

ADVANCE AUTO PARTS INC  
Form 8-K  
May 20, 2004

---

SEC 873 (03/2003) 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 control number.

---

**OMB APPROVAL**

---

OMB  
Number: 3235-0060

---

Expires: October 31,  
2005

---

Estimated average burden  
hours per response...2.58

---

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

---

**FORM 8-K**

**CURRENT REPORT**

Pursuant to Section 13 or 15(d) of the  
Securities Exchange Act of 1934

Date of Report (Date of earliest event reported) May 19, 2004

---

**ADVANCE AUTO PARTS, INC.**

(Exact name of registrant as specified in its charter)

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

**001-16797**  
(Commission File Number)

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

**5673 Airport Road, Roanoke, Virginia**  
(Address of Principal Executive Offices)

**24012**  
(Zip Code)

Registrant's telephone number, including area code (540) 362-4911

**Not Applicable**  
(Former name, former address and former fiscal year, if changed since last report).

---

---

**INFORMATION TO BE INCLUDED IN THE REPORT**

**Item 7. Financial Statements and Exhibits.**

(c) Exhibits.

**Exhibit  
Number**

3.3 Certificate of Amendment of Restated Certificate of Incorporation of Advance Auto Parts, Inc.  
( Advance Auto Parts )  
10.19 Form of Indemnification Agreement between Advance Auto Parts and each of its directors

**Item 5. Other Events and Regulation FD Disclosure.**

On May 19, 2004, Advance Auto Parts amended its Restated Certificate of Incorporation to increase the number of shares of common stock authorized from 100,000,000 to 200,000,000 shares. A copy of Advance Auto Parts Certificate of Amendment of Restated Certificate of Incorporation is attached as Exhibit 3.3 to this Current Report on Form 8-K.

In addition, Advance Auto Parts board of directors has approved a form of indemnification agreement to be entered into, from time to time, with Advance Auto Parts directors. A form of the indemnification agreement is attached as Exhibit 10.19 to this Current Report on Form 8-K.

---

**SIGNATURES**

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

ADVANCE AUTO PARTS, INC.

\_\_\_\_\_  
(Registrant)

Date May 19, 2004

\_\_\_\_\_  
/s/ Eric M. Margolin

\_\_\_\_\_  
(Signature)\*  
Eric M. Margolin  
Senior Vice President, General Counsel and Secretary

\* Print name and title of the signing officer under his signature.

---

**EXHIBIT INDEX**

| <b><u>Exhibit<br/>Number</u></b> | <b><u>Exhibit Description</u></b>   |
|----------------------------------|---|
| 3.3                              | Certificate of Amendment of Restated Certificate of Incorporation of Advance Auto Parts |
| 10.19                            | Form of Indemnification Agreement between Advance Auto Parts and each of its directors  |