available for the years ended December 31, 2015 and 2014:

(In millions)	December 31, 2015		December 31, 2014	
Cash and cash equivalents	$74.1		$75.4	
Revolving credit facility	$1,463.1	(1)	$644.4	(2)
Secured used floorplan facilities[3]	$127.1		$50.2	

(1) At December 31, 2015, the borrowing capacity under our revolving credit facility was $1,755.9 million, which was limited by the maximum consolidated leverage ratio contained in our credit agreement to $1,463.1 million. We use the revolving credit facility under our credit agreement as a liquidity backstop for borrowings under the commercial paper program. At December 31, 2015, we had $599.5 million of commercial paper notes outstanding, which in effect reduced the available liquidity under our revolving credit facility to $863.6 million. See "Long-Term Debt - Commercial Paper" for additional information.

(2) Based on aggregate borrowings outstanding of $1,110.0 million and outstanding letters of credit of $45.6 million at December 31, 2014.

(3) Based on the eligible used vehicle inventory that could have been pledged as collateral. See "Long-Term Debt – Vehicle Floorplan Payable" for additional information.

In the ordinary course of business, we are required to post performance and surety bonds, letters of credit, and/or cash deposits as financial guarantees of our performance relating to insurance matters. At December 31, 2015, surety bonds, letters of credit, and cash deposits totaled $98.9 million, including the $44.1 million of letters of credit issued under our revolving credit facility. We do not currently provide cash collateral for outstanding letters of credit.

In February 2014, we filed an automatic shelf registration statement with the SEC that enables us to offer for sale, from time to time and as the capital markets permit, an unspecified amount of common stock, preferred stock, debt securities, guarantees of debt securities, warrants, subscription rights, depositary shares or stock purchase contracts, as well as units that include any of those securities. During 2015, we issued the 3.35% Senior Notes due 2021 and the 4.5% Senior Notes due 2025 pursuant to this registration statement. See "Long-Term Debt - Senior Unsecured Notes" for additional information.

Capital Allocation

Our capital allocation strategy is focused on maximizing stockholder returns. We invest capital in our business to maintain and upgrade our existing facilities and to build new facilities, as well as for other strategic and technology initiatives. We also deploy capital opportunistically to repurchase our common stock and/or debt or to complete dealership acquisitions and/or build facilities for newly awarded franchises. Our capital allocation decisions will be based on factors such as the expected rate of return on our investment, the market price of our common stock versus our view of its intrinsic value, the market price of our debt, the potential impact on our capital structure, our ability to complete dealership acquisitions that meet our market and vehicle brand criteria and return on investment threshold, and limitations set forth in our debt agreements.

Share Repurchases

Our Board of Directors from time to time authorizes the repurchase of shares of our common stock up to a certain monetary limit. A summary of shares repurchased under our share repurchase program authorized by our Board of Directors follows:

(In millions, except per share data)	2015	2014	2013
Shares repurchased	3.9	9.4	1.1
Aggregate purchase price	$235.1	$485.1	$53.5
Average purchase price per share	$60.49	$51.59	$47.37

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In addition, from January 1, 2016 through February 8, 2016, we repurchased 3.6 million shares for an aggregate purchase price of $160.3 million (average purchase price per share of $44.79). As of February 8, 2016, $135.3 million remained available under our stock repurchase limit most recently authorized by our Board of Directors.

The decision to repurchase shares at any given point in time is based on such factors as the market price of our common stock versus our view of its intrinsic value, the potential impact on our capital structure (including compliance with our 3.75x maximum leverage ratio and other financial covenants in our debt agreements as well as our available liquidity), and the expected return on competing uses of capital such as dealership acquisitions, capital investments in our current businesses, or repurchases of our debt.

Capital Expenditures

The following table sets forth information regarding our capital expenditures over the past three years:

(In millions)	2015	2014	2013
Purchases of property and equipment, including operating lease buy-outs [1]	$266.9	$197.8	$207.2

[1] Includes accrued construction in progress and excludes property associated with capital leases entered into during the year.

