

Registration No. 333-

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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)

**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 Formula Restricted Stock and Deferral Plan for Non-Employee Directors**  
(Full title of the plan)

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

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

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*Copies to:*  
**D. Ryan Hart, Esq.**  
**Moore & Van Allen PLLC**  
**100 North Tryon Street, Suite 4700**  
**Charlotte, North Carolina 28202-4003**  
**(704) 331-1000**

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	<input checked="" type="checkbox"/>	Accelerated filer	<input type="checkbox"/>
Non-accelerated filer	<input type="checkbox"/>	Smaller reporting company	<input type="checkbox"/>
		Emerging growth company	<input type="checkbox"/>

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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## EXPLANATORY NOTE

Sonic Automotive, Inc. (the “Registrant”) is filing this registration statement on Form S-8 to register an additional 100,000 shares of its Class A Common Stock, par value \$0.01 per share, for issuance under the Sonic Automotive, Inc. 2012 Formula Restricted Stock and Deferral Plan for Non-Employee Directors, amended and restated effective as of May 15, 2023 (formerly known as the Sonic Automotive, Inc. 2012 Formula Restricted Stock Plan for Non-Employee Directors). The securities registered hereby are of the same class and relate to the same employee benefit plan as those securities registered on the Registrant’s registration statements on Form S-8 filed with the Securities and Exchange Commission on April 19, 2012 (Registration No. 333-180815) and April 27, 2017 (Registration No. 333-217504) (together, the “Prior Registration Statements”). Accordingly, pursuant to General Instruction E to Form S-8, the Registrant hereby incorporates by reference herein the contents of the Prior Registration Statements and hereby deems such contents to be a part hereof, except as otherwise updated or modified hereby.

## PART II

### INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

#### Item 6. Indemnification of Directors and Officers.

Set forth below is a description of certain provisions of the Registrant’s Amended and Restated Certificate of Incorporation, as amended (the “Amended and Restated Certificate of Incorporation”), the Registrant’s Amended and Restated Bylaws (the “Amended and Restated Bylaws”) and the General Corporation Law of the State of Delaware (the “DGCL”), as such provisions relate to the indemnification of the directors and officers of the Registrant. This description is intended only as a summary and is subject to, and is qualified in its entirety by reference to, the Amended and Restated Certificate of Incorporation, the Amended and Restated Bylaws and the DGCL.

Section 145 of the DGCL provides that a corporation may indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, other than an action by or in the right of the corporation, by reason of the fact that such person is or was a director, officer, employee or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys’ fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit or proceeding, if such person acted in good faith and in a manner such person reasonably believed to be in or not opposed to the best interests of the corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe such person’s conduct was unlawful, except that, in the case of an action by or in the right of the corporation, no indemnification may be made in respect of any claim, issue or matter as to which such person is adjudged to be liable to the corporation, unless and only to the extent that the Court of Chancery or the court in which such action or suit was brought determines upon application that, despite the adjudication of liability but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which the Court of Chancery or such other court deems proper. The Amended and Restated Bylaws provide that the Registrant will indemnify and advance expenses to its directors and officers to the fullest extent permitted by law.

Section 102(b)(7) of the DGCL permits a corporation to include a provision in its certificate of incorporation eliminating or limiting the personal liability of a director or officer to the corporation or its stockholders for monetary damages for breach of fiduciary duty as a director or officer, provided that such provision shall not eliminate or limit the liability of (i) a director or officer for any breach of the director’s or officer’s duty of loyalty to the corporation or its stockholders; (ii) a director or officer for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law; (iii) a director for unlawful payment of dividends or purchase or redemption of shares; (iv) a director or officer for any transaction from which the director or officer derived an improper personal benefit; or (v) an officer in any action by or in the right of the corporation. The Amended and Restated Certificate of Incorporation contains a provision limiting the personal liability of the Registrant’s directors and officers to the fullest extent permitted by law.

Section 145 of the DGCL also permits a corporation to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the corporation. The Registrant maintains directors’ and officers’ liability insurance for its directors and officers, as permitted in the Amended and Restated Bylaws.

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**Item 8. Exhibits.**

<b>Exhibit No.</b>	<b>Description</b>
4.1	<a href="#"><u>Amended and Restated Certificate of Incorporation of Sonic Automotive, Inc., dated August 7, 1997 (incorporated by reference to Exhibit 3.1 to the Annual Report on Form 10-K for the year ended December 31, 2020 (File No. 001-13395)).</u></a>
4.2	<a href="#"><u>Certificate of Amendment to the Amended and Restated Certificate of Incorporation of Sonic Automotive, Inc., dated June 16, 1999 (incorporated by reference to Exhibit 3.3 to the Quarterly Report on Form 10-Q for the quarter ended March 31, 2017 (File No. 001-13395)).</u></a>
4.3	<a href="#"><u>Certificate of Amendment to the Amended and Restated Certificate of Incorporation of Sonic Automotive, Inc., dated April 18, 2017 (incorporated by reference to Exhibit 3.4 to the Quarterly Report on Form 10-Q for the quarter ended March 31, 2017 (File No. 001-13395)).</u></a>
4.4	<a href="#"><u>Certificate of Amendment to the Amended and Restated Certificate of Incorporation of Sonic Automotive, Inc., dated May 3, 2021 (incorporated by reference to Exhibit 4.4 to the Registration Statement on Form S-8 filed June 8, 2021 (File No. 333-256891)).</u></a>
4.5	<a href="#"><u>Certificate of Amendment to the Amended and Restated Certificate of Incorporation of Sonic Automotive, Inc., dated May 16, 2023 (incorporated by reference to Exhibit 3.6 to the Quarterly Report on Form 10-Q for the quarter ended June 30, 2023 (File No. 001-13395)).</u></a>
4.6	<a href="#"><u>Amended and Restated Bylaws of Sonic Automotive, Inc., dated February 10, 2021 (incorporated by reference to Exhibit 3.1 to the Current Report on Form 8-K filed February 12, 2021 (File No. 001-13395)).</u></a>
4.7	<a href="#"><u>Specimen Class A Common Stock Certificate (incorporated by reference to Exhibit 4.1 to the Registration Statement on Form S-1/A filed October 17, 1997 (File No. 333-33295)).</u></a>
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 Formula Restricted Stock and Deferral Plan for Non-Employee Directors, amended and restated effective as of May 15, 2023 (incorporated by reference to Appendix A to the Definitive Proxy Statement on Schedule 14A filed April 3, 2023 (File No. 001-13395)).</u></a>
107.1*	<a href="#"><u>Calculation of Filing Fee Tables.</u></a>

