

**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): April 17, 2013

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 2.02. Results of Operations and Financial Condition.

On April 23, 2013, we issued a press release announcing results for our fiscal quarter ended March 31, 2013.

A copy of the press release is attached hereto as Exhibit 99.1. A copy of the earnings call presentation materials is attached hereto as Exhibit 99.2.

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

At the annual meeting of stockholders (the "Annual Meeting") of Sonic held April 17, 2013, the following actions took place.

Mr. O. Bruton Smith, Mr. B. Scott Smith, Mr. David Bruton Smith, Mr. William I. Belk, Mr. William R. Brooks, Mr. Victor H. Doolan, Mr. Robert Heller, Mr. Robert L. Rewey and Mr. David C. Vorhoff were reelected as directors by Sonic's stockholders.

	<u>Votes For</u>	<u>Votes Withheld</u>	<u>Broker Non-Votes</u>	<u>Votes Abstained</u>
Election of O. Bruton Smith	153,822,650	1,873,122	2,595,478	—
Election of B. Scott Smith	153,541,186	2,214,586	2,595,478	—
Election of David Bruton Smith	153,541,186	2,214,586	2,595,478	—
Election of William I. Belk	142,834,467	12,921,305	2,595,478	—
Election of William R. Brooks	153,546,786	2,208,986	2,595,478	—
Election of Victor H. Doolan	142,837,067	12,918,705	2,595,478	—
Election of Robert Heller	142,836,167	12,919,605	2,595,478	—
Election of Robert L. Rewey	153,678,483	2,077,289	2,595,478	—
Election of David C. Vorhoff	142,894,205	12,861,567	2,595,478	—

Sonic's stockholders approved, on a non-binding advisory basis, Sonic's executive compensation as disclosed in its proxy statement for the Annual Meeting.

	<u>Votes For</u>	<u>Votes Against</u>	<u>Broker Non-Votes</u>	<u>Votes Abstained</u>
Approval, on a non-binding advisory basis, of Sonic's executive compensation as disclosed in its proxy statement for the Annual Meeting	145,450,578	9,651,092	2,595,478	654,102

Sonic's stockholders approved the ratification of the appointment of Ernst & Young LLP as Sonic's independent accountants for the fiscal year ending December 31, 2013.

	<u>Votes For</u>	<u>Votes Against</u>	<u>Broker Non-Votes</u>	<u>Votes Abstained</u>
Ratification of appointment of Ernst & Young LLP as the independent public accounting firm	157,884,970	13,437	0	452,843

Item 7.01. Regulation FD Disclosure.

On April 23, 2013, we issued a press release announcing the approval of a quarterly cash dividend.

A copy of the press release is attached hereto as Exhibit 99.3.

Item 9.01. Financial Statements and Exhibits.

(d) *Exhibits.*

99.1 Press release of Sonic Automotive, Inc. dated April 23, 2013

99.2 Earnings call presentation materials

99.3 Press release of Sonic Automotive, Inc. dated April 23, 2013

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: April 23, 2013

INDEX TO EXHIBITS

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press release of Sonic Automotive, Inc. dated April 23, 2013
99.2	Earnings call presentation materials
99.3	Press release of Sonic Automotive, Inc. dated April 23, 2013

***Sonic Automotive, Inc. Posts 14% Increase in EPS
Record Q1 Revenues and Profit***

CHARLOTTE, N.C. – April 23, 2013 – Sonic Automotive, Inc. (NYSE: SAH), one of the nation’s largest automotive retailers, today reported record first quarter earnings from continuing operations in 2013 of \$21.7 million for a 2.6% increase over the prior year results. Continuing operations earnings per diluted share increased 13.9% to \$0.41 compared to \$0.36 in the prior year quarter.

Q1 2013 Highlights- Record Q1 Continuing Operations Net Income and Revenues; Continuing Operations Diluted EPS up 14%; Record Q1 New and Used Retail Vehicle Volumes

- Record Q1 continuing operations net income of \$21.7 million
- Total Q1 revenues up 8.1% over prior year quarter
- Record Q1 retail volumes – new vehicle retail of 30,590 units – used vehicle retail of 26,469 units
- New vehicle retail revenue up 11.7% over prior year quarter
- Record used vehicle sales volume in March retailing nearly 9,400 vehicles for the month
- Parts and Service gross profit up 1.0% over prior year quarter (up 4.2% adjusted for two less selling days in 1Q2013)
- Total gross profit up 3.1% over prior year quarter

B. Scott Smith, the Company’s President, noted, “For 14 consecutive quarters, we have grown revenue when compared to the prior year without adding any dealerships, and are pleased with the quarter’s operating and financial results. Our operating performance continues to improve year-over-year, as we have focused on executing our playbooks and being Predictable, Repeatable and Sustainable. This is our year to execute.”

