

SONIC CORP  
Form 8-K  
January 10, 2011

**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): January 6, 2011

**SONIC CORP.**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction of  
incorporation or organization)

**0-18859**  
(Commission  
File Number)

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

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**300 Johnny Bench Drive**

**Oklahoma City, Oklahoma**  
(Address of Principal Executive Offices)

**(405) 225-5000**

**73104**  
(Zip Code)

(Registrant's telephone number, including area code)

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 (see General Instruction A.2. below):

- .. 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 5.07. Submission of Matters to a Vote of Security Holders**

The Annual Meeting of Stockholders of Sonic Corp. (the Corporation ) was held on January 6, 2011. Matters voted upon by stockholders at that meeting were:

***Proposal 1***

Each of the nominees was elected a director to hold office for a three-year term expiring at the Annual Meeting of Stockholders in 2014 or until his or her successor is elected and qualified. The voting results were as follows:

| Nominee           | For        | Withhold Authority | Broker Non-Vote |
|-------------------|------------|--------------------|-----------------|
| Douglas N. Benham | 50,112,582 | 1,908,282          | 4,698,208       |
| H.E. Rainbolt     | 48,113,927 | 3,906,937          | 4,698,208       |
| Jeffrey H. Schutz | 41,782,016 | 10,238,848         | 4,698,208       |
| Kathryn L. Taylor | 50,197,885 | 1,822,979          | 4,698,208       |

***Proposal 2***

The proposal to ratify the appointment of Ernst & Young LLP as the Company's independent registered public accounting firm was approved. The voting results were as follows:

| For        | Against   | Abstain | Broker Non-Vote |
|------------|-----------|---------|-----------------|
| 52,786,383 | 3,831,308 | 101,381 |                 |

***Proposal 3***

The stockholder proposal for a policy requiring an independent Chairman of the Board of Directors was not approved. The voting results were as follows:

| For        | Against    | Abstain | Broker Non-Vote |
|------------|------------|---------|-----------------|
| 18,927,133 | 32,430,430 | 663,301 | 4,698,208       |

**SIGNATURE**

Pursuant to the requirements of the Securities Exchange Act of 1934, the Corporation has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

**SONIC CORP.**

Date: January 10, 2011

By: */s/* **STEPHEN C. VAUGHAN**  
**Stephen C. Vaughan,**  
**Executive Vice President and Chief Financial Officer**