

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

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**FORM 8-K**

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**CURRENT REPORT**

Pursuant to Section 13 or 15(d) of the  
Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): August 1, 2012

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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)

**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**

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**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 August 1, 2012, Sonic Automotive, Inc. (“Sonic”) completed its exchange offer to purchase up to all of its outstanding 5.0% Convertible Senior Notes due 2029 (“5% Notes”) with a combination of cash and shares of its Class A common stock. Sonic paid approximately \$137.1 million in cash (including accrued and unpaid interest on the 5% Notes and cash paid in lieu of fractional shares) and issued 4,074,905 shares of Class A common stock in exchange for \$134.9 million aggregate principal amount of 5% Notes. The cash portion of this payment was funded with proceeds from Sonic’s issuance of 7.0% Senior Subordinated Notes due 2022. All but \$5,000 in aggregate principal amount of the outstanding 5% Notes were repurchased in the exchange offer.

**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: August 1, 2012