

PENA FEDERICO F
Form 4
December 10, 2018

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

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

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF
SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
PENA FEDERICO F

(Last) (First) (Middle)

300 JOHNNY BENCH DRIVE

(Street)

OKLAHOMA CITY, OK 73104

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

SONIC CORP [SONC]

3. Date of Earliest Transaction
(Month/Day/Year)

10/11/2018

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

☒ Director ☐ 10% Owner
☐ Officer (give title below) ☐ Other (specify below)

6. Individual or Joint/Group Filing(Check
Applicable Line)
☒ Form filed by One Reporting Person
☐ 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 Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	10/11/2018		G	V	2,310	D	\$ 0	32,190	I	In trust for self
Common Stock	10/19/2018		G	V	2,070	D	\$ 0	30,120	I	In trust for self
Common Stock	12/04/2018		G	V	5,291	D	\$ 0	24,829	I	In trust for self
Common Stock	12/07/2018		D ⁽¹⁾		24,829	D	\$ 43.5	0	I	In trust for self

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

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information contained in this form are not**

SEC 1474
(9-02)

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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 Underlying Securities (Instr. 3 and 4)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Units	\$ 0	12/07/2018		D ⁽¹⁾	2,032	⁽¹⁾	⁽¹⁾	Common Stock	2,032
Non-qualified stock options (right to buy)	\$ 11.07	12/07/2018		D ⁽¹⁾	9,165	⁽¹⁾	01/16/2020	Common Stock	9,165
Non-qualified stock options (right to buy)	\$ 20.58	12/07/2018		D ⁽¹⁾	6,222	⁽¹⁾	01/16/2021	Common Stock	6,222
Non-qualified stock options (right to buy)	\$ 31.29	12/07/2018		D ⁽¹⁾	4,780	⁽¹⁾	01/29/2022	Common Stock	4,780
Non-qualified stock options (right to buy)	\$ 29.37	12/07/2018		D ⁽¹⁾	5,136	⁽¹⁾	01/28/2023	Common Stock	5,136
Non-qualified stock options (right to buy)	\$ 25.4	12/07/2018		D ⁽¹⁾	6,675	⁽¹⁾	01/19/2024	Common Stock	6,675
Non-qualified stock options (right to buy)	\$ 25.84	12/07/2018		D ⁽¹⁾	8,237	⁽¹⁾	01/31/2025	Common Stock	8,237

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
PENA FEDERICO F 300 JOHNNY BENCH DRIVE	X			

OKLAHOMA CITY, OK 73104

Signatures

Carolyn C. Cummins for Federico
F. Pena

12/07/2018

__Signature of Reporting Person

Date

Explanation of Responses:

* 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).

(1) Disposed of as a result of the merger pursuant to the previously announced Agreement and Plan of Merger, dated September 24, 2018, by and among the issuer, Inspire Brands, Inc. and SSK Merger Sub, Inc. (the "Merger Agreement"). At the effective time of the merger as contemplated in the merger agreement, (i) each outstanding share of Company Common Stock, was cancelled and automatically converted into the right to receive \$43.50 in cash and (ii) each Company Restricted Stock Unit and each Company Stock Option Award, vested and accelerated in full and was converted into the right to receive \$43.50 in cash (or in the case of Company Stock Option Awards, the difference between the exercise price and \$43.50).

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

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