

ADVANCE AUTO PARTS INC  
Form S-8 POS  
May 24, 2004

As filed with the Securities and Exchange Commission on May 21, 2004  
Registration No. 333-

**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**

**ADVANCE AUTO PARTS, INC.**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction of  
incorporation or organization)

**5531**  
(Primary Standard Industrial  
Classification Code Number)

**54-2049910**  
(I.R.S. Employer Identification No.)

**5673 Airport Road, Roanoke, Virginia 24012**  
**(540) 362-4911**  
(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

**ADVANCE AUTO PARTS, INC.  
2001 EXECUTIVE STOCK OPTION PLAN  
2001 SENIOR EXECUTIVE STOCK OPTION PLAN  
2001 EMPLOYEE STOCK SUBSCRIPTION PLAN  
2001 SENIOR EXECUTIVE STOCK SUBSCRIPTION PLAN**  
(Full title of the plan)

**Jeffrey T. Gray**  
**Senior Vice President and**  
**Chief Financial Officer**  
**5673 Airport Road, Roanoke, Virginia 24012**  
**(540) 362-4911**  
(Name, address, including zip code, and telephone number, including area code, of agent for service)

Copies to:

**Eric M. Margolin,**  
**Senior Vice President,**  
**General Counsel and Secretary**

**Paul G. Lane, Esq.**  
**Bingham McCutchen LLP**  
**355 South Grand Avenue**

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**Advance Auto Parts, Inc.**  
**5673 Airport Road**  
**Roanoke, Virginia 24012**  
**(540) 362-4911**

**Suite 4400**  
**Los Angeles, California 90071**  
**(213) 229-8490**

EXPLANATORY NOTE

Advance Auto Parts, Inc. (the Registrant ) filed a Registration Statement on Form S-8 on November 29, 2001 (registration no. 333-74162) (the Prior Registration Statement ). The Company hereby amends the Prior Registration Statement by filing this Post-Effective Amendment No. 1 to Registration Statement on Form S-8 ( Post-Effective Amendment ) to reflect that, effective May 19, 2004, 3,600,000 authorized shares of the Company s common stock, par value \$0.0001 per share (the Common Stock ), available for issuance under the Registrant s 2001 Executive Stock Option Plan, and 1,710,000 authorized shares of Common Stock available for issuance under the Registrant s 2001 Senior Executive Stock Option Plan (collectively, the Carried Forward Shares ) will no longer be available under such option plans, but will be available for offer and sale under the Registrant s 2004 Long-Term Incentive Plan.

Contemporaneously with the filing of this Post Effective Amendment, the Registrant is filing a Registration Statement on Form S-8 (the New Registration Statement ) to register, among other things, the Carried Forward Shares under the Registrant s 2004 Long-Term Incentive Plan, and the Carried Forward Shares and the related registration fee are being carried forward from the Prior Registration Statement to the New Registration Statement.

In addition, this Post-Effective Amendment de-registers 422,326 authorized shares of Common Stock available for issuance under the 2001 Employee Stock Subscription Plan and the 2001 Senior Executive Stock Subscription Plan.

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SIGNATURES

Pursuant to the requirements of the Securities Act, 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 to this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Roanoke, Commonwealth of Virginia, on this 21<sup>st</sup> day of May, 2004.

ADVANCE AUTO PARTS, INC.

By: /s/ Jeffrey T. Gray

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Jeffrey T. Gray  
Senior Vice President and  
Chief Financial Officer

KNOW ALL MEN BY THESE PRESENTS, that each person whose signature appears below hereby severally constitute and appoint Lawrence P. Castellani and Jeffrey T. Gray and each of them singly, his true and lawful attorneys-in-fact and agents with full power of substitution and resubstitution, for him and in his name, place and stead, in any and all capacities, to sign any and all amendments (including post effective amendments) to this Registration Statement, and to file the same, with all exhibits thereto, and other documents in connection therewith, with the SEC, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite or necessary to be done, as fully to all intents and purposes as he might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or any of them, or their substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act, this Post-Effective Amendment to this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

<b><u>Signature</u></b>	<b><u>Title(s)</u></b>	<b><u>Date</u></b>
<u>/s/ Lawrence P. Castellani</u> Lawrence P. Castellani	Chief Executive Officer and Chairman of the Board (Principal Executive Officer)	May 21, 2004

<u>Signature</u>	<u>Title(s)</u>	<u>Date</u>
<u>/s/ Jeffrey T. Gray</u> Jeffrey T. Gray	Senior Vice President and Chief Financial Officer (Principal Financial and Accounting Officer)	May 21, 2004
<u>/s/ John C. Brouillard</u> John C. Brouillard	Director	May 21, 2004
<u>/s/ Gilbert T. Ray</u> Gilbert T. Ray	Director	May 21, 2004
<u>/s/ John M. Roth</u> John M. Roth	Director	May 21, 2004
<u>/s/ Carlos A. Saladrigas</u> Carlos A. Saladrigas	Director	May 21, 2004
<u>/s/ William L. Salter</u> William L. Salter	Director	May 21, 2004
<u>/s/ Francesca Spinelli, PhD</u> Francesca Spinelli, PhD	Director	May 21, 2004
<u>/s/ Nicholas F. Taubman</u> Nicholas F. Taubman	Director	May 21, 2004