Jeff Dyke, Sonic’s EVP of Operations, stated, “Our new and used vehicle growth in the first quarter grew at a record pace breaking an all-time sales record for used cars in the month of March. Our new vehicle retail volume, which increased 7.4%, continues to show growth as we continue to focus on the customer experience, execution of our process and implementation of True Price. We are excited about the possibilities of further improvement in the coming months.”

First Quarter Earnings Conference Call

Senior management will host a conference call today at 11:00 A.M. (Eastern) to discuss the quarter’s results. To access the live broadcast of the call over the Internet go to: www.sonicautomotive.com, then click on “Our Company”, then “Investor Relations”, then “Earnings Conference Calls”.

Presentation materials for the conference call can be accessed on the Company’s website at www.sonicautomotive.com by clicking on the “Investor Relations” tab under “Our Company” and choosing “Webcasts & Presentations”.

The conference call will also be available live by dialing in 10 minutes prior to the start of the call at:

Domestic: 1.877.791.3416
International: 1.706.643.0958
Conference ID: 34425848

A conference call replay will be available one hour following the call for seven days and can be accessed by calling:

Domestic: 1.855.859.2056
International: 1.404.537.3406
Conference ID: 34425848

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.

Included herein are forward-looking statements, including statements with respect to anticipated growth in new vehicle sales, and anticipated future success and impacts from the implementation of our planned strategic initiatives. There are many factors that affect management's views about future events and trends of the Company's business. These factors involve risk and uncertainties that could cause actual results or trends to differ materially from management's view, including without limitation, economic conditions in the markets in which we operate, new and used vehicle industry sales volume, the success of our operational strategies, the rate and timing of overall economic recovery or decline, and the risk factors described in the Company's annual report on Form 10-K for the year ending December 31, 2012. The Company does not undertake any obligation to update forward-looking information.

Sonic Automotive, Inc.
Results of Operations (Unaudited)
(Dollars and shares in thousands, except per share amounts)

This release contains certain non-GAAP financial measures (the "Adjusted" columns) as defined under SEC rules, such as, but not limited to, adjusted income from continuing operations and related earnings per share data. The Company has reconciled these measures to the most directly comparable GAAP measures (the "Reported" columns) in the release. The Company believes that these non-GAAP financial measures improve the transparency of the Company's disclosure by providing period-to-period comparability of the Company's results from operations.

	First Quarter Ended March 31,	
	2013	2012
Revenues:		
New retail vehicles	\$1,101,109	\$ 986,032
Fleet vehicles	41,947	45,358
Total new vehicles	1,143,056	1,031,390
Used vehicles	526,182	501,864
Wholesale vehicles	51,792	43,673
Total vehicles	1,721,030	1,576,927
Parts, service and collision repair	296,642	292,555
Finance, insurance and other	65,494	57,584
Total revenues	2,083,166	1,927,066
Gross profit	313,020	303,754
Selling, general and administrative expenses	(245,824)	(237,149)
Impairment charges	(15)	(1)
Depreciation and amortization	(12,134)	(10,895)
Operating income (loss)	55,047	55,709
Other income (expense):		
Interest expense, floor plan	(5,213)	(4,263)
Interest expense, other, net	(14,359)	(16,409)
Other income (expense), net	95	20
Total other income (expense)	(19,477)	(20,652)
Income (loss) from continuing operations before taxes	35,570	35,057
Provision for income taxes - benefit (expense)	(13,873)	(13,912)
Income (loss) from continuing operations	21,697	21,145
Income (loss) from discontinued operations	(406)	(647)
Net income (loss)	<u>\$ 21,291</u>	<u>\$ 20,498</u>
Diluted earnings (loss) per common share:		
Earnings (loss) per share from continuing operations	\$ 0.41	\$ 0.36
Earnings (loss) per share from discontinued operations	(0.01)	(0.01)
Earnings (loss) per common share	<u>\$ 0.40</u>	<u>\$ 0.35</u>
Weighted average common shares outstanding	52,931	64,420
Gross Margin Data (Continuing Operations):		
New retail vehicles	5.9%	6.3%
Fleet vehicles	3.0%	3.4%
Total new vehicles	5.8%	6.2%
Used vehicles	7.2%	7.9%
Wholesale vehicles	(2.3%)	0.5%
Parts, service and collision repair	48.6%	48.8%
Finance, insurance and other	100.0%	100.0%
Overall gross margin	15.0%	15.8%
SG&A Expenses (Continuing Operations):		
Compensation	\$ 148,580	\$ 142,184
Advertising	13,431	12,055
Rent and rent related	26,396	26,786
Other	57,417	56,124
Total SG&A expenses	\$ 245,824	\$ 237,149
SG&A expenses as % of gross profit	78.5%	78.1%
Operating Margin %	2.6%	2.9%
Unit Data (Continuing Operations):		
New retail units	30,590	28,490
Fleet units	1,493	1,683
Total new units	32,083	30,173
Used units	26,469	25,478
Wholesale units	8,393	7,175

