

---

**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): May 15, 2023**

---

**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))

Securities registered pursuant to Section 12(b) of the Act:

<u>Title of each class</u>	<u>Trading Symbol(s)</u>	<u>Name of each exchange on which registered</u>
Class A Common Stock, par value \$0.01 per share	SAH	New York Stock Exchange

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

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 13(a) of the Exchange Act.

---

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

(a) On May 15, 2023, Sonic Automotive, Inc. (the “Company”) held its 2023 annual meeting of stockholders (the “Annual Meeting”).

(b) At the Annual Meeting, the Company’s stockholders (i) elected all 10 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 Grant Thornton LLP to serve as the Company’s independent registered public accounting firm for fiscal 2023; (iii) approved, on an advisory basis, the Company’s named executive officer compensation in fiscal 2022; (iv) voted, on an advisory basis, in favor of holding future advisory votes to approve the Company’s named executive officer compensation every year; (v) approved the amendment and restatement of the Sonic Automotive, Inc. 2012 Formula Restricted Stock and Deferral Plan for Non-Employee Directors (the “2012 Formula Plan”); and (vi) approved the amendment to the Company’s Amended and Restated Certificate of Incorporation to limit the personal liability of certain senior officers of the Company as permitted by recent amendments to the General Corporation Law of the State of Delaware. The proposals are further described in the Company’s definitive proxy statement on Schedule 14A filed with the U.S. Securities and Exchange Commission on April 3, 2023.

Final voting results on each proposal submitted to the Company’s stockholders at the Annual Meeting are as follows:

**1. Election of directors:**

		Votes For	Votes Against	Abstentions	Broker Non-Votes
Bruton Smith	David	135,163,751	4,987,397	28,600	1,905,221
Dyke	Jeff	135,021,427	5,145,137	13,184	1,905,221
I. Belk	William	131,520,293	8,630,703	28,752	1,905,221
R. Brooks	William	134,620,098	5,531,168	28,482	1,905,221
W. Harris III	John	127,585,217	12,566,049	28,482	1,905,221
Hodge	Michael	129,596,277	10,554,989	28,482	1,905,221
Kaiser	Keri A.	128,546,656	11,448,031	185,061	1,905,221
Smith	B. Scott	129,241,770	10,909,497	28,481	1,905,221
G. Smith	Marcus	129,243,218	10,908,049	28,481	1,905,221
Eugene Taylor	R.	127,582,098	12,569,168	28,482	1,905,221

**2. Ratification of the appointment of Grant Thornton LLP to serve as the Company’s independent registered public accounting firm for fiscal 2023:**

Votes For	Votes Against	Abstentions	Broker Non-Votes
142,004,123	66,566	14,280	—

**3. Advisory vote to approve the Company’s named executive officer compensation in fiscal 2022:**

Votes For	Votes Against	Abstentions	Broker Non-Votes
134,132,791	6,011,884	35,073	1,905,221

**4. Advisory vote on the frequency of future advisory votes to approve the Company's named executive officer compensation:**

1 Year	2 Years	3 Years	Abstentions	Broker Non-Votes
134,342,766	2,255	822,742	5,011,985	1,905,221

5. **Approval of the amendment and restatement of the 2012 Formula Plan:**

Votes For	Votes Against	Abstentions	Non-Votes	Broker
134,537,094	5,622,015	20,639		1,905,221

6. **Approval of the amendment to the Company's Amended and Restated Certificate of Incorporation to limit the personal liability of certain senior officers of the Company as permitted by recent amendments to the General Corporation Law of the State of Delaware:**

Votes For	Votes Against	Abstentions	Non-Votes	Broker
126,947,708	13,190,825	41,215		1,905,221

(d) In accordance with the recommendation of the Company's Board of Directors, the Company's stockholders voted, on an advisory basis, in favor of holding future advisory votes to approve the Company's named executive officer compensation every year. Based on the voting results, the Company will include an advisory stockholder vote to approve the Company's named executive officer compensation in its proxy materials on an annual basis until the next required advisory vote on the frequency of stockholder votes to approve the Company's named executive officer compensation, which will occur no later than the Company's annual meeting of stockholders in 2029.

---

**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.**

May 16, 2023

By: /s/ STEPHEN K. COSS

Stephen K. Coss

Senior Vice President and General Counsel