

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM S-3
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

SONIC AUTOMOTIVE, INC.
(Exact name of registrant as specified in its charter)

<TABLE>
<CAPTION>
<S> DELAWARE <C> 56-2010790
(State or Other Jurisdiction of Incorporation or Organization) (I.R.S. Employer Identification No.)
</TABLE>

5401 EAST INDEPENDENCE BOULEVARD
P.O. BOX 18747
CHARLOTTE, NORTH CAROLINA 28218
TELEPHONE (704) 532-3320
(Address, including zip code, and telephone number, including area code, of Registrant's principal executive offices)

MR. O. BRUTON SMITH
CHIEF EXECUTIVE OFFICER
SONIC AUTOMOTIVE, INC.
5401 EAST INDEPENDENCE BOULEVARD
P.O. BOX 18747
CHARLOTTE, NORTH CAROLINA 28218
TELEPHONE (704) 532-3320
(Name, address, including zip code, and telephone number, including area code, of agent for service)

COPIES TO:

<TABLE>
<S> PETER J. SHEA, ESQ. STUART H. GELFOND, ESQ.
PARKER, POE, ADAMS & BERNSTEIN L.L.P. FRIED, FRANK, HARRIS, SHRIVER & JACOBSON
2500 CHARLOTTE PLAZA ONE NEW YORK PLAZA
CHARLOTTE, NORTH CAROLINA 28244 NEW YORK, NEW YORK 10004
TELEPHONE (704) 372-9000 TELEPHONE (212) 859-8000
</TABLE>

APPROXIMATE DATE OF COMMENCEMENT OF PROPOSED SALE TO THE PUBLIC:
As soon as practicable after the effective date of this Registration Statement.
If the only securities being registered on this Form are being offered pursuant to dividend or interest reinvestment plans, please check the following box. []

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, other than securities offered only in connection with dividend or interest reinvestment plans, check the following box. []

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. [X] 333-71803

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. []

If delivery of the prospectus is expected to be made pursuant to Rule 434, please check the following box. []

<TABLE>
<CAPTION>

TITLE OF OF SECURITIES TO BE REGISTERED	AMOUNT TO BE REGISTERED	MAXIMUM OFFERING PRICE PER SHARE (2)	MAXIMUM AGGREGATE OFFERING PRICE (2)	AMOUNT OF REGISTRATION FEE (2)
<S>	<C>	<C>	<C>	<C>
Class A Common Stock \$0.1 par value.....	575,000 shares	\$14.9375	\$8,589,062.50	\$2,400

</TABLE>

(1) Includes 75,000 shares of Class A Common Stock that may be sold pursuant to the U.S. Underwriters' over-allotment option.

(2) Based on the closing price for the Class A Common Stock as reported on the New York Stock Exchange on April 29, 1999 in accordance with Rule 457(c) under the Securities Act of 1933.

This registration statement is being filed pursuant to Rule 462(b) under the Securities Act of 1933, as amended ("Rule 462(b)"), and includes the registration statement facing page, this page, the signature page, an exhibit index, an opinion of counsel and an accountant's consent. Pursuant to Rule 462(b), the contents of the registration statement on Form S-3 (File No. 333-71803) of Sonic Automotive, Inc., including the exhibits thereto, are incorporated by reference into this registration statement.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this Registration Statement on Form S-3 to be signed on its behalf by the undersigned, thereunto duly authorized, in the city of Charlotte, state of North Carolina, on April 29, 1999.

SONIC AUTOMOTIVE, INC.