Sonic Automotive, Inc.
Results of Operations (Unaudited)
(In thousands, except per share amounts)

	First Quarter Ended March 31, 2013						
	Weighted Average Shares	Income (Loss) From Continuing Operations		Income (Loss) From Discontinued Operations		Net Income (Loss)	
		Per Share Amount		Per Share Amount		Per Share Amount	
		Amount	Amount	Amount	Amount	Amount	Amount
Reported:							
Earnings (loss) and shares	52,586	\$21,697		\$ (406)		\$21,291	
Effect of participating securities:							
Non-vested restricted stock and stock units		(170)		—		(170)	
Basic earnings (loss) and shares	52,586	\$21,527	\$ 0.41	\$ (406)	\$(0.01)	\$21,121	\$ 0.40
Effect of dilutive securities:							
Stock compensation plans	345						
Diluted earnings (loss) and shares	<u>52,931</u>	<u>\$21,527</u>	<u>\$ 0.41</u>	<u>\$ (406)</u>	<u>\$(0.01)</u>	<u>\$21,121</u>	<u>\$ 0.40</u>
	First Quarter Ended March 31, 2012						
	Weighted Average Shares	Income (Loss) From Continuing Operations		Income (Loss) From Discontinued Operations		Net Income (Loss)	
		Per Share Amount		Per Share Amount		Per Share Amount	
		Amount	Amount	Amount	Amount	Amount	Amount
Reported:							
Earnings (loss) and shares	52,224	\$21,145		\$ (647)		\$20,498	
Effect of participating securities:							
Non-vested restricted stock and stock units		(329)		—		(329)	
Basic earnings (loss) and shares	52,224	\$20,816	\$ 0.40	\$ (647)	\$(0.01)	\$20,169	\$ 0.39
Effect of dilutive securities:							
Contingently convertible debt (5.0% Convertible Notes)	11,676	2,125		47		2,172	
Stock compensation plans	520						
Diluted earnings (loss) and shares	<u>64,420</u>	<u>\$22,941</u>	<u>\$ 0.36</u>	<u>\$ (600)</u>	<u>\$(0.01)</u>	<u>\$22,341</u>	<u>\$ 0.35</u>



Q1 2013 Earnings Review

April 23, 2013

Forward-Looking Statements

This presentation contains “forward-looking statements” within the meaning of the Private Securities Litigation Reform Act of 1995. These statements relate to future events, are not historical facts and are based on our current expectations and assumptions regarding our business, the economy and other future conditions. These statements can generally be identified by lead-in words such as “believe”, “expect”, “anticipate”, “intend”, “plan”, “foresee”, “may”, “will” and other similar words. Statements that describe our Company’s objectives, plans or goals are also forward-looking statements. Examples of such forward-looking information we may be discussing in this presentation include, without limitation, further implementation of our operational strategies and playbooks, future debt retirement, capital expenditures, operating margins and revenues, inventory levels and new vehicle industry sales volume.

You are cautioned that these forward-looking statements are not guarantees of future performance, involve risks and uncertainties and actual results may differ materially from those projected in the forward-looking statements as a result of various factors. These risks and uncertainties include, among other things, (a) economic conditions in the markets in which we operate, (b) the success of our operational strategies, (c) our relationships with the automobile manufacturers and (d) new and pre-owned vehicle sales volume. These risks and uncertainties, as well as additional factors that could affect our forward-looking statements, are described in our Form 10-K for the year ending December 31, 2012.

These forward-looking statements, risks, uncertainties and additional factors speak only as of the date of this presentation. We undertake no obligation to update any such statements.

