

SONIC CORP
Form S-8
April 04, 2014

As filed with the Securities and Exchange Commission on April 4, 2014

Registration No. 333-

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM S-8
REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933

SONIC CORP.
(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

73-1371046
(I.R.S. Employer
Identification No.)

300 Johnny Bench Drive
Oklahoma City, OK 73104
(Address of Principal Executive Offices,
including Zip Code)

SONIC CORP. 2006 LONG-TERM INCENTIVE PLAN
(Full title of the plan)

Paige S. Bass
Vice President and General Counsel
300 Johnny Bench Drive
Oklahoma City, OK 73104
(405) 225-5000
(Name, address and telephone number of agent for service)

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b02 of the Exchange Act. (Check one):

Large accelerated filer	Accelerated filer	X
Non-accelerated filer	Smaller reporting company	

Calculation of Registration Fee

Title of securities to be registered	Amount to be registered(1)	Proposed maximum offering price per share(2)	Proposed maximum aggregate offering price	Amount of registration fee
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Common Stock, \$.01 par value	6,551,522 shares	\$22.495	\$147,376,487.39	\$18,982.09
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(1) Pursuant to Rule 416(a) under the Securities Act of 1933, as amended (the "Securities Act"), this registration statement on Form S-8 (this "Registration Statement") shall also cover an indeterminable amount of additional shares of common stock, par value \$0.01 per share (the "Common Stock") of Sonic Corp. (the "Registrant") that become issuable under the Sonic Corp. 2006 Long-Term Incentive Plan (the "Plan") by reason of any stock dividend, stock split, recapitalization or any other similar transaction effected without the receipt of consideration which results in an increase in the number of the Registrant's outstanding shares of Common Stock. No additional registration fee is included for these shares.

(2) The proposed maximum offering price per share and proposed maximum aggregate offering price have been estimated solely for the purpose of calculating the registration fee pursuant to Rule 457(c) and 457(h) under the Securities Act and are based on the average of the high and low selling prices per share of the Common Stock on as of March 28, 2014, as reported on the NASDAQ National Market.

STATEMENT PURSUANT TO GENERAL INSTRUCTION E
TO FORM S-8

This Registration Statement relates to the registration of additional shares of common stock, par value \$.01 per share (the “Common Stock”), of Sonic Corp. (the “Registrant”), under the Sonic Corp. 2006 Long-Term Incentive Plan, as amended and restated on January 16, 2014 (the “Plan”). The contents of the registration statement on Form S-8 (File No. 333-131450) that the Registrant filed with the Securities and Exchange Commission on February 1, 2006, and the registration statement on Form S-8 (File No. 333-168623) filed with the Securities and Exchange Commission on August 6, 2010 relating to the Plan, are incorporated herein by reference.

Explanatory Statement

Up to 6,551,522 shares of Common Stock covered by this Registration Statement may be offered and sold pursuant to awards under the Plan to employees, officers or directors of the Registrant or a parent or subsidiary from time to time.

The Plan was initially adopted in 2006, and the Registrant reserved 4,500,000 shares of Common Stock for issuance pursuant to awards under the Plan and, due to a stock split, increased the amount in April 2006 to 6,750,000 shares of Common Stock. On January 14, 2010, the Registrant’s shareholders approved an amendment to the Plan to increase the number of available shares of Common Stock the Registrant may issue under the Plan by 1,698,478 shares, plus an additional 1,107,788 shares for a one-time stock option exchange program. The one-time stock option exchange program closed on April 29, 2010. On January 16, 2014, the Registrant’s shareholders approved an amendment to the Plan to increase the number of available shares of Common Stock the Registrant may issue under the Plan by 6,551,522 shares. Including these additional shares, as of January 31, 2014, the Registrant had 7,867,108 remaining shares of Common Stock available for issuance pursuant to the Plan.

SIGNATURE

Pursuant to the requirements of the Securities Act, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Oklahoma City, State of Oklahoma, on this 4th day of April, 2014.

SONIC CORP.