Acquisitions and Divestitures

The following table sets forth information regarding cash used in business acquisitions, net of cash acquired, and cash received from business divestitures, net of cash relinquished, over the past three years:

(In millions)	2015	2014	2013
Cash received from (used in) business acquisitions, net[1]	$(321.5)	$(205.2)	$(87.9)
Cash received from (used in) business divestitures, net	$43.9	$41.4	$10.1

[1] Excludes capital leases.

We purchased 22 stores and related assets during 2015, which include Chrysler, Dodge, Jeep, Ram, Mercedes-Benz, Honda, Ford, Lincoln, Audi, Volkswagen, Hyundai, Subaru, Jaguar, Land Rover, Volvo, and Fiat franchises. We purchased five stores in 2014 and five stores in 2013.

During 2015, we divested three Import stores. In 2014, we divested two Import stores and our customer lead distribution business, which was reported in the “Corporate and other” category of our segment information. In 2013, we divested one Import store.

In February 2016, we purchased 12 stores and related assets located in Texas, which include Chrysler, Dodge, Jeep, Ram, Chevrolet, Hyundai, Mercedes-Benz, and Sprinter franchises.

Cash Dividends

We have not declared or paid any cash dividends on our common stock during our two most recent fiscal years. We do not currently anticipate paying cash dividends for the foreseeable future.

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Long-Term Debt

The following table sets forth our non-vehicle long-term debt as of December 31, 2015 and 2014:

(In millions)	2015	2014
6.75% Senior Notes due 2018	$397.9	$397.1
5.5% Senior Notes due 2020	350.0	350.0
3.35% Senior Notes due 2021	300.0	—
4.5% Senior Notes due 2025	448.5	—
Revolving credit facility due 2019	—	1,110.0
Mortgage facility[1]	175.7	185.5
Capital leases and other debt	95.0	85.8
	1,767.1	2,128.4
Less: current maturities	(13.4)	(25.0)
Long-term debt, net of current maturities	$1,753.7	$2,103.4

(1) The mortgage facility requires monthly principal and interest payments of $1.7 million based on a fixed amortization schedule with a balloon payment of $155.4 million due November 2017.

Senior Unsecured Notes

On September 21, 2015, we issued $300.0 million aggregate principal amount of 3.35% Senior Notes due 2021 (the "2021 Notes"). The 2021 Notes were sold at 99.998% of the aggregate principal amount. Interest on the 2021 Notes is payable on January 15 and July 15 of each year. These notes will mature on January 15, 2021. At December 31, 2015, we had outstanding $300.0 million of 2021 Notes, net of debt discount.

On September 21, 2015, we also issued $450.0 million aggregate principal amount of 4.5% Senior Notes due 2025 (the "2025 Notes"). The 2025 Notes were sold at 99.663% of the aggregate principal amount. Interest on the 2025 Notes is payable on April 1 and October 1 of each year. These notes will mature on October 1, 2025. At December 31, 2015, we had outstanding $448.5 million of 2025 Notes, net of debt discount.

The interest rate payable on the 2021 Notes and 2025 Notes is subject to adjustment upon the occurrence of certain credit rating events as provided in the indentures for these senior unsecured notes. Proceeds from the issuance of these senior unsecured notes were used to reduce borrowings under our revolving credit facility and for general corporate purposes. In connection with the issuance of the 2021 Notes and 2025 Notes, we incurred $6.4 million in debt issuance costs that will be amortized to interest expense over the terms of the related debt arrangements.

At December 31, 2015, we had outstanding $397.9 million of 6.75% Senior Notes due 2018, net of debt discount. Interest is payable on April 15 and October 15 of each year. These notes will mature on April 15, 2018.

At December 31, 2015, we had outstanding $350.0 million of 5.5% Senior Notes due 2020. Interest is payable on February 1 and August 1 of each year. These notes will mature on February 1, 2020.