Contents

- ❑ Quarter in Review
- ❑ Financial Results
- ❑ Operations Recap
- ❑ Summary and Outlook

Overall Results

- Revenue Growth – Up 8.1%
 - ❖ New retail revenue up 11.7% - volume up 7.4%
 - ❖ Used unit volume up 3.9%
 - ❖ F&I revenue up 13.7%
 - ❖ Fixed operations revenue up 1.4%
- SG&A at 78.5% - Up 40 bps from 78.1%
- Income from continuing operations of \$21.7 million, up 2.6% from the prior year quarter
- Q1 2013 diluted EPS from continuing operations was \$0.41 per share vs. \$0.36 per share in the prior year period – up 13.9%

Q1 2013 Results

		B/(W) than Q1 2012	
<i>(amounts in millions, except per share data)</i>	<u>Q1 2013</u>	\$	%
Revenue	\$ 2,083	\$ 156	8%
Gross Profit	\$ 313	\$ 9	3%
Operating Profit	\$ 55	(\$ 1)	(1%)
Interest & Other	(\$ 19)	\$ 1	6%
Continuing Ops:			
Profit (after tax)	\$ 22	\$ 1	3%
Diluted EPS	\$ 0.41	\$ 0.36	14%
SG&A as % of Gross	78.5%	(40 bps)	
<i>Discontinued Ops Profit (after tax)</i>	<i>\$0</i>	<i>(\$1)</i>	

SG&A to Gross



Targeting Below 77% for the Full Year

Capital Spending

<i>(amounts in millions)</i>	YTD 2013	Estimated 2013
Real Estate Acquisitions	\$ 32.7	\$ 67.3
All Other Cap Ex	<u>26.6</u>	<u>105.3</u>
Subtotal	\$ 59.3	\$ 172.6
Less: Mortgage Funding	<u>(19.2)</u>	<u>(70.1)</u>
Total Cash Used – Cap Ex	<u>\$ 40.1</u>	<u>\$ 102.5</u>

Debt Covenants

	Covenant	Actual Q1 2013
Liquidity Ratio	≥ 1.05	1.12
Fixed Charge Coverage Ratio	≥ 1.20	1.68
Total Lease Adjusted Leverage Ratio	≤ 5.50	3.90

Compliant with all Covenants

Share Repurchases

<i>(shares in thousands)</i>	Shares	Average Price
Q1 2013 Activity	392	\$23.27

Unused authorization of approximately \$137.2 million today

New Retail Vehicles

	Q1 2013	Q1 2012	B/(W)
Volume	30,590	28,490	7%
Selling Price	\$ 35,996	\$ 34,610	4%
Gross Margin %	5.9%	6.3%	(40 bps)
GPU	\$ 2,132	\$ 2,182	(\$ 49)
Gross Profit	\$ 65 million	\$ 62 million	5%
SAAR <i>(includes fleet)</i>	15.3 million	14.1 million	8.5%

Used Retail Vehicles

	Q1 2013	Q1 2012	B/(W)
Retail Volume	26,469	25,478	4%
Used Retail GPU	\$ 1,437	\$ 1,546	(\$ 110)
Used Related Retail Gross*	\$ 83 million	\$ 81 million	\$ 2 million
Used to New	0.87 : 1	0.89 : 1	(.02)
Vehicles / store / month	88	85	3

* - Includes front-end gross plus F&I related gross and fixed operations related gross

Fixed Operations

		B/(W) than Q1 2012	
<i>(amounts in millions)</i>	<u>Q1 2013</u>	\$	%
Revenue	\$ 297	\$ 4	1.4%
Gross Profit	\$ 144	\$ 1	1.0%

QTD YOY Gross Profit Change Breakdown:

- Customer Pay Up 1.4%
- Whsl. Parts Up 0.3%
- Internal & Sublet down 1.5%
- Warranty Up 4.0%

**Gross up
4.2%
adjusted for
2 less fixed
ops days**

Summary

- ❑ Record Q1 revenues of \$2.1 billion
- ❑ Record new and used retail volumes
- ❑ 14 consecutive quarters of quarter-over-quarter revenue growth
- ❑ Double digit EPS growth of 14%
- ❑ Inventory in good shape going into Q2
- ❑ Business environment continues to be favorable to retail automotive



FOR IMMEDIATE RELEASE

SONIC AUTOMOTIVE, INC. DECLARES QUARTERLY CASH DIVIDEND

CHARLOTTE, N.C. – April 23, 2013 – Sonic Automotive, Inc. (NYSE: SAH), a leader in automotive retailing, today announced that its Board of Directors approved a quarterly dividend of \$0.025 per share payable in cash for stockholders of record on June 14, 2013. The dividend will be payable on July 15, 2013.

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.

Included herein is a forward-looking statement pertaining to an anticipated cash dividend to shareholders. There are many factors that affect management's views about future events and trends of the Company's business. These factors involve risk and uncertainties that could cause actual results or trends to differ materially from management's view, including without limitation, economic conditions in the markets in which we operate, new and used vehicle sales volume, the success of our operational strategies, the rate and timing of overall economic recovery and the risk factors described in the Company's annual report on Form 10-K for the year ending December 31, 2012. The Company does not undertake any obligation to update forward-looking information.