

FORM 5

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

| OMB APPROVAL | |
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ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Form 3 Holdings Reported.

Form 4 Transactions Reported.

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

| | | |
|--|--|---|
| 1. Name and Address of Reporting Person * SMITH DAVID BRUTON (Last) (First) (Middle) C/O SONIC AUTOMOTIVE, INC. 4401 COLWICK ROAD (Street) CHARLOTTE NC 28211 (City) (State) (Zip) | 2. Issuer Name and Ticker or Trading Symbol SONIC AUTOMOTIVE INC [SAH] | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) Chairman and CEO |
| | 3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year) 12/31/2022 | |
| | 4. If Amendment, Date of Original Filed (Month/Day/Year) | 6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person |

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5) | | | 5. Amount of Securities Beneficially Owned at end of Issuer's Fiscal Year (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|------------|-----------------------|--|--|---|
| | | | | Amount | (A) or (D) | Price | | | |
| Class A Common Stock | 06/22/2022 | | W | 836,534 ⁽¹⁾ | A | \$0.00 ⁽¹⁾ | 836,534 | I | by OBS Family, LLC ⁽²⁾ |
| Class A Common Stock | | | | | | | 467,856 | D | |

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | | 6. Date Exercisable and Expiration Date (Month/Day/Year) | | 7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4) | 10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) | |
|--|--|--------------------------------------|--|--------------------------------|--|-----|--|-----------------|---|--|--|---|--|-----------------------------|
| | | | | | (A) | (D) | Date Exercisable | Expiration Date | | | | | | Title |
| Class B Common Stock | (3) | 06/22/2022 | | W | 2,171,250 ⁽¹⁾ | | (3) | (3) | Class A Common Stock | 2,171,250 | \$0.00 ⁽¹⁾ | 12,029,375 ⁽⁴⁾ | I | See Footnote ⁽⁴⁾ |

Explanation of Responses:

- The reported securities were acquired by OBS Family, LLC from Mr. O. Bruton Smith under the laws of descent and distribution automatically upon the death of Mr. O. Bruton Smith on June 22, 2022. The reporting person is a member and manager of OBS Family, LLC.
- The reporting person disclaims beneficial ownership of such shares of Sonic Automotive, Inc.'s Class A Common Stock, except to the extent of his pecuniary interest therein.
- Shares of Sonic Automotive, Inc.'s Class B Common Stock are convertible into shares of Sonic Automotive, Inc.'s Class A Common Stock on a 1-for-1 basis at the option of the reporting person and there is no expiration date.
- Includes 2,171,250 shares of Sonic Automotive, Inc.'s Class B Common Stock held by OBS Family, LLC, and 9,858,125 shares of Sonic Automotive, Inc.'s Class B Common Stock held by Sonic Financial Corporation ("SFC"), a North Carolina corporation of which the reporting person is a shareholder, director and officer. The reporting person disclaims beneficial ownership of such shares of Sonic Automotive, Inc.'s Class B Common Stock, except to the extent of his pecuniary interest therein.

Remarks:

/s/ David B. Smith 01/18/2023
 ** Signature of Reporting Person Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.