

**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): September 11, 2009

---

**SONIC AUTOMOTIVE, INC.**

(Exact name of registrant as specified in its charter)

---

**Delaware**  
(State or other jurisdiction of incorporation)

**1-13395**  
(Commission File Number)

**56-201079**  
(IRS Employer Identification No.)

**6415 Idlewild Road, Suite 109**  
**Charlotte, North Carolina**  
(Address of principal executive offices)

**28212**  
(Zip Code)

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

**N/A**  
(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))

---

**Item 1.01. Entry into a Material Definitive Agreement.**

On September 11, 2009, we entered into an amendment to our Credit Agreement dated February 17, 2006, as amended, among the Company, the subsidiaries of the Company named therein, Bank of America, N.A., JPMorgan Chase Bank, N.A., Toyota Motor Credit Corporation, BMW Financial Services NA, LLC, Carolina First Bank, Comerica Bank, Fifth Third Bank, General Electric Capital Corporation, KeyBank National Association, Nissan Motor Acceptance Corporation, Sovereign Bank, SunTrust Bank, Wachovia Bank, National Association and World Omni Financial Corp. This amendment, among other things, authorized the refinancing of 4.25% Convertible Senior Subordinated Notes due 2015 and redemption of our 6.00% Senior Secured Convertible Notes due 2012 with net proceeds from Sonic Automotive, Inc.'s proposed concurrent public offerings of convertible debt securities and shares of Class A common stock. As of September 11, 2009, we had \$35.0 million outstanding and \$95.7 million available under the revolving credit sub-facility portion of this credit facility.

**Item 8.01 Other Events.**

On September 14, 2009, we issued a press release announcing proposed offerings of convertible debt securities and shares of Class A common stock. A copy of this press release is attached hereto as Exhibit 99.1.

**Item 9.01. Financial Statements and Exhibits.**

(d) *Exhibits.*

99.1 Press release of Sonic Automotive, Inc. dated September 14, 2009

---

**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.

By: /s/ Stephen K. Coss  
Stephen K. Coss  
Senior Vice President and General Counsel

Dated: September 14, 2009

---

INDEX TO EXHIBITS

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press release of Sonic Automotive, Inc. dated September 14, 2009

**SONIC AUTOMOTIVE ANNOUNCES CONCURRENT OFFERINGS OF CLASS A COMMON STOCK AND CONVERTIBLE SENIOR NOTES**

**Charlotte, NC – September 14, 2009** – Sonic Automotive, Inc. (NYSE: SAH) today announced a public offering of Class A common stock and convertible senior notes.

Sonic Automotive intends to offer approximately 9,000,000 shares of its Class A common stock in an underwritten registered public offering. In connection with this offering, Sonic Automotive intends to grant the underwriters a 30-day option to purchase an additional 1,350,000 shares of common stock to cover over allotments.

In conjunction with the common stock offering, Sonic Automotive intends to offer approximately \$125,000,000 aggregate principal amount of convertible senior notes due 2029 in an underwritten registered public offering. In connection with this offering, Sonic Automotive intends to grant the underwriters a 30-day option to purchase up to an additional \$18,750,000 aggregate principal amount of the convertible senior notes to cover over allotments. The convertible senior notes will be convertible, under certain circumstances, into cash, shares of Sonic Automotive Class A common stock, or a combination of cash and shares, at the option of Sonic Automotive. The offering price, interest rate, conversion price and other terms of the convertible senior notes will be determined by Sonic Automotive and the underwriters.

The closing of the underwritten convertible notes offering and underwritten offering of common stock will not be contingent on each other.

Sonic Automotive intends to use the net proceeds from these offerings to repay all or a portion of the principal amount outstanding on its 4.25% Convertible Senior Subordinated Notes due 2015 (which the holders can put to Sonic Automotive in November 2010) and its 6.00% Convertible Senior Subordinated Notes due 2012. If Sonic Automotive is unable to repay these notes, it will use proceeds from the offerings to repay outstanding amounts under its credit facility.

J.P. Morgan Securities Inc. and BofA Merrill Lynch are acting as joint book-running managers for the offerings. Wells Fargo Securities, Moelis & Company and Stephens, Inc. are acting as co-managers for the offerings.

Sonic Automotive has filed a registration statement (including a prospectus and related preliminary prospectus supplements for each of the common stock and convertible senior notes offerings) with the U.S. Securities and Exchange Commission (SEC) for the offerings to which this communication relates. Before you invest, you should read the applicable preliminary prospectus supplement and the accompanying prospectus for more complete information about Sonic Automotive and these offerings. You may get these documents for free by visiting IDEA on the SEC website at [www.sec.gov](http://www.sec.gov). Alternatively, copies may be obtained from J.P. Morgan Securities Inc., 4 Chase Metrotech Center, CS Level, Brooklyn, NY 11245, Attention: Prospectus Library or BofA Merrill Lynch, 4 World Financial Center, New York, New York 10080.

---

This release is not an offer to sell or the solicitation of an offer to buy nor shall there be any sale of these securities in any state in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such state.

**About Sonic Automotive**

Sonic Automotive, Inc., a Fortune 300 company based in Charlotte, N.C., is the nation's third-largest automotive retailer, operating 153 franchises.

Included herein are forward-looking statements pertaining to completion of the proposed transactions on the terms described above. There are many factors that affect management's views about future events and trends of Sonic's business. These factors involve risks and uncertainties that could cause actual results or trends to differ materially from management's view, including without limitation, economic conditions, risks associated with acquisitions and risk factors described in Exhibit 99.1 to Sonic's Current Report on Form 8-K furnished on August 21, 2009 and in its other filings with the Securities and Exchange Commission. Sonic does not undertake any obligation to update forward-looking information.