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

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**FORM S-8  
REGISTRATION STATEMENT  
UNDER  
THE SECURITIES ACT OF 1933**

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**SONIC AUTOMOTIVE, INC.**

(Exact name of registrant as specified in its charter)

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**Delaware**

(State or other jurisdiction of  
incorporation or organization)

**56-2010790**

(I.R.S. Employer  
Identification No.)

**4401 Colwick Road  
Charlotte, North Carolina**

(Address of Principal Executive Offices)

**28211**

(Zip Code)

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**Sonic Automotive, Inc. 2012 Stock Incentive Plan**  
(Full title of the plan)

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**Stephen K. Coss**  
**Senior Vice President and General Counsel**  
**4401 Colwick Road**  
**Charlotte, North Carolina 28211**  
(Name and address of agent for service)

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**(704) 566-2400**  
(Telephone number, including area code, of agent for service)

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*Copy to:*

**James R. Wyche**  
**Moore & Van Allen PLLC**  
**100 North Tryon Street, Suite 4700**  
**Charlotte, North Carolina 28202-4003**  
**(704) 331-1000**

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Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company, or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer  Accelerated filer   
Non-accelerated filer  Smaller reporting company   
Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 7(a)(2)(B) of the Securities Act.

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**CALCULATION OF REGISTRATION FEE**

<b>Title of securities to be registered</b>	<b>Amount to be registered (1)</b>	<b>Proposed maximum offering price per share (2)</b>	<b>Proposed maximum aggregate offering price (2)</b>	<b>Amount of registration fee</b>
Class A Common Stock, par value \$0.01 per share	2,000,000 shares	\$23.39	\$46,780,000.00	\$5,669.74

- (1) Pursuant to Rule 416(a) of the Securities Act of 1933, as amended (the "Securities Act"), this registration statement also covers any additional shares of the registrant's Class A Common Stock that may become issuable under the above-named plan by reason of any stock split, stock dividend or other similar transaction.
- (2) Estimated solely for the purpose of calculating the registration fee pursuant to paragraphs (c) and (h) of Rule 457 of the Securities Act, based upon the average of the high and low prices of the registrant's Class A Common Stock as reported on the New York Stock Exchange on June 13, 2019.
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**EXPLANATORY NOTE**

This registration statement on Form S-8 registers additional securities of the same class as other securities for which registration statements on Form S-8 relating to the Sonic Automotive, Inc. 2012 Stock Incentive Plan, amended and restated as of April 24, 2019, are effective. Accordingly, pursuant to General Instruction E to Form S-8, the registrant hereby incorporates by reference herein the contents of such registration statements on Form S-8 (Registration Nos. 333-180814 and 333-204027) and hereby deems such contents to be a part hereof, except as otherwise updated or modified by this registration statement.

**PART II**

**INFORMATION REQUIRED IN THE REGISTRATION STATEMENT**

**Item 8. Exhibits.**

<b>Exhibit No.</b>	<b>Description</b>
5.1*	<a href="#"><u>Opinion of Moore &amp; Van Allen PLLC.</u></a>
23.1*	<a href="#"><u>Consent of KPMG LLP.</u></a>
23.2*	<a href="#"><u>Consent of Moore &amp; Van Allen PLLC (included in Exhibit 5.1).</u></a>
99.1	<a href="#"><u>Sonic Automotive, Inc. 2012 Stock Incentive Plan, amended and restated as of April 24, 2019 (incorporated by reference to Exhibit 10.1 to the Current Report on Form 8-K filed April 26, 2019 (File No. 001-13395)).</u></a>

\*Filed herewith.

**SIGNATURES**

Pursuant to the requirements of the Securities Act, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Charlotte, State of North Carolina, on this 18<sup>th</sup> day of June, 2019.

**SONIC AUTOMOTIVE, INC.**

By: /s/ HEATH R. BYRD

Heath R. Byrd

Executive Vice President and  
Chief Financial Officer

Pursuant to the requirements of the Securities Act, this registration statement has been signed by the following persons in the capacities indicated on this 18<sup>th</sup> day of June, 2019:

**Signature**

/s/ O. BRUTON SMITH

O. Bruton Smith

/s/ DAVID BRUTON SMITH

David Bruton Smith

/s/ HEATH R. BYRD

Heath R. Byrd

/s/ WILLIAM I. BELK

William I. Belk

/s/ WILLIAM R. BROOKS

William R. Brooks

/s/ VICTOR H. DOOLAN

Victor H. Doolan

**Title**

Executive Chairman and Director

Chief Executive Officer and Director  
(Principal Executive Officer)

Executive Vice President and Chief Financial Officer  
(Principal Financial Officer and Principal Accounting Officer)

Director

Director

Director

/s/ JOHN W. HARRIS III Director

John W. Harris III

/s/ ROBERT HELLER Director

Robert Heller

Director

R. Eugene Taylor

**Moore&VanAllen****Moore & Van Allen PLLC**  
Attorneys at LawSuite 4700  
100 North Tryon Street  
Charlotte, NC 28202-4003T 704 331 1000  
F 704 331 1159  
www.mvalaw.com

