

SONIC AUTOMOTIVE INC  
Form 8-K  
April 25, 2011

**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 21, 2011

**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.)

**6415 Idlewild Road, Suite 109  
Charlotte, North Carolina**

(Address of principal executive offices)

**28212**

(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 5.07. Submission of Matters to a Vote of Security Holders.**

At the annual meeting of stockholders (the Annual Meeting ) of Sonic Automotive, Inc. ( Sonic ) held April 21, 2011, the following actions took place.

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

|                               | <b>Votes For</b> | <b>Votes Withheld</b> | <b>Broker Non-Votes</b> | <b>Votes Abstained</b> |
|-------------------------------|------------------|-----------------------|-------------------------|------------------------|
| Election of O. Bruton Smith   | 146,549,756      | 437,170               | 9,911,056               |                        |
| Election of B. Scott Smith    | 146,513,459      | 473,467               | 9,911,056               |                        |
| Election of David B. Smith    | 146,766,618      | 220,308               | 9,911,056               |                        |
| Election of William I. Belk   | 146,755,593      | 231,333               | 9,911,056               |                        |
| Election of William R. Brooks | 146,514,828      | 472,098               | 9,911,056               |                        |
| Election of Victor H. Doolan  | 146,779,877      | 207,049               | 9,911,056               |                        |
| Election of Robert Heller     | 146,759,525      | 227,401               | 9,911,056               |                        |
| Election of Robert L. Rewey   | 146,759,177      | 227,749               | 9,911,056               |                        |
| Election of David C. Vorhoff  | 146,778,809      | 208,117               | 9,911,056               |                        |

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

|  | <b>Votes For</b> | <b>Votes Against</b> | <b>Broker Non-Votes</b> | <b>Votes Abstained</b> |
|--|------------------|----------------------|-------------------------|------------------------|
| Non-binding advisory vote on Sonic s executive compensation as disclosed in its proxy statement for the Annual Meeting | 146,609,376      | 265,593              | 9,911,056               | 111,957                |

Sonic s stockholders approved a non-binding advisory vote for Sonic to hold a non-binding advisory vote on executive compensation every year.

|   | <b>1 Year</b> | <b>2 Years</b> | <b>3 Years</b> | <b>Broker Non-Votes</b> | <b>Votes Abstained</b> |
|---|---------------|----------------|----------------|-------------------------|------------------------|
| Non-binding advisory vote on the frequency of holding a non-binding advisory vote on executive compensation | 144,564,629   | 66,695         | 2,338,118      | 9,911,056               | 17,484                 |

Sonic s board of directors considered this vote of the stockholders, which was consistent with the board of directors recommendation, and therefore has determined to hold an advisory vote on executive compensation every year until the next frequency vote occurs.

Sonic s stockholders approved the ratification of the appointment of Ernst & Young LLP as Sonic s independent accountants for the fiscal year ending December 31, 2011.

|  | <b>Votes For</b> | <b>Votes Against</b> | <b>Broker Non-Votes</b> | <b>Votes Abstained</b> |
|--|------------------|----------------------|-------------------------|------------------------|
| Ratification of appointment of Ernst & Young LLP as the independent public accounting firm | 156,834,655      | 62,710               |                         | 617                    |

**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/ Greg Young

Greg Young  
Vice President Finance

Dated: April 25, 2011