

ADVANCE AUTO PARTS INC  
Form 4  
September 06, 2016

**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

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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Smith Jeffrey C

2. Issuer Name **and** Ticker or Trading  
Symbol  
ADVANCE AUTO PARTS INC  
[AAP]

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

(Last) (First) (Middle)

777 THIRD AVENUE, 18TH  
FLOOR

(Street)

3. Date of Earliest Transaction  
(Month/Day/Year)  
09/01/2016

☒ Director ☐ 10% Owner  
☐ Officer (give title below) ☐ Other (specify below)

NEW YORK, NY 10017

(City) (State) (Zip)

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

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

| 1. Title of<br>Security<br>(Instr. 3)     | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3.<br>Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired (A) or<br>Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6.<br>Ownership<br>Form:<br>Direct (D)<br>or Indirect<br>(I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4)                |
|-------------------------------------------|-----------------------------------------|-------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------|----------------------------------------------------------------------------------|
| Common<br>Stock,<br>\$0.0001<br>Par Value | 09/01/2016                              |                                                             | P                                       | 4,265 A \$<br>158.7332                                                  | 932,468                                                                                                            | I                                                                          | By<br>Starboard<br>Value and<br>Opportunity<br>Master Fund<br>Ltd <sup>(1)</sup> |
| Common<br>Stock,<br>\$0.0001<br>Par Value | 09/01/2016                              |                                                             | P                                       | 25,590 A \$<br>158.7314                                                 | 958,058                                                                                                            | I                                                                          | By<br>Starboard<br>Value and<br>Opportunity<br>Master Fund                       |

|                                           |            |   |        |   |                |         |   |                                                                                           |
|-------------------------------------------|------------|---|--------|---|----------------|---------|---|-------------------------------------------------------------------------------------------|
| Common<br>Stock,<br>\$0.0001<br>Par Value | 09/01/2016 | P | 470    | A | \$<br>158.7332 | 116,370 | I | Ltd <sup>(1)</sup><br>By<br>Starboard<br>Value and<br>Opportunity<br>S LLC <sup>(2)</sup> |
| Common<br>Stock,<br>\$0.0001<br>Par Value | 09/01/2016 | P | 2,820  | A | \$<br>158.7314 | 119,190 | I | By<br>Starboard<br>Value and<br>Opportunity<br>S LLC <sup>(2)</sup>                       |
| Common<br>Stock,<br>\$0.0001<br>Par Value | 09/01/2016 | P | 265    | A | \$<br>158.7332 | 63,814  | I | By<br>Starboard<br>Value and<br>Opportunity<br>C LP <sup>(3)</sup>                        |
| Common<br>Stock,<br>\$0.0001<br>Par Value | 09/01/2016 | P | 1,590  | A | \$<br>158.7314 | 65,404  | I | By<br>Starboard<br>Value and<br>Opportunity<br>C LP <sup>(3)</sup>                        |
| Common<br>Stock,<br>\$0.0001<br>Par Value | 09/02/2016 | P | 12,795 | A | \$<br>158.6171 | 970,853 | I | By<br>Starboard<br>Value and<br>Opportunity<br>Master Fund<br>Ltd <sup>(1)</sup>          |
| Common<br>Stock,<br>\$0.0001<br>Par Value | 09/02/2016 | P | 17,060 | A | \$<br>158.9373 | 987,913 | I | By<br>Starboard<br>Value and<br>Opportunity<br>Master Fund<br>Ltd <sup>(1)</sup>          |
| Common<br>Stock,<br>\$0.0001<br>Par Value | 09/02/2016 | P | 1,410  | A | \$<br>158.6171 | 120,600 | I | By<br>Starboard<br>Value and<br>Opportunity<br>S LLC <sup>(2)</sup>                       |
| Common<br>Stock,<br>\$0.0001<br>Par Value | 09/02/2016 | P | 1,880  | A | \$<br>158.9373 | 122,480 | I | By<br>Starboard<br>Value and<br>Opportunity<br>S LLC <sup>(2)</sup>                       |
| Common<br>Stock,<br>\$0.0001              | 09/02/2016 | P | 795    | A | \$<br>158.6171 | 66,199  | I | By<br>Starboard<br>Value and                                                              |

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|                                           |            |   |       |   |                |           |   |                                                                    |
|-------------------------------------------|------------|---|-------|---|----------------|-----------|---|--------------------------------------------------------------------|
| Par Value                                 |            |   |       |   |                |           |   | Opportunity<br>C LP <sup>(3)</sup>                                 |
| Common<br>Stock,<br>\$0.0001<br>Par Value | 09/02/2016 | P | 1,060 | A | \$<br>158.9373 | 67,259    | I | By<br>Starboard<br>Value and<br>Opportunity<br>C LP <sup>(3)</sup> |
| Common<br>Stock,<br>\$0.0001<br>Par Value |            |   |       |   |                | 1,271     | D |                                                                    |
| Common<br>Stock,<br>\$0.0001<br>Par Value |            |   |       |   |                | 281,794   | I | By<br>Starboard T<br>Fund LP <sup>(4)</sup>                        |
| Common<br>Stock,<br>\$0.0001<br>Par Value |            |   |       |   |                | 186,206   | I | By<br>Starboard<br>Leaders<br>Select I LP<br><sup>(5)</sup>        |
| Common<br>Stock,<br>\$0.0001<br>Par Value |            |   |       |   |                | 1,027,401 | I | By<br>Starboard<br>Leaders<br>India LLC<br><sup>(6)</sup>          |
| Common<br>Stock,<br>\$0.0001<br>Par Value |            |   |       |   |                | 151,947   | I | By Managed<br>Account of<br>Starboard<br>Value LP <sup>(7)</sup>   |