June 18, 2019

Sonic Automotive, Inc.  
4401 Colwick Road  
Charlotte, North Carolina 28211**Re: Registration Statement on Form S-8**2,000,000 Shares of Class A Common Stock of Sonic Automotive, Inc.  
Pursuant to the Sonic Automotive, Inc. 2012 Stock Incentive Plan, Amended and Restated  
as of April 24, 2019

Ladies and Gentlemen:

We have acted as counsel to Sonic Automotive, Inc., a Delaware corporation (the "Company"), in connection with the registration statement on Form S-8 (the "Registration Statement") that is being filed on the date hereof with the Securities and Exchange Commission (the "Commission") by the Company pursuant to the Securities Act of 1933, as amended (the "Securities Act"), relating to the registration of an additional 2,000,000 shares (the "Shares") of the Company's Class A Common Stock, par value \$0.01 per share ("Common Stock"), which may be issued pursuant to the Sonic Automotive, Inc. 2012 Stock Incentive Plan, amended and restated as of April 24, 2019 (the "Plan"). This opinion letter is being furnished in connection with the requirements of Item 601(b)(5) of Regulation S-K under the Securities Act, and no opinion is expressed herein as to any matter pertaining to the contents of the Registration Statement, other than as to the validity of the Shares.

In rendering our opinion, we have examined, and are familiar with, and have relied as to factual matters solely upon, originals or copies, certified or otherwise identified to our satisfaction, of such documents, corporate records or other instruments as we have deemed necessary or appropriate for the purpose of the opinion set forth herein, including, without limitation (i) the Registration Statement, (ii) the Plan, (iii) the Company's Amended and Restated Certificate of Incorporation, as amended, (iv) the Company's Amended and Restated Bylaws and (v) all actions of the Company's board of directors and stockholders reflected in the Company's minute book (collectively, the "Registration Documents").

In rendering our opinion, we have assumed the legal capacity and competency of all natural persons executing documents and certificates submitted to us, the genuineness of all signatures, the authenticity of original and certified documents submitted to us, and the conformity to original or certified documents of all copies submitted to us as conformed or reproduction copies. As to various questions of fact relevant to the opinion expressed herein, we have relied upon, and assumed the accuracy of, statements contained in the Registration Documents and certificates or comparable documents and oral or written statements and other information of or from public officials and officers and representatives of the Company and others, including, without limitation,

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representations in a Management Certificate addressed to us of even date herewith that the Company has available a sufficient number of authorized shares of Common Stock that are not currently outstanding or reserved for issuance under other outstanding securities or plans of the Company, to enable the Company to issue and deliver all of the Shares as of the date of this opinion letter.

Based upon the foregoing and subject to the limitations, qualifications and assumptions set forth herein, we are of the opinion that the Shares are duly authorized and, when issued, delivered, vested and sold in accordance with the terms of the Plan and the terms of any other agreement relating to any of the Shares, will be validly issued, fully paid and non-assessable.

The opinion set forth above is subject to the following:

(A) bankruptcy, insolvency, reorganization, moratorium (or other related judicial doctrines) and other laws now or hereafter in effect affecting creditors' rights and remedies generally;

(B) general principles of equity (including, without limitation, standards of materiality, good faith, fair dealing and reasonableness, equitable defenses and limits as to the availability of equitable remedies), whether such principles are considered in a proceeding in equity or at law; and

(C) the application of any applicable fraudulent conveyance, fraudulent transfer, fraudulent obligation, or preferential transfer law or any law governing the distribution of assets of any person now or hereafter in effect affecting creditors' rights and remedies generally.

The opinion expressed herein is limited to the General Corporation Law of the State of Delaware as currently in effect, and no opinion is expressed with respect to such law as subsequently amended, or any other laws, or any effect that such amended or other laws may have on the opinion expressed herein. The opinion expressed herein is limited to the matters stated herein and no opinion is implied or may be inferred beyond the matters expressly stated herein. The opinion expressed herein is given as of the date hereof, and we undertake no obligation to advise you of any changes in applicable laws after the date hereof or of any facts that might change the opinion expressed herein that we may become aware of after the date hereof or for any other reason.

We hereby consent to the filing of this opinion letter with the Commission as Exhibit 5.1 to the Registration Statement. In giving such consent, we do not hereby admit that we are in the category of such persons whose consent is required under Section 7 of the Securities Act or the rules and regulations of the Commission promulgated thereunder.

Very truly yours,

/s/ MOORE & VAN ALLEN PLLC

MOORE & VAN ALLEN PLLC

**Consent of Independent Registered Public Accounting Firm**

The Board of Directors  
Sonic Automotive, Inc.:

We consent to the use of our reports dated February 21, 2019, with respect to the consolidated balance sheets of Sonic Automotive, Inc. as of December 31, 2018 and 2017, the related consolidated statements of income, comprehensive income, stockholders' equity, and cash flows for each of the years in the three-year period ended December 31, 2018, and the related notes (collectively, the consolidated financial statements), and the effectiveness of internal control over financial reporting as of December 31, 2018 incorporated by reference in the Registration Statement on Form S-8 of Sonic Automotive, Inc., which report appears in the December 31, 2018 annual report on Form 10-K.

/s/ KPMG LLP

Charlotte, North Carolina  
June 18, 2019