

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): July 30, 2012

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.)

4401 Colwick Road
Charlotte, North Carolina

(Address of principal executive offices)

28211

(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 8.01. Other Events.

On July 30, 2012, Sonic Automotive, Inc. (“Sonic”) issued a press release announcing the expiration and final results of its exchange offer to purchase for cash and shares of its Class A common stock all of its outstanding 5.0% Convertible Senior Notes due 2029.

A copy of the press release is attached hereto as Exhibit 99.1 and is incorporated by reference herein.

Item 9.01. Financial Statements and Exhibits.

(d) *Exhibits.*

99.1 Press release of Sonic Automotive, Inc. dated July 30, 2012

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: July 30, 2012

INDEX TO EXHIBITS

| <u>Exhibit No.</u> | <u>Description</u> |
|--------------------|---|
| 99.1 | Press release of Sonic Automotive, Inc. dated July 30, 2012 |

FOR IMMEDIATE RELEASE**SONIC AUTOMOTIVE ANNOUNCES EXPIRATION AND FINAL RESULTS OF EXCHANGE OFFER FOR ALL 5.0% CONVERTIBLE SENIOR NOTES DUE 2029**

Charlotte, NC – July 30, 2012 – Sonic Automotive, Inc. (NYSE: SAH) today announced the expiration and final results of its previously announced exchange offer (the “Offer”) to purchase for cash and shares of its Class A common stock all of its outstanding 5.0% Convertible Senior Notes due 2029 (CUSIP No. 83545GAQ5) (the “Notes”). The Offer expired at 12:00 midnight, New York City time, at the end of July 27, 2012.

As of the expiration of the Offer, \$134,900,000 in aggregate principal amount of Notes, representing approximately 99.9963% of the aggregate outstanding principal amount of Notes, were validly tendered and not properly withdrawn. Sonic has accepted for exchange all Notes that were validly tendered and not properly withdrawn.

Sonic expects to settle the Offer on August 1, 2012 and pay an aggregate of approximately \$137.1 million in cash (including accrued and unpaid interest and cash paid in lieu of fractional shares) and issue 4,074,905 shares of Class A common stock to purchase all of the Notes that were validly tendered and not properly withdrawn. Immediately following the settlement of the Offer, approximately \$5,000 aggregate principal amount of Notes will remain outstanding.

J.P. Morgan Securities LLC, Merrill Lynch, Pierce, Fenner & Smith Incorporated and Wells Fargo Securities, LLC are serving as joint lead dealer managers in connection with the Offer. Global Bondholder Services Corporation is acting as the exchange agent and information agent for the Offer.

This press release is for information purposes only and shall not constitute an offer to purchase, a solicitation of an offer to purchase, or an offer to sell or solicitation of an offer to sell any securities.

About Sonic Automotive

Sonic Automotive, Inc., a Fortune 500 company based in Charlotte, N.C., is one of the nation’s largest automotive retailers. Sonic can be reached on the web at www.sonicautomotive.com.