

SCHUTZ JEFFREY H

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  
Number: 3235-0287  
Expires: January 31,  
2005  
Estimated average  
burden hours per  
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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
SCHUTZ JEFFREY H

(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)  
10/12/2018

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 Ownership Indirect Beneficial Ownership (Instr. 4)
Common Stock	10/12/2018		G	V 425 D \$ 0	44,452	D	
Common Stock	10/15/2018		G	V 925 D \$ 0	43,527	D	
Common Stock	10/22/2018		G	V 233 D \$ 0	43,294	D	
Common Stock	10/31/2018		G	V 175 D \$ 0	43,119	D	
Common Stock	12/07/2018		D <sup>(1)</sup>	7,600 D \$ 0 43.5		I	By family limited liability

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company  
(2)

Common Stock      12/07/2018      D(1)      43,119      D      \$ 43.50      D

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

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SEC 1474  
(9-02)

**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 <sup>(1)</sup>			2,032	<sup>(1)</sup>	<sup>(1)</sup>	Common Stock	2,032
Nonqualified Stock Option (right to buy)	\$ 31.29	12/07/2018		D <sup>(1)</sup>			4,780	<sup>(1)</sup>	01/29/2022	common stock	4,780
Nonqualified Stock Option (right to buy)	\$ 29.37	12/07/2018		D <sup>(1)</sup>			5,136	<sup>(1)</sup>	01/28/2023	common stock	5,136
Nonqualified Stock Option (right to buy)	\$ 25.4	12/07/2018		D <sup>(1)</sup>			6,675	<sup>(1)</sup>	01/19/2024	common stock	6,675
	\$ 25.84	12/07/2018		D <sup>(1)</sup>			8,237	<sup>(1)</sup>	01/31/2025		8,237

Nonqualified  
Stock Option  
(right to buy)

common  
stock

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SCHUTZ JEFFREY H 300 JOHNNY BENCH DRIVE OKLAHOMA CITY, OK 73104			X	

## Signatures

Carolyn C. Cummins for Jeffrey H. Schutz	12/07/2018
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--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).

- 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
- (1) 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).
- (2) The reporting person owns 50% of the family limited liability company and disclaims beneficial ownership of the issuer's shares held by the family limited liability company except to the extent of his pecuniary interest.

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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