

SONIC CORP
Form 10-K/A
November 03, 2016

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 10-K/A

(Amendment No. 1)

ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the fiscal year ended: August 31, 2016

OR

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from _____ to _____

Commission File Number 0-18859

SONIC CORP.

(Exact name of registrant as specified in its charter)

Delaware 73-1371046
(State or other jurisdiction of (I.R.S. Employer Identification No.)
incorporation or organization)

300 Johnny Bench Drive 73104
Oklahoma City, Oklahoma (Zip Code)
(Address of principal executive offices)

Registrant's telephone number, including area code: (405) 225-5000

Securities registered pursuant to section 12(b) of the Act:

None

Securities registered pursuant to section 12(g) of the Act:

Common Stock, Par Value \$.01 (Title of class)

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Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes No

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act. Yes No

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file the reports), and (2) has been subject to the filing requirements for the past 90 days. Yes No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate website, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes No

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K (§229.405 of this chapter) is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K.

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer Accelerated filer
Non-accelerated filer (Do not check if a smaller reporting company) Smaller reporting company

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Act). Yes No

As of February 29, 2016, the aggregate market value of the 46,712,695 shares of common stock of the Company held by non-affiliates of the Company equaled \$1,371,951,852 based on the closing sales price for the common stock as reported for that date.

As of October 14, 2016, the Registrant had 45,758,995 shares of common stock issued and outstanding.

Explanatory Note

Sonic Corp. (“Sonic”) is filing this Amendment No. 1 to Form 10-K on Form 10-K/A (the “Form 10-K/A”) to amend its Annual Report on Form 10-K for the fiscal year ended August 31, 2016 (the “Form 10-K”), which was filed with the Securities and Exchange Commission (the “SEC”) on October 31, 2016. The purpose of this Form 10 K/A is solely to correct an omission in Exhibit 23.01. Exhibit 23.01 as originally filed inadvertently excluded Form S-8 and Form S-3 file numbers.

Pursuant to the rules of the SEC, Item 15 of Part IV has been amended to include the currently dated certifications of Sonic’s principal executive officer and principal financial officer pursuant to SEC Rule 13a-14 as Exhibits 31.01 and 31.02 hereto. We are not including the certificates under 18 U.S.C Section 1350 as no financial statements are being filed with this Form 10-K/A.

Except as described above, this Form 10-K/A does not amend any other information set forth in the Form 10-K, and we have not updated disclosures included therein to reflect any subsequent events. This Form 10-K/A should be read in conjunction with the Form 10-K and with our filings with the SEC subsequent to the Form 10-K.

PART IV

Item 15. Exhibits and Financial Statement Schedules

Exhibits

23.01. Consent of Independent Registered Public Accounting Firm.

31.01. Certification of Chief Executive Officer pursuant to SEC Rule 13a-14.

31.02. Certification of Chief Financial Officer pursuant to SEC Rule 13a-14.

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized on this 3rd day of November, 2016.

Sonic Corp.

By: /s/ J. Clifford Hudson
J. Clifford Hudson
Chief Executive Officer

EXHIBIT INDEX

Exhibit Number and Description

- 23.01 Consent of Independent Registered Public Accounting Firm
 - 31.01 Certification of Chief Executive Officer pursuant to SEC Rule 13a-14
 - 31.02 Certification of Chief Financial Officer pursuant to SEC Rule 13a-14
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