Our senior unsecured notes are guaranteed by substantially all of our subsidiaries. The subsidiary guarantees for the 2021 Notes and the 2025 Notes may be released in certain circumstances as set forth in the indentures for such notes.

Credit Agreement

Under our credit agreement, we have a $1.8 billion revolving credit facility that matures on December 3, 2019. The credit agreement also contains an accordion feature that allows us, subject to credit availability and certain other conditions, to increase the amount of the revolving credit facility, together with any added term loans, by up to $500.0 million in the aggregate. As of December 31, 2015, we had no borrowings outstanding under the revolving credit facility. We have a $200.0 million letter of credit sublimit as part of our revolving credit facility. The amount available to be borrowed under the revolving credit facility is reduced on a dollar-for-dollar basis by the cumulative amount of any outstanding letters of credit, which was $44.1 million at December 31, 2015, leaving an additional borrowing capacity

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under the revolving credit facility of $1.8 billion at December 31, 2015. As of December 31, 2015, this borrowing capacity was limited under the maximum consolidated leverage ratio contained in our credit agreement to $1.5 billion. Funds borrowed under our credit agreement may be used to repay indebtedness, finance acquisitions, and for working capital, capital expenditures, share repurchases, and other general corporate purposes.

Our revolving credit facility provides for a commitment fee on undrawn amounts ranging from 0.175% to 0.25% and interest on borrowings at LIBOR or the base rate, in each case plus an applicable margin. The applicable margin ranges from 1.25% to 1.625% for LIBOR borrowings and 0.25% to 0.625% for base rate borrowings. The interest rate charged for our revolving credit facility is affected by our leverage ratio. For instance, an increase in our leverage ratio from greater than or equal to 2.0x but less than 3.25x to greater than or equal to 3.25x would result in a 12.5 basis point increase in the interest rate.

Borrowings under the credit agreement are guaranteed by substantially all of our subsidiaries.

Other Long-Term Debt

At December 31, 2015, we had $175.7 million outstanding under a mortgage facility with an automotive manufacturer's captive finance subsidiary that matures on November 30, 2017. The mortgage facility utilizes a fixed interest rate of 5.864% and is secured by 10-year mortgages on certain of our store properties. The mortgage facility requires monthly principal and interest payments of $1.7 million based on a fixed amortization schedule with a balloon payment of $155.4 million due November 2017. Repayment of the mortgage facility is subject to a prepayment penalty.

At December 31, 2015, we had capital lease and other debt obligations of $95.0 million, which are due at various dates through 2034.

Commercial Paper

On May 22, 2015, we established a commercial paper program pursuant to which we may issue short-term, unsecured commercial paper notes on a private placement basis up to a maximum aggregate amount outstanding at any time of $300.0 million. On August 4, 2015, we increased the maximum aggregate principal amount that may be outstanding at any time to $1.0 billion. The interest rate for the commercial paper notes varies based on duration and market conditions. The maturities of the commercial paper notes may vary, but may not exceed 397 days from the date of issuance. The commercial paper notes are guaranteed by substantially all of our subsidiaries. Proceeds from the issuance of commercial paper notes are used to repay borrowings under the revolving credit facility, to finance acquisitions and for working capital, capital expenditures, share repurchases and/or other general corporate purposes. We plan to use the revolving credit facility under our credit agreement as a liquidity backstop for borrowings under the commercial paper program. A downgrade in our credit ratings could negatively impact our ability to issue, or the interest rates for, commercial paper notes.

At December 31, 2015, we had $599.5 million of commercial paper notes outstanding with a weighted-average annual interest rate of 0.92% and a weighted-average remaining term of 20 days.

Restrictions and Covenants

Our credit agreement, the indentures for our senior unsecured notes, our vehicle floorplan facilities, and our mortgage facility contain customary financial and operating covenants that place restrictions on us, including our ability to incur additional indebtedness or prepay existing indebtedness, to create liens or other encumbrances, to sell (or otherwise dispose of) assets, and to merge or consolidate with other entities.

