

SONIC AUTOMOTIVE INC
Form 8-K
April 30, 2018

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 25, 2018

SONIC AUTOMOTIVE, INC.
(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation)
1-13395 56-2010790
(Commission (IRS Employer
File Number) Identification No.)
4401 Colwick Road 28211
Charlotte, North Carolina
(Address of principal executive offices) (Zip Code)
Registrant's telephone number, including area code: (704) 566-2400
Not Applicable
(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))
Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

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

(a) On April 25, 2018, Sonic Automotive, Inc. (the “Company”) held its 2018 annual meeting of stockholders (the “Annual Meeting”).

(b) At the Annual Meeting, the Company’s stockholders (i) elected all nine of the Company’s nominees for director to serve for a term of one year or until their successors are duly elected and qualified; (ii) ratified the appointment of KPMG LLP as the Company’s independent registered public accounting firm for fiscal 2018; and (iii) approved, on an advisory basis, the Company’s named executive officer compensation in fiscal 2017. The proposals are further described in the Company’s definitive proxy statement on Schedule 14A filed with the Securities and Exchange Commission on March 6, 2018.

Final voting results on each proposal submitted to the Company’s stockholders at the Annual Meeting are as follows:

1. Election of directors:

| | Votes For | Votes Against | Abstentions | Broker Non-Votes |
|--------------------|-------------|---------------|-------------|------------------|
| O. Bruton Smith | 140,156,173 | 6,986,910 | 4,427 | 3,147,269 |
| B. Scott Smith | 146,154,712 | 988,371 | 4,427 | 3,147,269 |
| David Bruton Smith | 145,702,427 | 1,440,685 | 4,398 | 3,147,269 |
| William I. Belk | 145,043,853 | 2,099,259 | 4,398 | 3,147,269 |
| William R. Brooks | 145,243,773 | 1,899,339 | 143,852 | 3,147,269 |
| Victor H. Doolan | 144,990,821 | 2,012,837 | 4,398 | 3,147,269 |
| John W. Harris III | 146,222,461 | 920,651 | 4,427 | 3,147,269 |
| Robert Heller | 143,972,705 | 3,170,378 | 4,398 | 3,147,269 |
| R. Eugene Taylor | 146,213,770 | 929,342 | 7,316 | 3,147,269 |

2. Ratification of the appointment of KPMG LLP as the Company’s independent registered public accounting firm for fiscal 2018:

| Votes For | Votes Against | Abstentions | Broker Non-Votes |
|-------------|---------------|-------------|------------------|
| 150,282,415 | 5,048 | 7,316 | 3,147,269 |

3. Advisory vote to approve the Company’s named executive officer compensation in fiscal 2017:

| Votes For | Votes Against | Abstentions | Broker Non-Votes |
|-------------|---------------|-------------|------------------|
| 140,872,217 | 6,268,776 | 6,517 | 3,147,269 |

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.

Date: April 30, 2018 By: /s/ STEPHEN K. COSS

Stephen K. Coss

Senior Vice President and General Counsel