

SONIC AUTOMOTIVE INC  
Form 8-K  
June 25, 2012

**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): June 25, 2012

**SONIC AUTOMOTIVE, INC.**

(Exact name of registrant as specified in its charter)

**Delaware**

(State or other jurisdiction of incorporation)

**1-13395**

(Commission File Number)

**56-201079**

(IRS Employer 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**

**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:

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- x 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 8.01 Other Events.**

On June 25, 2012, Sonic Automotive, Inc. announced the commencement of an exchange offer to purchase for cash and shares of its Class A common Stock all of its outstanding 5.0% Convertible Senior Notes due 2029 (the Notes ). A copy of the press release relating to this announcement is attached hereto as Exhibit 99.1. This Current Report on Form 8-K shall not be deemed an offer to purchase or a solicitation of tenders for the Notes.

**Item 9.01 Financial Statements and Exhibits.**

**(d) Exhibits**

99.1 Press release dated June 25, 2012

**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/ Stephen K. Coss  
Stephen K. Coss  
Senior Vice President and General Counsel

Dated: June 25, 2012

**EXHIBIT INDEX**

99.1 Press release dated June 25, 2012