Under our credit agreement, we are required to remain in compliance with a maximum leverage ratio and maximum capitalization ratio. The leverage ratio is a contractually defined amount principally reflecting non-vehicle debt divided by a contractually defined measure of earnings with certain adjustments. The capitalization ratio is a contractually defined amount principally reflecting vehicle floorplan payable and non-vehicle debt divided by our total capitalization including vehicle floorplan payable. Under our credit agreement, the maximum leverage ratio is 3.75x and the maximum capitalization ratio is 70.0%. In calculating our leverage and capitalization ratios, we are not required to include letters of credit in the definition of debt (except to the extent of letters of credit in excess of $150.0 million). In addition, in calculating our capitalization ratio, we are permitted to add back to shareholders' equity all goodwill, franchise rights, and long-lived asset impairment charges subsequent to September 30, 2014 plus $1.53 billion. The specific terms of these

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covenants can be found in our credit agreement, which we filed with our Current Report on Form 8-K on December 4, 2014.

The indentures for our senior unsecured notes contain certain limited covenants, including limitations on liens and sale and leaseback transactions, but do not contain restricted payments covenants or debt incurrence restrictions. Our mortgage facility contains covenants regarding maximum cash flow leverage and minimum interest coverage.

Our failure to comply with the covenants contained in our debt agreements could result in the acceleration of all of our indebtedness. Our debt agreements have cross-default provisions that trigger a default in the event of an uncured default under other material indebtedness of AutoNation.

As of December 31, 2015, we were in compliance with the requirements of the financial covenants under our debt agreements. Under the terms of our credit agreement, at December 31, 2015, our leverage ratio and capitalization ratio were as follows:

	December 31, 2015	
	Requirement	Actual
Leverage ratio	≤ 3.75x	2.32x
Capitalization ratio	≤ 70.0%	61.0%

Both the leverage ratio and the capitalization ratio limit our ability to incur additional non-vehicle debt. The capitalization ratio also limits our ability to incur additional vehicle floorplan indebtedness and repurchase shares.

Vehicle Floorplan Payable

The components of vehicle floorplan payable are as follows:

	2015	2014
Vehicle floorplan payable - trade	$2,565.8	$2,090.7
Vehicle floorplan payable - non-trade	1,161.3	1,006.5
Vehicle floorplan payable	$3,727.1	$3,097.2

Vehicle floorplan payable-trade reflects amounts borrowed to finance the purchase of specific new vehicle inventories with manufacturers’ captive finance subsidiaries. Vehicle floorplan payable-non-trade represents amounts borrowed to finance the purchase of specific new and, to a lesser extent, used vehicle inventories with non-trade lenders, as well as amounts borrowed under our secured used vehicle floorplan facilities. Financing decisions for our used vehicle inventories are dependent on a combination of factors, such as liquidity needs and pricing considerations, among others.

At December 31, 2015, the aggregate capacity under our used vehicle floorplan facilities was $350.0 million. As of that date, $212.5 million had been borrowed under those facilities, and the remaining borrowing capacity of $137.5 million was limited to $127.1 million based on the eligible used vehicle inventory that could have been pledged as collateral.

At December 31, 2014, the aggregate capacity under our used vehicle floorplan facilities was $315.0 million. As of that date, $236.0 million had been borrowed under those facilities, and the remaining borrowing capacity of $79.0 million was limited to $50.2 million based on the eligible used vehicle inventory that could have been pledged as collateral.

All the vehicle floorplan facilities utilize LIBOR-based interest rates. Vehicle floorplan facilities are due on demand, but in the case of new vehicle inventories, are generally paid within several business days after the related vehicles are sold. Our manufacturer agreements generally allow the manufacturer to draft against the new vehicle floorplan facilities so the lender directly funds the manufacturer for the purchase of new vehicle inventory. Vehicle floorplan facilities are primarily collateralized by vehicle inventories and related receivables.

