

Edgar Filing: AUTONATION INC /FL - Form SC 13D/A

AUTONATION INC /FL
Form SC 13D/A
April 20, 2006

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

SCHEDULE 13D
Under the Securities Exchange Act of 1934
(Amendment No. 9)*

AutoNation, Inc.

(Name of Issuer)

Common Stock, par value \$0.01 par share

(Title of Class of Securities)

05329W102

(CUSIP Number)

John G. Finley, Esq.
Simpson Thacher & Bartlett LLP
425 Lexington Avenue
New York, New York 10017
(212) 455-2000

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

April 19, 2006

(Date of Event which Requires Filing of this Statement)

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

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

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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CUSIP No. 05329W102

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

ESL Partners, L.P., a Delaware limited partnership

IRS IDENTIFICATION NO.: 22-2875193

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) X
(b) []

3 SEC USE ONLY

4 SOURCE OF FUNDS

N/A

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED
PURSUANT TO ITEMS 2(d) OR 2(e) []

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

	7	SOLE VOTING POWER
NUMBER OF		
SHARES		37,230,401
BENEFICIALLY	8	SHARED VOTING POWER
OWNED BY		0
EACH	9	SOLE DISPOSITIVE POWER
REPORTING		
PERSON		37,230,401
WITH	10	SHARED DISPOSITIVE POWER
		0

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

56,967,956

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

 []

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

26.7%

14 TYPE OF REPORTING PERSON

PN

CUSIP No. 05329W102

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

ESL Institutional Partners, L.P., a Delaware limited partnership

IRS IDENTIFICATION NO.: 06-1456821

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) X
(b) []

3 SEC USE ONLY

4 SOURCE OF FUNDS

N/A

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED
PURSUANT TO ITEMS 2(d) OR 2(e)

[]

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

7 SOLE VOTING POWER

NUMBER OF

251,894

SHARES

BENEFICIALLY

8 SHARED VOTING POWER

OWNED BY

0

EACH

REPORTING

9 SOLE DISPOSITIVE POWER

251,894

PERSON

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10 SHARED DISPOSITIVE POWER
WITH

0

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

56,967,956

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

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

26.7%

14 TYPE OF REPORTING PERSON

PN

CUSIP No. 05329W102

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

ESL Investors, L.L.C., a Delaware limited liability company

IRS IDENTIFICATION NO.: 13-4095958

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) X

(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

N/A

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED
PURSUANT TO ITEMS 2(d) OR 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

7 SOLE VOTING POWER

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NUMBER OF
SHARES 12,528,441

BENEFICIALLY OWNED BY EACH REPORTING PERSON

8 SHARED VOTING POWER

0

9 SOLE DISPOSITIVE POWER

12,528,441

10 SHARED DISPOSITIVE POWER

0

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

56,967,956

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

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

26.7%

14 TYPE OF REPORTING PERSON

OO

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

ESL Investments, Inc., a Delaware corporation

IRS IDENTIFICATION NO.:

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) X
(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

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N/A

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED
PURSUANT TO ITEMS 2 (d) OR 2 (e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

	7	SOLE VOTING POWER
NUMBER OF		
SHARES		56,634,818
	8	SHARED VOTING POWER
BENEFICIALLY		
OWNED BY		0
	9	SOLE DISPOSITIVE POWER
EACH		
REPORTING		56,634,818
PERSON	10	SHARED DISPOSITIVE POWER
WITH		
		0

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

56,967,956

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

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

26.7%

14 TYPE OF REPORTING PERSON

CO

CUSIP No. 05329W102

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

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CBL Partners, L.P., a Delaware limited partnership

IRS IDENTIFICATION NO.: 06-1526810

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) X
(b) []

3 SEC USE ONLY

4 SOURCE OF FUNDS

N/A

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED
PURSUANT TO ITEMS 2(d) OR 2(e) []