By: /s/ THEODORE M. WRIGHT

THEODORE M. WRIGHT
CHIEF FINANCIAL OFFICER,
VICE PRESIDENT--FINANCE,
TREASURER, SECRETARY AND DIRECTOR

Pursuant to the requirements of the Securities Act of 1933, this Amendment No. 2 to the Registration Statement has been signed by the following persons in the capacities and on the date indicated:

<TABLE>
<CAPTION>

SIGNATURE	TITLE	DATE
* ----- O. BRUTON SMITH	<C> Chairman, Chief Executive Officer and Director (principal executive officer)	<C> April 29, 1999
* -----	President, Chief Operating Officer and Director	April 29, 1999

BRYAN SCOTT SMITH

*	President of Retail Operations and	April 29, 1999

DENNIS D. HIGGINBOTHAM	Director	
/s/ THEODORE M. WRIGHT	Chief Financial Officer (principal	April 29, 1999
-----	financial and accounting officer),	
THEODORE M. WRIGHT	Vice President -- Finance, Treasurer,	
	Secretary and Director	

*	Director	April 29, 1999

WILLIAM P. BENTON		

*	Director	April 29, 1999

WILLIAM R. BROOKS		

*	Director	April 29, 1999

WILLIAM I. BELK		

</TABLE>

*By: /s/ THEODORE M. WRIGHT

THEODORE M. WRIGHT

(ATTORNEY-IN-FACT FOR EACH OF THE PERSONS INDICATED)

INDEX TO EXHIBITS

<TABLE>	
<CAPTION>	
EXHIBIT NO.	DESCRIPTION

<S>	<C>
1.1	Form of Purchase Agreement by and among Sonic Automotive, Inc., Merrill Lynch, Pierce, Fenner & Smith Incorporated, BancBoston Robertson Stephens, Inc., Stephens Inc. and NationsBanc Montgomery Securities LLC.
5.1	Opinion of Parker, Poe, Adams & Bernstein L.L.P. regarding the legality of the securities being registered.
23.1	Consent of Deloitte & Touche LLP.
23.2	Consent of Parker, Poe, Adams & Bernstein L.L.P. (included in Exhibit 5.1).
24.1	Powers of Attorney (Filed as part of the signature page to the Registration Statement on Form S-3 of
Sonic	Automotive, Inc. (File No. 333-71803) and incorporated herein by reference).

</TABLE>

[Letterhead of Parker, Poe, Adams & Bernstein L.L.P.]

April 29, 1999

Board of Directors
Sonic Automotive, Inc.
5401 East Independence Boulevard
Charlotte, North Carolina 28212

Dear Sirs:

We are acting as counsel to Sonic Automotive, Inc., a Delaware corporation (the "COMPANY"), in connection with the preparation, execution, filing and processing with the Securities and Exchange Commission (the "COMMISSION"), pursuant to Rule 462(b) promulgated under the Securities Act of 1933, as amended (the "ACT"), of a Registration Statement on Form S-3 (the "REGISTRATION STATEMENT") relating to the issuance and sale of the Shares referred to below. This opinion is furnished to you for filing with the Commission pursuant to Item 601(b)(5) of Regulation S-K promulgated under the Act.

The Registration Statement presently covers the issuance and sale of up to 575,000 shares (the "SHARES") of Class A Common Stock, par value \$.01 per share (the "COMMON STOCK"), consisting of 500,000 shares to be offered by the Company and up to an additional 75,000 shares that the several underwriters party to the Purchase Agreement referred to below (the "UNDERWRITERS") will have an option to purchase from the Company solely to cover overallotments. The Shares are proposed to be sold pursuant to a Purchase Agreement among the Company, the selling stockholders named therein, and Merrill Lynch & Co., Merrill Lynch, Pierce, Fenner & Smith Incorporated, BancBoston Robertson Stephens, Inc., Stephens, Inc. and NationsBanc Montgomery Securities LLC, as representatives of the several Underwriters, a form of which is filed as Exhibit 1.1 to the Company's Registration Statement (File No. 333-71803) on Form S-3, as amended through the date hereof and declared effective as of today's date, (the "PURCHASE AGREEMENT").

Board of Directors
Sonic Automotive, Inc.
April 29, 1999
Page 2

In our representation of the Company, we have examined the Registration Statement, the Purchase Agreement, the Company's Amended and Restated Certificate of Incorporation and Bylaws, all as amended to date, all actions of the Company's Board of Directors recorded in the Company's minute book, the form of certificate evidencing the Shares, a certificate of good standing from the State of Delaware and such other documents as we have considered necessary for purposes of rendering the opinions expressed below.