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Cash Flows

The following table summarizes the changes in our cash provided by (used in) operating, investing, and financing activities:

	Years Ended December 31,		
(In millions)	2015	2014	2013
Net cash provided by operating activities	$507.2	$485.1	$484.1
Net cash used in investing activities	$(509.4)	$(376.0)	$(257.8)
Net cash provided by (used in) financing activities	$0.9	$(102.9)	$(226.8)

Cash Flows from Operating Activities

Our primary sources of operating cash flows are collections from contracts-in-transit and customers following the sale of vehicles, collections from customers for the sale of parts and services and finance and insurance products, and proceeds from vehicle floorplan payable-trade. Our primary uses of cash from operating activities are repayments of vehicle floorplan payable-trade, purchases of parts inventory, personnel-related expenditures, and payments related to taxes and leased properties.

2015 compared to 2014

Net cash provided by operating activities increased during 2015, as compared to 2014, and was primarily due to a decrease in working capital requirements and an increase in earnings.

2014 compared to 2013

Net cash provided by operating activities was relatively flat during 2014, as compared to 2013, and was impacted by an increase in working capital and higher earnings.

During 2014, we paid $7.2 million in connection with refinancing our indebtedness. Cash flows from operating activities reflect $1.2 million of these cash payments that we charged to expense related to this refinancing transaction. In addition, we charged to expense $0.4 million of previously deferred debt issuance costs. Cash flows from financing activities, discussed below, reflect $6.0 million of debt issuance costs that are being amortized to interest expense over the term of our credit agreement.

Cash Flows from Investing Activities

Net cash flows from investing activities consist primarily of cash used in capital additions, activity from business acquisitions, business divestitures, property dispositions, and other transactions.

We will make facility and infrastructure upgrades and improvements from time to time as we identify projects that are required to maintain our current business or that we expect to provide us with acceptable rates of return.

2015 compared to 2014

Net cash used in investing activities increased during 2015, as compared to 2014, primarily due to an increase in cash used in business acquisitions, net of cash acquired, an increase in property and equipment purchases, partially offset by an increase in proceeds from the sale of property and equipment.

2014 compared to 2013

Net cash used in investing activities increased during 2014, as compared to 2013, primarily due to an increase in cash used in business acquisitions, net of cash acquired, an increase in property and equipment purchases, and a decrease in proceeds from the disposal of assets held for sale, partially offset by a decrease in property operating lease buy-outs and an increase in cash received from business divestitures, net of cash relinquished.

Cash Flows from Financing Activities

Net cash flows from financing activities primarily include repurchases of common stock, debt activity, changes in vehicle floorplan payable-non-trade, and proceeds from stock option exercises.

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2015 compared to 2014

Under our share repurchase program authorized by our Board of Directors, during 2015, we repurchased 3.9 million shares of common stock for an aggregate purchase price of $235.1 million (average purchase price per share of $60.49). Additionally, 36,712 shares were surrendered to AutoNation in 2015 to satisfy tax withholding obligations in connection with the vesting of restricted stock. During 2014, we repurchased 9.4 million shares of our common stock for an aggregate purchase price of $485.1 million (average purchase price per share of $51.59). Additionally, 46,752 shares were surrendered to AutoNation in 2014 to satisfy tax withholding obligations in connection with the vesting of restricted stock.

During 2015, we issued $300.0 million aggregate principal amount of 3.35% Senior Notes due 2021 and $450.0 million aggregate principal amount of 4.5% Senior Notes due 2025. The 2021 Notes were sold at 99.998% of the aggregate principal amount. The 2025 Notes were sold at 99.663% of the aggregate principal amount. See “Long-Term Debt - Senior Unsecured Notes” above for additional information regarding our 2021 Notes and 2025 Notes. Cash flows from financing activities in 2015 reflect cash payments of $6.4 million for debt issuance costs that are being amortized to interest expense over the terms of the related debt arrangements.

