

ADVANCE AUTO PARTS INC
 Form 4
 September 06, 2016

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 *
 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)

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

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

777 THIRD AVENUE, 18TH FLOOR

(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

NEW YORK, NY 10017

(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) |
|----------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | | (A) or (D) | Price | | |
| Common Stock, \$0.0001 Par Value | 09/01/2016 | | P | 4,265 | A \$ 158.7332 | 932,468 | I By Starboard Value and Opportunity Master Fund Ltd ⁽¹⁾ |
| Common Stock, \$0.0001 Par Value | 09/01/2016 | | P | 25,590 | A \$ 158.7314 | 958,058 | I By Starboard Value and Opportunity Master Fund |

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

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

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

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(9-02)

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, | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|

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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.

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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