Based upon the foregoing, we are of the following opinion:

1. The Company is a corporation duly incorporated, validly existing and in good standing under the laws of the State of Delaware.
2. The execution, attestation, issuance and delivery against payment by the Company of the Shares pursuant to the terms of the Purchase Agreement have been duly authorized by all necessary corporate action on behalf of the Company.
3. When (a) the Company shall have complied with the registration and prospectus delivery requirements of the Act and such state securities or "blue sky" laws as may be applicable, and (b) the certificates representing the Shares shall have been duly

executed, attested, issued, delivered and paid for in accordance with the terms of the Purchase Agreement, then the Shares will be duly and validly issued, fully paid and nonassessable.

The opinions expressed herein are limited to the laws of the State of North Carolina, the General Corporation Law of the State of Delaware and the Act.

We hereby consent to the use of this opinion letter as Exhibit 5.1 to the Registration Statement and to the use of our name under the heading "Legal Matters" in related prospectuses.

Board of Directors
Sonic Automotive, Inc.
April 29, 1999
Page 3

In giving this consent, we do not admit that we are in the category of persons whose consent is required under Section 7 of the Act or the rules and regulations of the Commission promulgated thereunder.

Very truly yours,

/s/ Parker, Poe, Adams & Bernstein L.L.P.

PJS/gci

INDEPENDENT AUDITORS' CONSENT

To the Board of Directors and Stockholders of
Sonic Automotive, Inc.
Charlotte, North Carolina

We consent to the incorporation by reference in this Registration Statement of Sonic Automotive, Inc. on Form S-3 filed pursuant to Rule 462(b) of (i) our report dated February 16, 1999 on the consolidated financial statements of Sonic Automotive, Inc. and Subsidiaries as of December 31, 1997 and 1998 and for each of the three years in the period ended December 31, 1998; (ii) our report dated March 26, 1999 on the combined financial statements of Williams Automotive Group as of and for the year ended December 31, 1998; (iii) our report dated March 16, 1999 on the financial statements of Economy Cars, Inc. as of and for the year ended December 31, 1998; (iv) our report dated March 26, 1999 on the financial statements of Global Imports, Inc. as of and for the year ended December 31, 1998; (v) our report dated March 12, 1999 on the combined financial statements of Newsome Automotive Group as of and for the year ended December 31, 1998; (vi) our report dated March 15, 1999 on the combined financial statements of Lloyd Automotive Group as of and for the year ended December 31, 1998; and (vii) our report dated March 24, 1999 on the financial statements of Lute Riley Motors, Inc. as of and for the year ended December 31, 1998, all appearing in the Prospectus dated April 8, 1999 that was included in Sonic Automotive, Inc.'s Registration Statement on Form S-3 (Registration Statement No. 333-71803). We also consent to the incorporation by reference in this Registration Statement of Sonic Automotive, Inc. on Form S-3 filed pursuant to Rule 462(b) of our report dated May 22, 1998 on the combined financial statements of Hatfield Automotive Group as of December 31, 1996 and 1997 and for each of the three years in the period ended December 31, 1997, our report dated June 4, 1998 on the financial statements of Casa Ford of Houston, Inc. as of and for the year ended December 31, 1997 and our report dated August 21, 1998 on the financial statements of Higginbotham Automotive Group as of and for the year ended December 31, 1997, all appearing in the Prospectus dated November 5, 1998 that was included in Sonic Automotive, Inc.'s Registration Statement on Form S-4 (Registration Statement Nos. 333-64397 and 333-64397-001 through 333-64397-044).

We also consent to the reference to us under the heading "Experts" in the Prospectus, which is part of such S-3 Registration Statement.

DELOITTE & TOUCHE LLP
Charlotte, North Carolina

April 29, 1999