

SONIC AUTOMOTIVE INC
Form 8-K
April 22, 2014

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

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d)
of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): April 22, 2014

SONIC AUTOMOTIVE, INC.

(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction
of incorporation)

001-13395
(Commission
File Number)

56-201079
(IRS Employer
Identification No.)

4401 Colwick Road

Charlotte, North Carolina
(Address of principal executive offices)

28211
(Zip Code)

Registrant's telephone number, including area code: (704) 566-2400

N/A

(Former name or former address, if changed since last report.)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- .. Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- .. Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- .. Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- .. Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Item 2.02 Results of Operations and Financial Condition.

On April 22, 2014, we issued a press release announcing results for our fiscal quarter ended March 31, 2014. A copy of the press release is attached hereto as Exhibit 99.1 and a copy of the earnings call presentation materials is attached hereto as Exhibit 99.2.

Item 5.07 Submission of Matters to a Vote of Security Holders.

At Sonic's Annual Meeting of Stockholders held on April 16, 2014, the following actions took place:

Mr. O. Bruton Smith, Mr. B. Scott Smith, Mr. David Bruton Smith, Mr. William I. Belk, Mr. William R. Brooks, Mr. Bernard C. Byrd, Jr., Mr. Victor H. Doolan, Mr. Robert Heller and Mr. Robert L. Rewey were reelected as directors by Sonic's stockholders.

| | Votes For | Votes Withheld | Broker Non-Votes | Votes Abstained |
|----------------------------------|------------------|-----------------------|-------------------------|------------------------|
| Election of O. Bruton Smith | 149,252,066 | 1,166,158 | 8,573,832 | |
| Election of B. Scott Smith | 148,555,799 | 1,862,425 | 8,573,832 | |
| Election of David Bruton Smith | 148,637,389 | 1,780,835 | 8,573,832 | |
| Election of William I. Belk | 137,947,564 | 12,470,660 | 8,573,832 | |
| Election of William R. Brooks | 148,777,480 | 1,640,744 | 8,573,832 | |
| Election of Bernard C. Byrd, Jr. | 144,441,737 | 5,976,487 | 8,573,832 | |
| Election of Victor H. Doolan | 137,950,323 | 12,467,901 | 8,573,832 | |
| Election of Robert Heller | 137,852,657 | 12,565,567 | 8,573,852 | |
| Election of Robert L. Rewey | 145,892,907 | 4,525,317 | 8,573,852 | |

Sonic's stockholders approved, on a non-binding advisory basis, Sonic's executive compensation as disclosed in its proxy statement for the Annual Meeting.

| | Votes For | Votes Against | Broker Non-Votes | Votes Abstained |
|---|------------------|----------------------|-------------------------|------------------------|
| Approval, on a non-binding advisory basis, of Sonic's executive compensation as disclosed in its proxy statement for the Annual Meeting | 144,155,559 | 6,177,765 | 8,573,932 | 84,900 |

Sonic's stockholders approved the Sonic Automotive, Inc. Incentive Compensation Plan as disclosed in its proxy statement for the Annual Meeting.

| | Votes For | Votes Against | Broker Non-Votes | Votes Abstained |
|--|------------------|----------------------|-------------------------|------------------------|
| Approval of the Sonic Automotive, Inc. Incentive Compensation Plan | 149,352,744 | 1,058,152 | 8,573,932 | 7,328 |

Sonic's stockholders ratified the appointment of Ernst & Young LLP as Sonic's independent accountants for the fiscal year ending December 31, 2014.

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| | Votes For | Votes Against | Broker Non-Votes | Votes Abstained |
|--|------------------|----------------------|-------------------------|------------------------|
| Ratification of appointment of Ernst & Young LLP as the independent public accounting firm | 158,965,433 | 23,220 | 0 | 3,503 |

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Item 7.01 Regulation FD Disclosure.

On April 22, 2014, we issued a press release announcing the approval of a quarterly cash dividend. A copy of the press release is attached hereto as Exhibit 99.3.

Item 9.01. Financial Statements and Exhibits.

(d) *Exhibits.*

99.1 Press release of Sonic Automotive, Inc. dated April 22, 2014

99.2 Earnings call presentation materials

99.3 Press release of Sonic Automotive, Inc. dated April 22, 2014

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SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

SONIC AUTOMOTIVE, INC.

By: /s/ HEATH R. BYRD
Heath R. Byrd
Executive Vice President and Chief
Financial Officer

Dated: April 22, 2014

INDEX TO EXHIBITS

| Exhibit No. | Description |
|------------------------|--|
| 99.1 | Press release of Sonic Automotive, Inc. dated April 22, 2014 |
| 99.2 | Earnings call presentation materials |
| 99.3 | Press release of Sonic Automotive, Inc. dated April 22, 2014 |