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

7 SOLE VOTING POWER

NUMBER OF
SHARES 6,489,980

8 SHARED VOTING POWER

BENEFICIALLY OWNED BY
EACH 0

9 SOLE DISPOSITIVE POWER

REPORTING PERSON 6,489,980

10 SHARED DISPOSITIVE POWER

WITH 0

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

56,967,956

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

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

26.7%

14 TYPE OF REPORTING PERSON

PN

CUSIP No. 05329W102

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1	NAME OF REPORTING PERSON		
	S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON		
	Tynan, LLC, a Delaware limited liability company		
	IRS IDENTIFICATION NO.		
<hr/>			
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP	(a) <input checked="" type="checkbox"/>	(b) <input type="checkbox"/>
<hr/>			
3	SEC USE ONLY		
<hr/>			
4	SOURCE OF FUNDS		
	N/A		
<hr/>			
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)	<input type="checkbox"/>	
<hr/>			
6	CITIZENSHIP OR PLACE OF ORGANIZATION		
	Delaware		
<hr/>			
	7	SOLE VOTING POWER	
	NUMBER OF	2,735	
	SHARES		
BENEFICIALLY	8	SHARED VOTING POWER	
	OWNED BY	0	
	EACH		
REPORTING	9	SOLE DISPOSITIVE POWER	
	PERSON	2,735	
WITH	10	SHARED DISPOSITIVE POWER	
		0	
<hr/>			
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON		
	56,967,956		

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

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

26.7%

14 TYPE OF REPORTING PERSON

OO

CUSIP No. 05329W102

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1 NAME OF REPORTING PERSON

S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

ESL Investment Management, LLC, a Delaware limited liability company

IRS IDENTIFICATION NO.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

N/A

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED

PURSUANT TO ITEMS 2(d) OR 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

7 SOLE VOTING POWER

NUMBER OF

70,403

SHARES

8 SHARED VOTING POWER

BENEFICIALLY

OWNED BY

0

EACH

9 SOLE DISPOSITIVE POWER

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REPORTING
PERSON 70,403
WITH 10 SHARED DISPOSITIVE POWER
0

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
56,967,956

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

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
26.7%

14 TYPE OF REPORTING PERSON
OO

CUSIP No. 05329W102

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1 NAME OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON
RBS Partners, L.P., a Delaware limited partnership
IRS IDENTIFICATION NO.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP
(a) X
(b) []

3 SEC USE ONLY

4 SOURCE OF FUNDS
N/A

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED
PURSUANT TO ITEMS 2(d) OR 2(e) []

6 CITIZENSHIP OR PLACE OF ORGANIZATION

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Delaware

	7	SOLE VOTING POWER
NUMBER OF		
SHARES	49,758,842	
	8	SHARED VOTING POWER
BENEFICIALLY		
OWNED BY	0	
	9	SOLE DISPOSITIVE POWER
EACH		
REPORTING	49,758,842	
PERSON		
WITH	10	SHARED DISPOSITIVE POWER
	0	

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

56,967,956

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

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

26.7%

14 TYPE OF REPORTING PERSON

PN

CUSIP No. 05329W102

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

RBS Investment Management, LLC, a Delaware limited liability company

IRS IDENTIFICATION NO.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) X
(b)

3 SEC USE ONLY

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4 SOURCE OF FUNDS
N/A

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED
PURSUANT TO ITEMS 2(d) OR 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION
Delaware

7 SOLE VOTING POWER
NUMBER OF
SHARES 251,894

8 SHARED VOTING POWER
BENEFICIALLY OWNED BY
EACH REPORTING PERSON 0

9 SOLE DISPOSITIVE POWER
251,894

10 SHARED DISPOSITIVE POWER
WITH 0

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
56,967,956

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

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
26.7%

14 TYPE OF REPORTING PERSON
OO

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

Edward S. Lampert

IRS IDENTIFICATION NO.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) X
(b) []

3 SEC USE ONLY

4 SOURCE OF FUNDS

N/A

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED
PURSUANT TO ITEMS 2(d) OR 2(e) []

6 CITIZENSHIP OR PLACE OF ORGANIZATION

United States

	7	SOLE VOTING POWER
NUMBER OF		
SHARES		56,835,221
BENEFICIALLY	8	SHARED VOTING POWER
OWNED BY		0
EACH	9	SOLE DISPOSITIVE POWER
REPORTING		
PERSON		56,835,221
WITH	10	SHARED DISPOSITIVE POWER
		0

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

56,967,956

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

 []

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

26.7%

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14 TYPE OF REPORTING PERSON

IN

CUSIP No. 05329W102

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

William C. Crowley

IRS IDENTIFICATION NO.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) X
(b) []

