

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): May 1, 2002

SONIC AUTOMOTIVE, INC.

(Exact Name of Registrant as Specified in Charter)

Delaware

(State or Other Jurisdiction of Incorporation)

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1-13395  
(Commission File Number)

56-201079  
(I.R.S. Employer Identification No.)

5401 E. Independence Boulevard Charlotte, North Carolina  
(Address of Principal Executive Offices)

28212  
(Zip Code)

</TABLE>

Registrant's telephone number, including area code: (704) 566-2400

Item 5. Other Events

On November 21, 2000, Sonic Automotive, Inc. ("Sonic") filed a registration statement on Form S-3 (Reg. Nos. 333-50430 and 333-50430-01 through 333-50430-G7) with the Securities and Exchange Commission (the "Commission") relating to the public offering pursuant to Rule 415 under the Securities Act of 1933, as amended, of up to \$300 million in securities of Sonic (as amended, the "Registration Statement"). On December 14, 2000, the Commission declared the Registration Statement effective.

On May 2, 2002, Sonic filed a preliminary prospectus supplement with the Commission relating to the offer and sale of \$130 million (\$149.5 million if the underwriters' over-allotment is exercised in full) of 5 1/4% Convertible Senior Subordinated Notes due 2009 (the "Notes"). The Notes will be issued pursuant to a supplement to the form of subordinated indenture (the "Supplemental Indenture") by and among Sonic and U.S. Bank National Association ("U.S. Bank"). The form of indenture was previously filed with the Commission as an exhibit to the Registration Statement. The form of Supplemental Indenture which governs the terms of the Notes, the form of Note and the Form T-1 of U.S. Bank with respect to U.S. Bank acting as Trustee under the Indenture as filed as exhibits hereto.

(c) Exhibits

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Exhibit No.  
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1.1\*

Description  
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Purchase Agreement dated as of May 1, 2002 between

	Sonic Automotive, Inc. and Merrill Lynch & Co., Merrill Lynch, Pierce, Fenner & Smith, Incorporated, Banc of America Securities LLC and First Union Securities, Inc.
4.1*	Form of Supplemental Indenture by and among Sonic and U.S. Bank National Association
4.2*	Form of 51/4% Convertible Senior Subordinated Note due 2009 (included in Exhibit 4.1)
4.3*	Form of Subordination Agreement dated as of May 7, 2002 between O. Bruton Smith and U.S. Bank National Association
5.1*	Opinion of Moore & Van Allen PLLC regarding the validity of the Notes
23.1*	Consent of Moore & Van Allen PLLC (included in Exhibit 5.1)
25.1	Form T-1 Statement of Eligibility and Qualification under the Trust Indenture Act of 1939 of U.S. Bank National Association

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\* To be filed by amendment.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this current report on Form 8-K to be signed on its behalf by the undersigned hereunto duly authorized.

SONIC AUTOMOTIVE, INC.

By: /s/ Stephen K. Coss

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 Stephen K. Coss  
 Vice President and General Counsel

Dated: May 3, 2002



Item 16. LIST OF EXHIBITS: List below all exhibits filed as a part of this statement of eligibility and qualification.

1. A copy of the Articles of Association of the Trustee.\*
2. A copy of the certificate of authority of the Trustee to commence business.\*
3. A copy of the certificate of authority of the Trustee to exercise corporate trust powers.\*
4. A copy of the existing bylaws of the Trustee.\*
5. A copy of each Indenture referred to in Item 4. Not applicable.
6. The consent of the Trustee required by Section 321(b) of the Trust Indenture Act of 1939, attached as Exhibit 6.
7. Report of Condition of the Trustee as of December 31, 2001, published pursuant to law or the requirements of its supervising or examining authority, attached as Exhibit 7.

\* Incorporated by reference to Registration Number 333-67188.

NOTE

The answers to this statement insofar as such answers relate to what persons have been underwriters for any securities of the obligors within three years prior to the date of filing this statement, or what persons are owners of 10% or more of the voting securities of the obligors, or affiliates, are based upon information furnished to the Trustee by the obligors. While the Trustee has no reason to doubt the accuracy of any such information, it cannot accept any responsibility therefor.

SIGNATURE

Pursuant to the requirements of the Trust Indenture Act of 1939, as amended, the Trustee, U.S. BANK NATIONAL ASSOCIATION, a national banking association organized and existing under the laws of the United States of America, has duly caused this statement of eligibility and qualification to be signed on its behalf by the undersigned, thereunto duly authorized, all in the City of St. Paul, State of Minnesota on the 3rd day of May, 2002.

U.S. BANK NATIONAL ASSOCIATION

By: /s/ Richard H. Prokosch

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Richard H. Prokosch  
Vice President

By: /s/ Julie Eddington

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Julie Eddington  
Assistant Vice President

Exhibit 6

CONSENT

In accordance with Section 321(b) of the Trust Indenture Act of 1939, the undersigned, U.S. BANK NATIONAL ASSOCIATION hereby consents that reports of examination of the undersigned by Federal, State, Territorial or District authorities may be furnished by such authorities to the Securities and Exchange Commission upon its request therefor.

Dated: May 3, 2002

U.S. BANK NATIONAL ASSOCIATION

By: /s/ Richard H. Prokosch

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Richard H. Prokosch  
Vice President

By: /s/ Julie Eddington

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Julie Eddington  
Assistant Vice President

Exhibit 7

U.S. Bank National Association  
Statement of Financial Condition  
As of 12/31/2001  
(\$000's)

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Assets	
Cash and Due From Depository Institutions	\$9,775,116
Federal Reserve Stock	0
Securities	26,316,516
Federal Funds	1,261,731
Loans & Lease Financing Receivables	109,012,892
Fixed Assets	1,414,464
Intangible Assets	8,158,687
Other Assets	6,637,699
Total Assets	\$162,577,105
Liabilities	
Deposits	\$104,077,584
Fed Funds	4,365,180
Treasury Demand Notes	0
Trading Liabilities	313,719
Other Borrowed Money	25,030,765
Acceptances	201,492
Subordinated Notes and Debentures	5,348,437
Other Liabilities	3,894,231
Total Liabilities	\$143,231,408
Equity	
Minority Interest in Subsidiaries	\$981,870
Common and Preferred Stock	18,200
Surplus	12,068,893
Undivided Profits	6,276,734
Total Equity Capital	\$19,345,697
Total Liabilities and Equity Capital	\$162,577,105

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To the best of the undersigned's determination, as of the date hereof, the above financial information is true and correct.

U.S. Bank National Association

By: /s/ Richard H. Prokosch  
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Richard H. Prokosch  
Vice President

Date: May 3, 2002