

ADVANCE AUTO PARTS INC  
Form 8-K  
May 29, 2013

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: April 30, 2015  
Estimated average burden  
hours per response.....5.71

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 22, 2013

ADVANCE AUTO PARTS, INC.  
(Exact name of registrant as specified in its charter)

|   |                                       |  |
|---|---------------------------------------|--|
| Delaware<br>(State or other jurisdiction of<br>incorporation or organization) | 001-16797<br>(Commission File Number) | 54-2049910<br>(I.R.S. Employer Identification No.) |
|---|---------------------------------------|--|

|  |                     |
|--|---------------------|
| 5008 Airport Road, Roanoke, Virginia<br>(Address of Principal Executive Offices) | 24012<br>(Zip Code) |
|--|---------------------|

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

Not Applicable

Edgar Filing: ADVANCE AUTO PARTS INC - Form 8-K

(Former name, former address and former fiscal year, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

---

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

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

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

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

---

INFORMATION TO BE INCLUDED IN THE REPORT

Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

At the 2013 annual meeting of stockholders of Advance Auto Parts, Inc. (“Company”) held May 22, 2013, the Company's stockholders re-elected John F. Bergstrom, John C. Brouillard, Fiona P. Dias, Darren R. Jackson, William S. Oglesby, J. Paul Raines, Gilbert T. Ray, Carlos A. Saladrigas and Jimmie L. Wade to serve as members of the Company's Board of Directors (“Board”) until the 2014 annual meeting of stockholders.

Item 5.07. Submission of Matters to a Vote of Security Holders.

The 2013 Annual Meeting of Stockholders of the Company was held on Tuesday, May 22, 2013. The following matters were submitted to a vote by the stockholders: (1) election of nine directors to serve as members of the Board until the 2014 Annual Meeting of Stockholders, (2) a non-binding advisory vote to approve the compensation of the Company's named executive officers, (3) approval of a proposal to amend the Company's (a) certificate of incorporation to eliminate supermajority voting requirements, (4) approval of a proposal to amend the Company's certificate of incorporation to permit stockholders who have owned at least 25 percent of the Company's outstanding shares of common stock continuously for one year to call a special meeting, and (5) ratification of the appointment of Deloitte and Touche LLP as the Company's independent registered public accounting firm for 2013.

(b) All nominees were elected to the Board of Directors with the following vote counts:

|                      | FOR        | WITHHELD  |
|----------------------|------------|-----------|
| John F. Bergstrom    | 57,153,019 | 1,001,351 |
| John C. Brouillard   | 57,887,906 | 226,464   |
| Fiona P. Dias        | 58,014,857 | 139,513   |
| Daren R. Jackson     | 58,010,414 | 143,956   |
| William S. Oglesby   | 58,009,029 | 145,341   |
| J. Paul Raines       | 57,891,911 | 262,459   |
| Gilbert T. Ray       | 57,320,995 | 833,375   |
| Carlos A. Saladrigas | 58,007,056 | 147,314   |
| Jimmie L. Wade       | 58,008,356 | 146,014   |

There were 7,989,460 broker non-votes recorded for each nominee.

The compensation of the named executive officers was approved by the following non-binding advisory vote:

| FOR        | AGAINST   | ABSTENTIONS | BROKER<br>NON-VOTES |
|------------|-----------|-------------|---------------------|
| 56,919,894 | 1,056,931 | 177,545     | 7,989,460           |

The proposal to amend the Company's certificate of incorporation to eliminate supermajority voting requirements was approved by the following vote:

| FOR        | AGAINST | ABSTENTIONS | BROKER<br>NON-VOTES |
|------------|---------|-------------|---------------------|
| 57,960,027 | 48,275  | 146,068     | 7,989,460           |



The proposal to amend the Company's certificate of incorporation to permit stockholders who have owned at least 25 percent of the Company's outstanding shares of common stock continuously for one year to call a special meeting:

| FOR        | AGAINST | ABSTENTIONS | BROKER<br>NON-VOTES |
|------------|---------|-------------|---------------------|
| 58,003,090 | 27,157  | 124,123     | 7,989,460           |

Stockholders ratified the appointment of Deloitte and Touche LLP as the Company's independent registered public accounting firm for 2013. The vote on the proposal was as follows:

| FOR        | AGAINST | ABSTENTIONS |
|------------|---------|-------------|
| 65,820,417 | 194,272 | 129,141     |

---

**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 29, 2013

/s/ Michael A. Norona  
(Signature)\*  
Michael A. Norona  
Executive Vice President and Chief Financial Officer

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