



Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

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Section 1 – Registrant’s Business and Operations

Item 1.01 Entry into a Material Definitive Agreement

On August 14, 2013, O’Reilly Automotive, Inc. (the “Company”) entered into Board-approved indemnification agreements (“Indemnification Agreements”) with its directors and named executive officers, as well as certain other senior executive officers. The Board approved the Indemnification Agreements in accordance with the Company’s Amended and Restated Articles of Incorporation and Amended and Restated Bylaws.

The Indemnification Agreements provide, among other things, that the Company will indemnify the director or executive officer to the fullest extent permitted by applicable law, including for attorneys’ fees, judgments, fines, settlement amounts and other expenses and liabilities incurred by the director or executive officer in any action or proceeding, including any action or proceeding by or in the right of the Company, arising out of the good faith services as a director or executive officer of the Company.

The foregoing description of the Indemnification Agreements does not purport to be complete and is qualified in its entirety by reference to the forms of indemnification agreements attached hereto as Exhibit 10.1 and Exhibit 10.2 and incorporated herein by reference.

Section 9 – Financial Statements and Exhibits

Item 9.01 Financial Statements and Exhibits

| Exhibit Number | Description   |
|----------------|---|
| 10.1           | Form of O’Reilly Automotive, Inc. Director Indemnification Agreement          |
| 10.2           | Form of O’Reilly Automotive, Inc. Executive Officer Indemnification Agreement |

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Date: August 19, 2013 O'REILLY AUTOMOTIVE, INC.

By: /s/ Thomas McFall  
Thomas McFall  
Executive Vice President of Finance and Chief Financial Officer  
(principal financial and accounting officer)

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EXHIBIT INDEX

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