3 SEC USE ONLY

4 SOURCE OF FUNDS

N/A

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED
PURSUANT TO ITEMS 2(d) OR 2(e)

[]

6 CITIZENSHIP OR PLACE OF ORGANIZATION

United States

7 SOLE VOTING POWER

NUMBER OF

132,735

SHARES

8 SHARED VOTING POWER

BENEFICIALLY

OWNED BY

0

EACH

9 SOLE DISPOSITIVE POWER

REPORTING

132,735

PERSON

10 SHARED DISPOSITIVE POWER

WITH

0

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

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56,967,956

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

[_]

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

26.7%

14 TYPE OF REPORTING PERSON

IN

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This Amendment No. 9 to Schedule 13D (this "Amendment") relates to shares of common stock, par value \$0.01 per share (the "Shares") of AutoNation, Inc. (the "Issuer"). This Amendment No. 9 supplementally amends the statement on Schedule 13D, as amended, filed by a group consisting of ESL Partners, L.P., a Delaware limited partnership ("ESL"), ESL Institutional Partners, L.P., a Delaware limited partnership ("Institutional"), ESL Investors, L.L.C., a Delaware limited liability company ("Investors"), ESL Investments, Inc. ("Investments"), CBL Partners, L.P., a Delaware limited partnership ("CBL"), Tynan, LLC ("Tynan"), ESL Investment Management, LLC, a Delaware limited liability company ("ESLIM"), Edward S. Lampert and William C. Crowley, both United States citizens, by furnishing the information set forth below. The Filing Persons are filing this Amendment No. 9 to report that the number of Shares that they may be deemed to beneficially own has decreased by an amount greater than one percent of the outstanding Shares of the Issuer. This Amendment also adds RBS Partners, L.P. a Delaware limited partnership ("RBS"), and RBS Investment Management, LLC, a Delaware limited liability company ("RBSIM"), as Filing Persons. ESL, Institutional, Investors, Investments, CBL, Tynan, ESLIM, RBS, RBSIM, Mr. Lampert and Mr. Crowley are collectively defined in this Amendment as the "Filing Persons." Unless set forth below, all previous Items are unchanged. Capitalized terms used herein which are not defined herein have the meanings given to them in the Schedule 13D, as amended, previously filed with the Securities and Exchange Commission.

Item 2. Identity and Background

Item 2 is hereby amended and restated in its entirety to read as follows:

(a) This Schedule 13D is being filed by a group consisting of the Filing Persons. Attached as Schedule I hereto and incorporated herein by reference is a list containing the (a) name, (b) citizenship, (c) present principal occupation or employment and (d) the name, principal business address of any corporation or other organization in which such employment is conducted, of each director and executive officer of Investments (the "ESL Investments Directors and Officers"). Other than the ESL Investments Directors and Officers, there are no persons or corporations controlling or ultimately in control of Investments.

(b) The principal place of business of each of the Filing Persons is 200 Greenwich Avenue, Greenwich, CT 06830.

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(c) This Statement is filed on behalf of ESL, Institutional, Investors, Investments, CBL, Tynan, ESLIM, RBS, RBSIM, Mr. Lampert and Mr. Crowley. RBS is general partner of ESL and the managing member of Investors. RBSIM is the general partner of Institutional. Investments is the general partner of RBS and CBL and the manager of RBSIM. Mr. Lampert is the Chairman, Chief Executive Officer and Director of Investments and the managing member of ESLIM. Mr. Crowley is the President and Chief Operating Officer of Investments and the sole member of Tynan. Mr. Lampert and Mr. Crowley were appointed to the Board of Directors of the Issuer on January 29, 2002. In the aforementioned capacities, ESL, Institutional, Investors, Investments, CBL, Tynan, ESLIM, RBS, RBSIM, Mr. Lampert and Mr. Crowley each may be deemed to be the beneficial owner of the Shares reported herein.

