

SONIC AUTOMOTIVE INC  
Form 8-K  
April 20, 2016

**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 18, 2016**

**SONIC AUTOMOTIVE, INC.**

**(Exact name of registrant as specified in its charter)**

**Delaware**

**(State or other jurisdiction  
of incorporation)**

**1-13395**  
**(Commission**  
**File Number)**

**56-2010790**  
**(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**

**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))

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

(a) On April 18, 2016, Sonic Automotive, Inc. (the Company) held its 2016 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 the fiscal year ending December 31, 2016; and (iii) approved, on an advisory basis, the Company's named executive officer compensation. Final voting results on each matter submitted to the Company's stockholders at the Annual Meeting are as follows:

**1. Election of directors:**

|                    | Votes<br>For | Votes<br>Withheld | Broker<br>Non-Votes |
|--------------------|--------------|-------------------|---------------------|
| O. Bruton Smith    | 130,433,600  | 19,674,274        | 2,204,666           |
| B. Scott Smith     | 149,231,945  | 875,929           | 2,204,666           |
| David Bruton Smith | 143,160,024  | 6,947,850         | 2,204,666           |
| William I. Belk    | 144,480,155  | 5,627,719         | 2,204,666           |
| William R. Brooks  | 148,505,980  | 1,601,894         | 2,204,666           |
| Victor H. Doolan   | 149,066,555  | 1,041,319         | 2,204,666           |
| John W. Harris III | 144,480,155  | 5,627,719         | 2,204,666           |
| Robert Heller      | 142,344,348  | 7,763,526         | 2,204,666           |
| R. Eugene Taylor   | 143,821,798  | 6,286,076         | 2,204,666           |

**2. Ratification of the appointment of KPMG LLP:**

| Votes For   | Votes Against | Abstentions | Broker<br>Non-Votes |
|-------------|---------------|-------------|---------------------|
| 152,269,233 | 41,948        | 1,359       | -0-                 |

**3. Advisory approval of the Company's named executive officer compensation:**

| Votes For   | Votes Against | Abstentions | Broker<br>Non-Votes |
|-------------|---------------|-------------|---------------------|
| 152,327,310 | 24,773,257    | 7,307       | 2,204,666           |

**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 20, 2016

By: /s/ Stephen K. Coss  
Stephen K. Coss  
Senior Vice President and General Counsel