During 2015, we borrowed $1.4 billion and repaid $2.5 billion under our revolving credit facility, for net repayments of $1.1 billion. During 2015, we also established a commercial paper program pursuant to which we may issue short-term, unsecured commercial paper notes on a private placement basis up to a maximum aggregate amount outstanding at any time of $1.0 billion. Cash flows from financing activities include changes in commercial paper notes outstanding totaling net proceeds of $599.5 million during 2015.

During 2014, we amended and restated our existing unsecured credit agreement and replaced our $500.0 million term loan facility and $1.2 billion revolving credit facility with a $1.8 billion revolving credit facility. The indebtedness outstanding under the prior credit agreement was paid off with proceeds from our amended credit agreement. We also paid $6.0 million in connection with refinancing our indebtedness. These debt issuance costs are reflected in cash flows from financing activities in 2014 and are being amortized to interest expense over the term of our credit agreement. During 2014, we borrowed $2.8 billion and repaid $2.0 billion under our revolving credit facilities, for net borrowings of $810.0 million.

We made payments of capital lease and other debt obligations of $18.2 million during 2015 and $24.7 million during 2014.

Cash flows from financing activities include changes in vehicle floorplan payable-non-trade totaling net repayments of $13.3 million during 2015 compared to net proceeds of $61.6 million in 2014.

During 2015, cash flows from financing activities were also impacted by a decrease in proceeds from the exercise of stock options as compared to 2014.

2014 compared to 2013

Net cash used in financing activities decreased during 2014, as compared to 2013, primarily due to the net impact of the debt activity that occurred in 2014, described above, partially offset by an increase in repurchases of common stock.

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Contractual Payment Obligations

The following table summarizes our payment obligations under certain contracts at December 31, 2015. The amounts presented are based upon, among other things, the terms of any relevant agreements. Future events that may occur related to the following payment obligations could cause actual payments to differ significantly from these amounts.

	Payments Due by Period				
(In millions)	Total	Less Than 1 Year (2016)	1 - 3 Years (2017 and 2018)	3 - 5 Years (2019 and 2020)	More Than 5 Years (2021 and thereafter)
Vehicle floorplan payable (Note 3)[1]	$3,727.1	$3,727.1	$—	$—	$—
Long-term debt, including capital leases (Note 7)[1][2]	1,767.1	13.4	579.7	394.7	779.3
Commercial paper (Note 7)[1]	599.5	599.5	—	—	—
Interest payments[3]	450.9	89.6	155.0	94.1	112.2
Operating lease and other commitments (Note 8)[1][4]	401.5	45.9	78.5	66.8	210.3
Unrecognized tax benefits, net (Note 11)[1]	7.1	—	2.7	4.4	—
Deferred compensation obligations[5]	64.6	5.4	—	—	59.2
Estimated chargeback liability (Note 18)[1][6]	97.3	56.2	36.7	4.3	0.1
Estimated self-insurance obligations (Note 6)[1][7]	74.8	27.2	25.1	11.4	11.1
Purchase obligations[8]	467.6	428.1	37.1	0.8	1.6
Total	$7,657.5	$4,992.4	$914.8	$576.5	$1,173.8

(1) See Notes to Consolidated Financial Statements.

(2) Amounts for long-term debt obligations exclude $3.6 million of unamortized debt discounts related to our 6.75% Senior Notes due 2018, 3.35% Senior Notes due 2021, and 4.5% Senior Notes due 2025.

(3) Primarily represents scheduled fixed interest payments on our outstanding senior unsecured notes, mortgage facility, and capital leases. Estimates of future interest payments for vehicle floorplan payables and other variable rate debt are excluded.

(4) Amounts for operating lease commitments do not include certain operating expenses such as maintenance, insurance, and real estate taxes. In 2015, these charges totaled approximately $26 million. Additionally, operating leases that are on a month-to-month basis are not included.