The principal business of ESL, Institutional, Investors, CBL, Tynan and ESLIM is purchasing, holding and selling securities for investment purposes. The principal business of RBS is serving as the general partner of ESL and the managing member of Investors. The principal business of RBSIM is serving as the general partner of Institutional. The principal business of Investments is serving as the general partner of RBS and CBL and the manager of RBSIM. Mr. Lampert's principal business is serving as the Chairman, Chief Executive Officer and Director of Investments and the managing member of ESLIM. Mr. Crowley's principal business is serving as the President and Chief Operating Officer of Investments and the sole member of Tynan.

(d)-(e) During the past five years, none of the foregoing entities or natural persons has been convicted in a criminal proceeding or been a party to a civil proceeding, in either case of the type specified in Items 2(d) or (e) of Schedule 13D.

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(f) ESL, Institutional, Investors, Investments, CBL, Tynan, ESLIM, RBS and RBSIM are organized in Delaware, and Mr. Lampert and Mr. Crowley are citizens of the United States.

Item 4. Purpose of Transaction

Item 4 is hereby supplemented as follows:

As stated in Amendment No. 8 to this Schedule 13D, the Issuer on March 7, 2006 announced a recapitalization transaction, which included a cash tender offer (the "Equity Tender Offer") to purchase up to 50,000,000 Shares of the Issuer's common stock. On March 6, 2006, the Filing Persons agreed to tender all 77,061,800 Shares that they had a right to tender into the Equity Tender Offer. Because more than 50,000,000 Shares were tendered in the Equity Tender Offer, the Issuer applied a proration factor of approximately 26.412% to determine the number of tendered Shares it would purchase. On April 19, 2006, the depositary for the Equity Tender Offer notified the Filing Persons that the Issuer had accepted 20,353,844 of the Shares tendered by the Filing Persons in the Equity Tender Offer and would pay the Filing Persons \$23.00 per Share, for an aggregate purchase price of \$468,138,411 for the 20,353,844 Shares sold by the Filing Persons to the Issuer in the Equity Tender Offer. Of such aggregate number of Shares sold by the Filing Persons to the Issuer in the Equity Tender Offer, 13,362,883 were sold by ESL, 90,411 Shares were sold by Institutional, 4,496,756 Shares were sold by Investors, 48,133 Shares were sold by Investments, 2,329,409 Shares were sold by CBL, 982 Shares were sold by Tynan and 25,270 Shares were sold by ESLIM.

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The Filing Persons intend to dispose of approximately 6.8 million additional Shares through sales and/or distributions to their partners within the next 12 months. The purpose of these additional sales and/or distributions is to ensure that the sale by the Filing Persons of Shares to the Issuer in the Equity Tender Offer will be treated as a "sale or exchange" rather than a distribution. Under applicable IRS "safe harbor" rules, the sale by the Filing Persons of Shares to the Issuer in the Equity Tender Offer will be treated as a "sale or exchange" if the percentage of Shares owned by the Filing Persons following the sale of Shares pursuant to the Equity Tender Offer, and giving effect to any additional sales referred to above, is less than 80% of the percentage of the Shares owned by the Filing Persons before the sale of Shares pursuant to the Equity Tender Offer. The sale of approximately 6.8 million additional Shares by the Filing Persons would allow them to reach this 80% threshold. If the sale of Shares pursuant to the Equity Tender Offer is treated as a "sale or exchange," then any gain the Filing Persons realize on the sale will be taxable as capital gain. If the sale were treated as a distribution, the proceeds would be taxable as a dividend. If the Filing Persons do not sell sufficient Shares to reach the 80% safe harbor threshold, a facts and circumstances analysis will determine whether the sale in the Equity Tender Offer would be characterized as a "sale or exchange." This intent of the Filing Persons is subject to change or modification at any time depending on a variety of factors including, without limitation: current and anticipated future trading prices of the Shares; the financial condition, results of operations, and prospects of the Issuer; general economic, financial market, and industry conditions; other investment and business opportunities available to the Filing Persons; general stock market and economic conditions; tax considerations for the Filing Persons and their partners; and other factors.

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Item 5. Interest in Securities of the Issuer

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

(a)-(b) The Filing Persons may be deemed to beneficially own an aggregate of 56,967,956 Shares (approximately 26.7% of the outstanding Shares assuming 212,705,497 Shares were outstanding on April 20, 2006).

