

Abou Habib Lori I  
Form 4  
December 10, 2018

# FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Abou Habib Lori I

2. Issuer Name and Ticker or Trading Symbol  
SONIC CORP [SONC]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

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

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)

300 JOHNNY BENCH DRIVE

12/07/2018

Vice President and CMO

(Street)

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

6. Individual or Joint/Group Filing (Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

OKLAHOMA CITY, OK 73104

(City) (State) (Zip)

### 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	12/07/2018		D <sup>(1)</sup>	972 <sup>(2)</sup> D \$ 43.5	0	D	
Common Stock	12/07/2018		D <sup>(1)</sup>	1,217 <sup>(3)</sup> D \$ 43.5	0	I	by 401(k)

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

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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 <sup>(1)</sup>	5,000	( <sup>(1)</sup> ) ( <sup>(1)</sup> )	common stock 5,000
Incentive Stock Option (right to buy)	\$ 29.37	12/07/2018		D <sup>(1)</sup>	6,979	( <sup>(1)</sup> ) 01/28/2023	Common Stock 6,979
Stock Option (right to buy) <sup>(4)</sup>	\$ 25.4	12/07/2018		D <sup>(1)</sup>	7,416	( <sup>(1)</sup> ) 01/19/2024	Common Stock 7,416
Stock Option (right to buy) <sup>(4)</sup>	\$ 25.84	12/07/2018		D <sup>(1)</sup>	11,767	( <sup>(1)</sup> ) 01/31/2025	Common Stock 11,767

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Abou Habib Lori I 300 JOHNNY BENCH DRIVE OKLAHOMA CITY, OK 73104			Vice President and CMO	

## Signatures

Carolyn C. Cummins for Lori I. Abou Habib  
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).

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

- (1) 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).
- (2) Shares held in the 1991 Sonic Corp. Stock Purchase Plan as of December 7, 2018.
- (3) Shares held in the Sonic Corp. 401(k) as of December 7, 2018.
- (4) Previously, ISOs and NQs were reported as separate awards but are combined in this final Form 4 into one award by issue date.

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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