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**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): October 14, 2014**

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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)

**56-2010790**  
(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**

**Not Applicable**  
(Former name or former address, if changed since last report.)

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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))
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**Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

(d) On October 14, 2014, the Board of Directors of Sonic Automotive, Inc. (the “Company”) elected John W. Harris, III, Chief Operating Officer and Executive Vice President of Lincoln Harris, LLC, a privately held commercial real estate company, to the Company’s Board as a director, effective that day, with a term expiring at the Company’s 2015 annual meeting of stockholders. Concurrent with his election as a director, Mr. Harris was appointed to the Audit Committee, the Compensation Committee and the Nominating and Corporate Governance Committee of the Board of Directors, and as Vice Chairman of the Compensation Committee. There are no arrangements or understandings between Mr. Harris and any other persons pursuant to which he was selected as a director. There are no transactions involving the Company and Mr. Harris that the Company would be required to report pursuant to Item 404(a) of Regulation S-K.

In connection with his election to the Board, Mr. Harris received a grant of 3,105 restricted shares of the Company’s Class A Common Stock pursuant to the Sonic Automotive, Inc. 2012 Formula Restricted Stock Plan for Non-Employee Directors. Mr. Harris also will be entitled to receive compensation for his Board and committee service in accordance with the Company’s Director Compensation Policy, a copy of which is attached hereto as Exhibit 10.1.

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

(d) *Exhibits.*

10.1 Director Compensation Policy

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**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.

Date: October 15, 2014

By: /s/ Stephen K. Coss

Stephen K. Coss  
Senior Vice President and General Counsel

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INDEX TO EXHIBITS

<u>Exhibit No.</u>	<u>Description</u>
10.1	Director Compensation Policy

**Sonic Automotive, Inc.****Director Compensation Policy**

*(Effective as of July 1, 2014)\**

Each non-employee director will receive the following compensation for such director's service on the Board of Directors:

- an annual cash retainer of \$70,000, payable in quarterly installments;
- \$12,500 annual cash retainer for the Audit Committee Chairman, Compensation Committee Chairman, Nominating and Corporate Governance Committee Chairman and Lead Independent Director, payable in quarterly installments;
- \$6,250 annual cash retainer for the Vice Chairman of any Board committee, payable in quarterly installments;
- one (1) demonstrator vehicle for personal use; and
- an annual equity grant of \$75,000 in the form of restricted stock on the first business day following each annual meeting of the Company's stockholders pursuant to the Company's 2012 Formula Restricted Stock Plan for Non-Employee Directors. The number of restricted shares of Class A Common Stock granted to an eligible non-employee director each year will equal \$75,000 divided by the average closing sale price of the Class A Common Stock on the New York Stock Exchange for the twenty (20) trading days immediately prior to the grant date (rounded up to the nearest whole share). Generally, subject to the director's continued service on the Board, the restricted stock will vest in full on the earlier of the first anniversary of the grant date or the day before the next annual meeting of the Company's stockholders.

Non-employee directors also are eligible to participate in the Sonic Automotive, Inc. Deferred Compensation Plan and may elect to defer up to 100% of their annual cash retainer and any committee Chairman, committee Vice Chairman or Lead Independent Director fees otherwise payable to the director in cash under the Plan.

Any non-employee director who is initially elected to the Board of Directors other than at an annual meeting of the Company's stockholders will receive an equity grant of \$75,000 in the form of restricted stock upon his or her election to the Board with the number of shares determined as described above. Generally, subject to the director's continued service on the Company's Board, the restricted stock will vest in full on the first anniversary of the grant date.

Directors who are also employees of the Company do not receive compensation (other than their compensation as employees of the Company) for their service on the Board of Directors.

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\* *Amended and adopted by the Board of Directors on April 16, 2014.*