(5) Due to uncertainty regarding timing of payments expected beyond one year, long-term obligations for deferred compensation arrangements have been classified in the “More Than 5 Years” column.

(6) Our estimated chargeback obligations do not have scheduled maturities, however, the timing of future payments is estimated based on historical patterns.

(7) Our estimated self-insurance obligations are based on management estimates and actuarial calculations. Although these obligations do not have scheduled maturities, the timing of future payments is estimated based on historical patterns.

(8) Primarily represents acquisition-related commitments, as well as purchase orders and contracts in connection with information technology and communication systems and real estate construction projects.

We expect that the amounts above will be funded through cash flows from operations or borrowings under our commercial paper program or credit agreement. In the case of payments due upon the maturity of our debt instruments, we currently expect to be able to refinance such instruments in the normal course of business.

In the ordinary course of business, we are required to post performance and surety bonds, letters of credit, and/or cash deposits as financial guarantees of our performance. At December 31, 2015, surety bonds, letters of credit, and cash deposits totaled $98.9 million, of which $44.1 million represented letters of credit. We do not currently provide cash collateral for outstanding letters of credit. We have negotiated a letter of credit sublimit as part of our revolving credit

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facility. The amount available to be borrowed under this revolving credit facility is reduced on a dollar-for-dollar basis by the cumulative amount of any outstanding letters of credit.

As further discussed in Note 11 of the Notes to Consolidated Financial Statements, there are various tax matters where the ultimate resolution may result in us owing additional tax payments.

Off-Balance Sheet Arrangements

As of December 31, 2015, we did not have any significant off-balance sheet arrangements, as defined in Item 303(a)(4)(ii) of SEC Regulation S-K.

Forward-Looking Statements

Our business, financial condition, results of operations, cash flows, and prospects, and the prevailing market price and performance of our common stock may be adversely affected by a number of factors, including the matters discussed below. Certain statements and information set forth in this Annual Report on Form 10-K, including without limitation statements regarding our strategic initiatives and expectations for the future performance of our franchises and the automotive retail industry, as well as other written or oral statements made from time to time by us or by our authorized executive officers on our behalf, constitute “forward-looking statements” within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended. All statements other than statements of historical fact, including statements that describe our objectives, plans or goals are, or may be deemed to be, forward-looking statements. Words such as “anticipate,” “expect,” “intend,” “goal,” “plan,” “believe,” “continue,” “may,” “will,” and variations of such words and similar expressions are intended to identify such forward-looking statements. Our forward-looking statements reflect our current expectations concerning future results and events, and they involve known and unknown risks, uncertainties and other factors that are difficult to predict and may cause our actual results, performance, or achievements to be materially different from any future results, performance, or achievements expressed or implied by these statements. These forward-looking statements speak only as of the date of this report, and we undertake no obligation to revise or update these statements to reflect subsequent events or circumstances. The risks, uncertainties, and other factors that our stockholders and prospective investors should consider include, but are not limited to, the following:

- The automotive retail industry is sensitive to changing economic conditions and various other factors. Our business and results of operations are substantially dependent on new vehicle sales levels in the United States and in our particular geographic markets and the level of gross profit margins that we can achieve on our sales of new vehicles, all of which are very difficult to predict.
- Our new vehicle sales are impacted by the incentive, marketing, and other programs of vehicle manufacturers.
- We are dependent upon the success and continued financial viability of the vehicle manufacturers and distributors with which we hold franchises.
- If we are not able to maintain and enhance our retail brands and reputation or to attract consumers to our own digital channels, or if events occur that damage our retail brands, reputation, or sales channels, our business and financial results may be harmed.
- New laws, regulations, or governmental policies regarding fuel economy and greenhouse gas emission standards, or changes to existing standards, may affect vehicle manufacturers’ ability to produce cost-effective vehicles or vehicles that consumers demand, which could adversely impact our business, results of operations, financial condition, cash flow, and prospects.
- Natural disasters and adverse weather events can disrupt our business.
- We are subject to restrictions imposed by, and significant influence from, vehicle manufacturers that may adversely impact our business, financial condition, results of operations, cash flows, and prospects, including our ability to acquire additional stores.
- We are subject to numerous legal and administrative proceedings, which, if the outcomes are adverse to us, could materially adversely affect our business, results of operations, financial condition, cash flows, and prospects.

