

SONIC CORP  
Form S-8 POS  
April 01, 2014

**Registration No. 333-64890**

**Registration No. 333-09373**

**Registration No. 33-78576**

**Registration No. 33-40987**

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

**POST-EFFECTIVE AMENDMENT NO. 1**

**TO 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**

**73-1371046**  
**(I.R.S. Employer**

**incorporation or organization)**

**Identification Number)**

**300 Johnny Bench Drive**

**Oklahoma City, Oklahoma 73104**

**(Address of principal executive offices)**

**1991 Sonic Corp. Stock Option Plan**

**1991 Sonic Corp. Directors Stock Option Plan**

**(Full title of the plan)**

**Paige S. Bass**

**Vice President and General Counsel**

**300 Johnny Bench Drive**

**Oklahoma City, Oklahoma 73104**

**(405) 225-5000**

**(Name, address and telephone number of agent for service)**

*Copies to:*

**John J. Cannon, III**

**Shearman & Sterling LLP**

**599 Lexington Avenue**

**New York, New York 10022**

**(212) 848-8159**

**EXPLANATORY NOTE**

***1991 Sonic Corp. Stock Option Plan***

Sonic Corp. (the Registrant ) is filing this Post-Effective Amendment No. 1 to Registration Statement on Form S-8 to deregister certain shares of the Registrant's common stock, par value \$0.01 per share, (the Common Stock ) previously registered for issuance under the 1991 Sonic Corp. Stock Option Plan (the 1991 Plan ) by the Registrant pursuant to Registration Statements on Form S-8 (Registration Nos. 333-64890, 333-09373, and 33-78576), filed with the Securities and Exchange Commission on July 11, 2001, August 1, 1996, and May 4, 1994, respectively (collectively, the 1991 Plan Registration Statements ). The 1991 Plan Registration Statements, in the aggregate, have registered 2,036,472 shares of Common Stock. The 1991 Plan Registration Statements are hereby amended to deregister all shares of Common Stock that were previously registered and that remain unissued under the 1991 Plan. After giving effect to this Amendment, there will be no remaining registered shares of Common Stock available for issuance under the 1991 Plan.

***1991 Sonic Corp. Directors' Stock Option Plan***

The Registrant is filing this Post-Effective Amendment No. 1 to Registration Statement on Form S-8 to deregister certain shares of Common Stock previously registered for issuance under the 1991 Sonic Corp. Directors' Stock Option Plan (the Directors' Plan ) by the Registrant pursuant to the Registration Statement on Form S-8 (Registration No. 33-40987) filed with the Securities and Exchange Commission on May 31, 1991 (the Directors' Plan Registration Statement ). The Directors' Plan Registration Statement registered 150,000 shares of Common Stock under the Directors' Plan. The Directors' Plan Registration Statement is hereby amended to deregister all shares of Common Stock that were previously registered and that remain unissued under the Directors' Plan. After giving effect to this Amendment, there will be no remaining registered shares of Common Stock available for issuance under the Directors' Plan.

**SIGNATURES**

Pursuant to the requirements of the U.S. Securities Act of 1933, as amended, 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 Post-Effective Amendment No. 1 to be signed on its behalf by the undersigned, thereunto duly authorized, in Oklahoma City, Oklahoma on April 1, 2014.

Sonic Corp.

By: /s/ Paige S. Bass

Name: Paige S. Bass

Title: Vice President and General Counsel

Note: No other person is required to sign this post-effective amendment to the Registration Statement on Form S-8 in reliance on Rule 478 of the Securities Act of 1933, as amended.