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\* Filed herewith.

## SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, 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 3rd day of October, 2023.

### 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 of 1933, this registration statement has been signed by the following persons in the capacities indicated on this 3rd day of October, 2023:

<b><u>Signature</u></b>	<b><u>Title</u></b>
<u>/s/ David Bruton Smith</u> David Bruton Smith	Chairman and Chief Executive Officer (Principal Executive Officer)
<u>/s/ Jeff Dyke</u> Jeff Dyke	President and Director
<u>/s/ Heath R. Byrd</u> Heath R. Byrd	Executive Vice President and Chief Financial Officer (Principal Financial Officer and Principal Accounting Officer)
<u>/s/ William I. Belk</u> William I. Belk	Director
<u>/s/ William R. Brooks</u> William R. Brooks	Director
<u>/s/ Michael Hodge</u> Michael Hodge	Director
<u>/s/ Keri A. Kaiser</u> Keri A. Kaiser	Director
<u>/s/ B. Scott Smith</u> B. Scott Smith	Director
<u>/s/ Marcus G. Smith</u> Marcus G. Smith	Director
<u>/s/ Eugene Taylor</u> R. Eugene Taylor	Director

**Calculation of Filing Fee Tables**

**S-8**  
(Form Type)

**SONIC AUTOMOTIVE, INC.**  
(Exact Name of Registrant as Specified in its Charter)

Table 1: Newly Registered Securities

Security Type	Security Class Title	Fee Calculation Rule	Amount Registered (1)	Proposed Maximum Offering Price Per Unit (2)	Maximum Aggregate Offering Price (2)	Fee Rate	Amount of Registration Fee
Equity	Class A Common Stock, par value \$0.01 per share	Other	100,000 shares	\$48.34	\$4,834,000	0.00014760	\$713.50
<b>Total Offering Amounts</b>					\$4,834,000		\$713.50
<b>Total Fee Offsets</b>							—
<b>Net Fee Due</b>							\$713.50

Pursuant to Rule 416(a) under the Securities Act of 1933, as amended (the "Securities Act"), the registration statement on Form S-8 to which this exhibit relates also covers any additional shares of Class A Common Stock of Sonic Automotive, Inc. (the "Registrant") that may become issuable under the Sonic Automotive, Inc. 2012 Formula Restricted Stock and Deferral Plan for Non-Employee Directors by reason of any stock split, stock dividend or other similar transaction.

Estimated solely for the purpose of calculating the registration fee pursuant to Rules 457(c) and 457(h) under 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 September 28, 2023.

KPMG LLP  
Suite 1000  
620 S. Tryon Street  
Charlotte, North Carolina 28202-1842

**Consent of Independent Registered Public Accounting Firm**

We consent to the use of our reports dated February 17, 2023, with respect to the consolidated financial statements of Sonic Automotive, Inc., and the effectiveness of internal control over financial reporting, incorporated herein by reference.

/s/ KPMG LLP

Charlotte, North Carolina  
October 3, 2023

October 3, 2023

Sonic Automotive, Inc.  
4401 Colwick Road  
Charlotte, North Carolina 28211

**Re: Sonic Automotive, Inc. – Registration Statement on Form S-8**

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 100,000 shares (the “Shares”) of the Company’s Class A Common Stock, par value \$0.01 per share, which may be issued pursuant to the Sonic Automotive, Inc. 2012 Formula Restricted Stock and Deferral Plan for Non-Employee Directors, amended and restated effective as of May 15, 2023 (formerly known as the Sonic Automotive, Inc. 2012 Formula Restricted Stock Plan for Non-Employee Directors) (the “Plan”).

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) certain 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 compliance with fiduciary duties, 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 and completeness 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.

Based upon the foregoing and subject to the limitations, qualifications and assumptions set forth herein, we are of the opinion that the Shares have been duly authorized by the Company and, when issued and sold by the Company pursuant to the Registration Statement and in accordance with the terms and conditions of the Plan, will be validly issued, fully paid and non-assessable.

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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 thereby 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 promulgated thereunder by the Commission.

Very truly yours,

/s/ MOORE & VAN ALLEN PLLC

MOORE & VAN ALLEN PLLC