REPORTING PERSON	NUMBER OF SHARES BENEFICIALLY OWNED	PERCENTAGE OF OUTSTANDING SHARES	SOLE VOTING POWER	SHARED VOTING POWER	SOLE DISPOSITI POWER
ESL Partners, L.P.	56,967,956 (1)	26.7%	37,230,401	0	37,230,4
ESL Institutional Partners, L.P.	56,967,956 (1)	26.7%	251,894	0	251,8
ESL Investors, L.L.C.	56,967,956 (1)	26.7%	12,528,441	0	12,528,4
ESL Investments,	56,967,956 (1)	26.7%	56,634,818 (2)	0	56,634,8

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Inc.

CBL Partners, L.P.	56,967,956 (1)	26.7%	6,489,980	0	6,489,980
Tynan, LLC	56,967,956 (1)	26.7%	2,735	0	2,735
ESL Investment Management, LLC	56,967,956 (1)	26.7%	70,403	0	70,403
RBS Partners, L.P.	56,967,956 (1)	26.7%	49,758,842 (3)	0	49,758,842
RBS Investment Management, LLC	56,967,956 (1)	26.7%	251,894 (4)	0	251,894
Edward S. Lampert	56,967,956 (1)	26.7%	56,835,221 (5)	0	56,835,221
William C. Crowley	56,967,956 (1)	26.7%	132,735 (6)	0	132,735

(1) This number consists of 37,230,401 Shares held for the account of ESL, 251,894 Shares held for the account of Institutional, 12,528,441 Shares held for the account of Investors, 134,102 Shares held for the account of Investments, 6,489,980 Shares held for the account of CBL, 2,735 Shares held for the account of Tynan, 70,403 Shares held for the account of ESLIM, 130,000 Shares issuable upon the exercise of director stock options held for the account of Mr. Lampert and 130,000 Shares issuable upon the exercise of director stock options held for the account of Mr. Crowley.

(2) This number consists of 37,230,401 Shares held for the account of ESL, 251,894 Shares held for the account of Institutional, 12,528,441 Shares held for the account of Investors, 134,102 Shares held for the account of Investments and 6,489,980 Shares held for the account of CBL.

(3) This number consists of 37,230,401 Shares held for the account of ESL and 12,528,441 Shares held for the account of Investors.

(4) This number consists of 251,894 Shares held for the account of Institutional.

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(5) This number consists of 37,230,401 Shares held for the account of ESL, 251,894 Shares held for the account of Institutional, 12,528,441 Shares held for the account of Investors, 134,102 Shares held for the account of Investments, 6,489,980 Shares held for the account of CBL, 70,403 Shares held for the account of ESLIM and 130,000 Shares issuable upon the exercise of director stock options held for the account of Mr. Lampert.

(6) This number consists of 2,735 Shares held for the account of Tynan and 130,000 Shares issuable upon the exercise of director stock options held for the account of Mr. Crowley.

(c) Other than the Shares sold in the Equity Tender Offer as described in Item 4 hereof, there have been no transactions in Shares by any of the Filing Persons during the past 60 days.

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(d) Not applicable.

(e) Not applicable.

Item 7. Material to Be Filed as Exhibits

Exhibit 3 Joint Filing Agreement, dated April 20, 2006, by and among ESL Partners, L.P., ESL Institutional Partners, L.P., ESL Investors, L.L.C., ESL Investments, Inc., CBL Partners, L.P., Tynan, LLC, ESL Investment Management, LLC, RBS Partners, L.P., RBS Investment Management, LLC, Edward S. Lampert and William C. Crowley

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SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: April 20, 2006

ESL PARTNERS, L.P.

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

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

By: /s/ Theodore W. Ullyot

Name: Theodore W. Ullyot
Title: EVP & General Counsel

ESL INSTITUTIONAL PARTNERS, L.P.

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

By: ESL Investments, Inc., as its manager

By: /s/ Theodore W. Ullyot

Name: Theodore W. Ullyot
Title: EVP & General Counsel

ESL INVESTORS, L.L.C.

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

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

By: /s/ Theodore W. Ullyot

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Name: Theodore W. Ullyot
Title: EVP & General Counsel

ESL INVESTMENTS, INC.

By: /s/ Theodore W. Ullyot

Name: Theodore W. Ullyot
Title: EVP & General Counsel

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CBL PARTNERS, L.P.