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- Our operations are subject to extensive governmental laws and regulations. If we are found to be in purported violation of or subject to liabilities under any of these laws or regulations, or if new laws or regulations are enacted that adversely affect our operations, our business, operating results, and prospects could suffer.
- A failure of our information systems or any security breach or unauthorized disclosure of confidential information could have a material adverse effect on our business.
- Our debt agreements contain certain financial ratios and other restrictions on our ability to conduct our business, and our substantial indebtedness could adversely affect our financial condition and operations and prevent us from fulfilling our debt service obligations.
- We are subject to interest rate risk in connection with our vehicle floorplan payables, revolving credit facility, and commercial paper program that could have a material adverse effect on our profitability.
- Goodwill and other intangible assets comprise a significant portion of our total assets. We must test our goodwill and other intangible assets for impairment at least annually, which could result in a material, non-cash write-down of goodwill or franchise rights and could have a material adverse impact on our results of operations and shareholders' equity.
- Our largest stockholders, as a result of their ownership stakes in us, may have the ability to exert substantial influence over actions to be taken or approved by our stockholders or Board of Directors. In addition, future share repurchases and fluctuations in the levels of ownership of our largest stockholders could impact the volume of trading, liquidity, and market price of our common stock.

Additional Information

Investors and others should note that we announce material financial information using our company website (www.autonation.com), our investor relations website (investors.autonation.com), SEC filings, press releases, public conference calls and webcasts. Information about AutoNation, its business, and its results of operations may also be announced by posts on the following social media channels:

- AutoNation's Twitter feed (www.twitter.com/autonation)
- Mike Jackson's Twitter feed (www.twitter.com/CEOMikeJackson)
- AutoNation's Facebook page (www.facebook.com/autonation)
- Mike Jackson's Facebook page (www.facebook.com/CEOMikeJackson)

The information that we post on these social media channels could be deemed to be material information. As a result, we encourage investors, the media, and others interested in AutoNation to review the information that we post on these social media channels. These channels may be updated from time to time on AutoNation's investor relations website. The information on or accessible through our websites and social media channels is not incorporated by reference in this Annual Report on Form 10-K.

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ITEM 7A. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

Interest Rate Risk

Our primary market risk exposure is increasing LIBOR-based interest rates. Interest rate derivatives may be used to hedge a portion of our variable rate debt, when appropriate, based on market conditions.

We had $3.7 billion of variable rate vehicle floorplan payable at December 31, 2015, and $3.1 billion at December 31, 2014. Based on these amounts, a 100 basis point change in interest rates would result in an approximate change of $37.3 million in 2015 and $31.0 million in 2014 to our annual floorplan interest expense. Our exposure to changes in interest rates with respect to total vehicle floorplan payable is partially mitigated by manufacturers' floorplan assistance, which in some cases is based on variable interest rates.

We had $599.5 million of commercial paper notes outstanding at December 31, 2015. Based on the amounts outstanding, a 100 basis point change in interest rates would result in an approximate change to our annual interest expense of $6.0 million in 2015.

We had no other variable rate debt outstanding at December 31, 2015 and $1.1 billion at December 31, 2014. Based on the amounts outstanding at year-end, a 100 basis point change in interest rates would result in an approximate change to our annual interest expense of $11.1 million in 2014.

Our fixed rate long-term debt, consisting of amounts outstanding under senior unsecured notes, mortgages, and capital lease and other debt obligations, totaled $1.8 billion and had a fair value of $1.9 billion as of December 31, 2015, and totaled $1.0 billion and had a fair value of $1.1 billion as of December 31, 2014.

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