

PENA FEDERICO F
Form 4
December 10, 2018

FORM 4

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

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
PENA FEDERICO F

2. Issuer Name and Ticker or Trading Symbol
SONIC CORP [SONC]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
300 JOHNNY BENCH DRIVE
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
10/11/2018

Director 10% Owner
 Officer (give title below) Other (specify below)

OKLAHOMA CITY, OK 73104
(City) (State) (Zip)

4. If Amendment, Date Original Filed (Month/Day/Year)

6. Individual or Joint/Group Filing (Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V Amount (A) or (D) Price | | | |
| Common Stock | 10/11/2018 | | G | V 2,310 D \$ 0 | 32,190 | I | In trust for self |
| Common Stock | 10/19/2018 | | G | V 2,070 D \$ 0 | 30,120 | I | In trust for self |
| Common Stock | 12/04/2018 | | G | V 5,291 D \$ 0 | 24,829 | I | In trust for self |
| Common Stock | 12/07/2018 | | D ⁽¹⁾ | 24,829 D \$ 43.5 0 | | I | In trust for self |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474 (9-02)

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| Restricted Stock Units | \$ 0 | 12/07/2018 | | D ⁽¹⁾ | 2,032 | (1) (1) | Common Stock | 2,032 |
| Non-qualified stock options (right to buy) | \$ 11.07 | 12/07/2018 | | D ⁽¹⁾ | 9,165 | (1) 01/16/2020 | Common Stock | 9,165 |
| Non-qualified stock options (right to buy) | \$ 20.58 | 12/07/2018 | | D ⁽¹⁾ | 6,222 | (1) 01/16/2021 | Common Stock | 6,222 |
| Non-qualified stock options (right to buy) | \$ 31.29 | 12/07/2018 | | D ⁽¹⁾ | 4,780 | (1) 01/29/2022 | Common Stock | 4,780 |
| Non-qualified stock options (right to buy) | \$ 29.37 | 12/07/2018 | | D ⁽¹⁾ | 5,136 | (1) 01/28/2023 | Common Stock | 5,136 |
| Non-qualified stock options (right to buy) | \$ 25.4 | 12/07/2018 | | D ⁽¹⁾ | 6,675 | (1) 01/19/2024 | Common Stock | 6,675 |
| Non-qualified stock options (right to buy) | \$ 25.84 | 12/07/2018 | | D ⁽¹⁾ | 8,237 | (1) 01/31/2025 | Common Stock | 8,237 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| PENA FEDERICO F 300 JOHNNY BENCH DRIVE | | X | | |

OKLAHOMA CITY, OK 73104

Signatures

Carolyn C. Cummins for Federico
F. Pena

12/07/2018

__Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

(1) Disposed of as a result of the merger pursuant to the previously announced Agreement and Plan of Merger, dated September 24, 2018, by and among the issuer, Inspire Brands, Inc. and SSK Merger Sub, Inc. (the "Merger Agreement"). At the effective time of the merger as contemplated in the merger agreement, (i) each outstanding share of Company Common Stock, was cancelled and automatically converted into the right to receive \$43.50 in cash and (ii) each Company Restricted Stock Unit and each Company Stock Option Award, vested and accelerated in full and was converted into the right to receive \$43.50 in cash (or in the case of Company Stock Option Awards, the difference between the exercise price and \$43.50).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.