By: */s/ Paige S. Bass*
Paige S. Bass, Vice President and
General Counsel

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below hereby constitutes and appoints Paige S. Bass and Carolyn C. Cummins the lawful attorneys-in-fact and agents with full power and authority to do any and all acts and things and to execute any and all instruments which said attorneys and agents, and either one of them, determine may be necessary or advisable or required to enable said corporation to comply with the Securities Act and any rules or regulations or requirements of the Commission in connection with this Registration Statement. Without limiting the generality of the foregoing and power and authority, the powers granted include the power and authority to sign the names of the undersigned officers and directors in the capacities indicated below to this Registration Statement, to any and all amendments, both pre-effective and post-effective, and supplements to this Registration Statement, and to any and all instruments or documents filed as part of or in conjunction with this Registration Statement or amendments or supplements thereof, and each of the undersigned hereby ratifies and confirms that all said attorneys and agents, or any of them, shall do or cause to be done by virtue hereof. This Power of Attorney may be signed in several counterparts.

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Pursuant to the requirements of the Securities Act, this Registration Statement has been signed below as of April 4, 2014 by the following persons in the respective capacities indicated below.

Signature	Title
<i>/s/ J. Clifford Hudson</i> J. Clifford Hudson	Chairman of the Board of Directors, Chief Executive Officer and President (Principal Executive Officer)
<i>/s/ Stephen C. Vaughan</i> Stephen C. Vaughan	Executive Vice President and Chief Financial Officer (Principal Financial Officer)
<i>/s/ Michelle E. Britten</i> Michelle E. Britten	Vice President and Controller (Principal Accounting Officer)
<i>/s/ Tony D. Bartel</i> Tony D. Bartel	Director
<i>/s/ Lauren R. Hobart</i> Lauren R. Hobart	Director
<i>/s/ Kate S. Lavelle</i> Kate S. Lavelle	Director
<i>/s/ Michael J. Maples</i> Michael J. Maples	Director
<i>/s/ J. Larry Nichols</i> J. Larry Nichols	Director
<i>/s/ Federico F. Peña</i> Federico F. Peña	Director
<i>/s/ Frank E. Richardson</i> Frank E. Richardson	Director
<i>/s/ Robert M. Rosenberg</i> Robert M. Rosenberg	Director
<i>/s/ Jeffrey H. Schutz</i> Jeffrey H. Schutz	Director
<i>/s/ Kathryn L. Taylor</i> Kathryn L. Taylor	Director

EXHIBIT INDEX

Exhibit No.	Name of Exhibit
3.1	Certificate of Incorporation of the Registrant, as amended (incorporated by reference to Exhibit 3.1 to the Registrant's Registration Statement on Form S-1 originally filed on October 3, 1990).
3.2	Certificate of Amendment of Certificate of Incorporation of the Registrant (incorporated by reference to Exhibit 3.05 to the Registrant's Form 10-K for the fiscal year ended August 31, 2000 filed on November 22, 2000).
3.3	Certificate of Amendment of Certificate of Incorporation of the Registrant (incorporated by reference to Exhibit 3.06 to the Registrant's Form 10-K for the fiscal year ended August 31, 2002 filed on November 27, 2002).
3.4	Certificate of Amendment of Certificate of Incorporation of the Registrant (incorporated by reference to Exhibit 3.04 to the Registrant's Form 10-K for the fiscal year ended August 31, 2006 filed on October 31, 2006).
3.5	Bylaws of the Registrant, as amended and restated January 14, 2010 (incorporated by reference to Exhibit 3.05 to the Registrant's Form 10-K for the fiscal year ended August 31, 2010 filed on October 29, 2010).
4.1*	Sonic Corp. 2006 Long-Term Incentive Plan, as amended and restated effective January 16, 2014.
5.1*	Opinion of Shearman & Sterling LLP.
23.1*	Consent of Ernst & Young LLP.
23.2*	Consent of Shearman & Sterling LLP (included in Exhibit 5.1).
24.1*	Powers of Attorney (included on the signature pages of this registration statement).

* Filed herewith