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

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

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<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number<br>of Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed<br>of (D)<br>(Instr. 3, | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and<br>Amount of<br>Underlying<br>Securities<br>(Instr. 3 and 4) | 8. Price of<br>Derivative<br>Security<br>(Instr. 5) | 9. Nu<br>Deriv<br>Secur<br>Bene<br>Own<br>Follo<br>Repo<br>Trans<br>(Instr |
|-----------------------------------------------------|--------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|----------------------------------------------------------------------------------------------------|----------------------------------------------------------------|---------------------------------------------------------------------------|-----------------------------------------------------|----------------------------------------------------------------------------|
|-----------------------------------------------------|--------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|----------------------------------------------------------------------------------------------------|----------------------------------------------------------------|---------------------------------------------------------------------------|-----------------------------------------------------|----------------------------------------------------------------------------|

4, and 5)

| Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
|------|---|-----|-----|------------------|-----------------|-------|----------------------------|
|------|---|-----|-----|------------------|-----------------|-------|----------------------------|

## Reporting Owners

| Reporting Owner Name / Address                                        | Relationships                          |
|-----------------------------------------------------------------------|----------------------------------------|
|                                                                       | Director   10% Owner   Officer   Other |
| Smith Jeffrey C<br>777 THIRD AVENUE, 18TH FLOOR<br>NEW YORK, NY 10017 | X                                      |

## Signatures

/s/ Jeffrey C. Smith                      09/06/2016

\_\_Signature of                      Date  
Reporting Person

## 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).

Securities owned directly by Starboard Value and Opportunity Master Fund Ltd ("Starboard V&O Fund"). The Reporting Person, solely by virtue of his position as a member of the Management Committee of Starboard Value GP LLC ("Starboard Value GP"), the general partner of the investment manager of Starboard V&O Fund, and as a member and member of the Management Committee of Starboard

- (1) Principal Co GP LLC ("Principal GP"), the general partner of the member of Starboard Value GP, may be deemed to beneficially own the securities directly held by Starboard V&O Fund for purposes of Section 16 of the Securities Exchange Act of 1934, as amended ("Section 16"). The Reporting Person expressly disclaims beneficial ownership of such securities except to the extent of his pecuniary interest therein.

Securities owned directly by Starboard Value and Opportunity S LLC ("Starboard S LLC"). The Reporting Person, solely by virtue of his position as a member of the Management Committee of Starboard Value GP, the general partner of the manager of Starboard S LLC, and

- (2) as a member and member of the Management Committee of Principal GP, the general partner of the member of Starboard Value GP, may be deemed to beneficially own the securities directly held by Starboard S LLC for purposes of Section 16. The Reporting Person expressly disclaims beneficial ownership of such securities except to the extent of his pecuniary interest therein.

Securities owned directly by Starboard Value and Opportunity C LP ("Starboard C LP"). The Reporting Person, solely by virtue of his position as a member of the Management Committee of Starboard Value GP, the general partner of the investment manager of Starboard

- (3) C LP, and as a member and member of the Management Committee of Principal GP, the general partner of the member of Starboard Value GP, may be deemed to beneficially own the securities directly held by Starboard C LP for purposes of Section 16. The Reporting Person expressly disclaims beneficial ownership of such securities except to the extent of his pecuniary interest therein.

Securities owned directly by Starboard T Fund LP ("Starboard T LP"). The Reporting Person, solely by virtue of his position as a member of the Management Committee of Starboard Value GP, the general partner of the investment manager of Starboard T LP, and as a

- (4) member and member of the Management Committee of Principal GP, the general partner of the member of Starboard Value GP, may be deemed to beneficially own the securities directly held by Starboard T LP for purposes of Section 16. The Reporting Person expressly disclaims beneficial ownership of such securities except to the extent of his pecuniary interest therein.

Securities owned directly by Starboard Leaders Select I LP ("Starboard Leaders Select I"). The Reporting Person, solely by virtue of his position as a member of the Management Committee of Starboard Value GP, the general partner of the investment manager of Starboard

- (5) Leaders Select I, and as a member and member of the Management Committee of Principal GP, the general partner of the member of Starboard Value GP, may be deemed to beneficially own the securities directly held by Starboard Leaders Select I for purposes of Section 16. The Reporting Person expressly disclaims beneficial ownership of such securities except to the extent of his pecuniary interest therein.

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- Securities owned directly by Starboard Leaders India LLC ("Starboard India LLC"). The Reporting Person, solely by virtue of his position as a member of the Management Committee of Starboard Value GP, the general partner of the investment manager of Starboard India LLC, and as a member and member of the Management Committee of Principal GP, the general partner of the member of Starboard Value GP, may be deemed to beneficially own the securities owned directly by Starboard India LLC for purposes of Section 16. The Reporting Person expressly disclaims beneficial ownership of such securities except to the extent of his pecuniary interest therein.
- (6)

- Securities held in an account managed by Starboard Value LP (the "Managed Account"). The Reporting Person, solely by virtue of his position as a member of the Management Committee of Starboard Value GP, the general partner of Starboard Value LP, and as a member and member of the Management Committee of Principal GP, the general partner of the member of Starboard Value GP, may be deemed to beneficially own the securities held in the Managed Account for purposes of Section 16. The Reporting Person expressly disclaims beneficial ownership of such securities except to the extent of his pecuniary interest therein.
- (7)

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.