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

By: /s/ Theodore W. Ullyot

Name: Theodore W. Ullyot
Title: EVP & General Counsel

TYNAN, LLC

By: /s/ William C. Crowley

Name: William C. Crowley
Title: Member

ESL INVESTMENT MANAGEMENT, LLC

By: /s/ Theodore W. Ullyot

Name: Theodore W. Ullyot
Title: EVP & General Counsel

RBS PARTNERS, L.P.

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

By: /s/ Theodore W. Ullyot

Name: Theodore W. Ullyot
Title: EVP & General Counsel

RBS INVESTMENT MANAGEMENT, LLC

By: ESL Investments, Inc., as its manager

By: /s/ Theodore W. Ullyot

Name: Theodore W. Ullyot
Title: EVP & General Counsel

EDWARD S. LAMPERT

/s/ Edward S. Lampert

Edward S. Lampert

WILLIAM C. CROWLEY

/s/ William C. Crowley

William C. Crowley

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SCHEDULE I

The names, business addresses, present principal occupations, and citizenship of the directors and executive officers of ESL Investments, Inc. are set forth below. If no address is given, the director's or executive officer's principal business address is 200 Greenwich Avenue, Greenwich, CT 06830. Unless otherwise indicated, each occupation set forth opposite an individual's name refers to ESL Investments, Inc.

Name and Business Address -----	Principal Occupation -----	Citizenship -----
Robert Jackowitz	Treasurer	United States
Theodore W. Ullyot	Executive Vice President and General Counsel	United States
William C. Crowley	President and Chief Operating Officer	United States
Edward S. Lampert	Director, Chairman and Chief Executive Officer	United States

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EXHIBIT INDEX

Exhibit 3 Joint Filing Agreement, dated April 20, 2006, by and among ESL Partners, L.P., ESL Institutional Partners, L.P., ESL Investors, L.L.C., ESL Investments, Inc., CBL Partners, L.P., Tynan, LLC, ESL Investment Management, LLC, RBS Partners, L.P., RBS Investment Management, LLC, Edward S. Lampert and William C. Crowley

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EXHIBIT 3

JOINT FILING AGREEMENT

In accordance with Rule 13d-1(k) promulgated under the Securities Exchange Act of 1934, as amended, the persons named below agree to the joint filing on behalf of each of them a Statement on Schedule 13D (including amendments thereto) with regard to the common stock of AutoNation, Inc., and further agree that this Joint Filing Agreement be included as an Exhibit to such joint filings. In evidence thereof, the undersigned, being duly authorized, hereby execute this Agreement as of April 20, 2006.

ESL PARTNERS, L.P.

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

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

By: /s/ Theodore W. Ullyot

Name: Theodore W. Ullyot
Title: EVP & General Counsel

ESL INSTITUTIONAL PARTNERS, L.P.

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

By: ESL Investments, Inc., as its manager

By: /s/ Theodore W. Ullyot

Name: Theodore W. Ullyot
Title: EVP & General Counsel

ESL INVESTORS, L.L.C.

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

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

By: /s/ Theodore W. Ullyot

Name: Theodore W. Ullyot
Title: EVP & General Counsel

ESL INVESTMENTS, INC.

By: /s/ Theodore W. Ullyot

Name: Theodore W. Ullyot
Title: EVP & General Counsel

CBL PARTNERS, L.P.

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

By: /s/ Theodore W. Ullyot

Name: Theodore W. Ullyot
Title: EVP & General Counsel

TYNAN, LLC

By: /s/ William C. Crowley

Name: William C. Crowley
Title: Member

ESL INVESTMENT MANAGEMENT, LLC

By: /s/ Theodore W. Ullyot

Name: Theodore W. Ullyot
Title: EVP & General Counsel

RBS PARTNERS, L.P.

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

By: /s/ Theodore W. Ullyot

Name: Theodore W. Ullyot
Title: EVP & General Counsel

RBS INVESTMENT MANAGEMENT, LLC

By: ESL Investments, Inc., as its manager

By: /s/ Theodore W. Ullyot

Name: Theodore W. Ullyot
Title: EVP & General Counsel

EDWARD S. LAMPERT

/s/ Edward S. Lampert

Edward S. Lampert

WILLIAM C. CROWLEY

/s/ William C. Crowley

William C. Crowley