ADVANCE AUTO PARTS INC Form 4 September 06, 2016 **OMB APPROVAL** FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION OMB 3235-0287 Washington, D.C. 20549 Number: Check this box January 31, Expires: if no longer 2005 STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF subject to Estimated average **SECURITIES** Section 16. burden hours per Form 4 or response... 0.5 Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction 1(b). (Print or Type Responses) 1. Name and Address of Reporting Person * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading Smith Jeffrey C Issuer Symbol ADVANCE AUTO PARTS INC (Check all applicable) [AAP] (Last) (First) (Middle) 3. Date of Earliest Transaction X_ Director 10% Owner Officer (give title Other (specify (Month/Day/Year) below) below) 777 THIRD AVENUE, 18TH 09/01/2016 **FLOOR** (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting NEW YORK, NY 10017 Person (City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 3. 1.Title of 2. Transaction Date 2A. Deemed 4. Securities Acquired (A) or 5. Amount of 6. 7. Nature of TransactionDisposed of (D) Security (Month/Day/Year) Execution Date, if Securities Ownership Indirect (Instr. 3) any Code (Instr. 3, 4 and 5) Beneficially Form: Beneficial (Month/Day/Year) (Instr. 8) Owned Direct (D) Ownership Following or Indirect (Instr. 4) Reported **(I)** (A) Transaction(s) (Instr. 4) or (Instr. 3 and 4) Code V Amount (D) Price By Starboard Common Stock, Value and 09/01/2016 Ρ 4.265 Α 932.468 Ι 158,7332 \$0.0001 Opportunity Master Fund Par Value Ltd (1) Ρ 25.590 Common 09/01/2016 \$ 958.058 Ι A Bv Stock, 158.7314 Starboard \$0.0001 Value and Par Value Opportunity Master Fund

								Ltd (1)
Common Stock, \$0.0001 Par Value	09/01/2016	Р	470	A	\$ 158.7332	116,370	Ι	By Starboard Value and Opportunity S LLC (2)
Common Stock, \$0.0001 Par Value	09/01/2016	Р	2,820	A	\$ 158.7314	119,190	Ι	By Starboard Value and Opportunity S LLC (2)
Common Stock, \$0.0001 Par Value	09/01/2016	Р	265	A	\$ 158.7332	63,814	Ι	By Starboard Value and Opportunity C LP (3)
Common Stock, \$0.0001 Par Value	09/01/2016	Р	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	Р	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	Р	17,060	A	\$ 158.9373	987,913	I	By Starboard Value and Opportunity Master Fund Ltd <u>(1)</u>
Common Stock, \$0.0001 Par Value	09/02/2016	Р	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	Р	1,880	А	\$ 158.9373	122,480	I	By Starboard Value and Opportunity S LLC (2)
Common Stock, \$0.0001	09/02/2016	Р	795	A	\$ 158.6171	66,199	Ι	By Starboard Value and

Par Value								Opportunity C LP (<u>3</u>)
Common Stock, \$0.0001 Par Value	09/02/2016	Р	1,060	A	\$ 158.9373	67,259	Ι	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	Ι	By Starboard T Fund LP <u>(4)</u>
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	Ι	By Starboard Leaders India LLC (6)
Common Stock, \$0.0001 Par Value						151,947	Ι	By Managed Account of Starboard Value LP (7)

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.

 Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
 (e.g., puts, calls, warrants, options, convertible securities)

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exercisable and	7. Title and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	onNumber	Expiration Date	Amount of	Derivative	Deriv
Security	or Exercise	•	any	Code	of	(Month/Day/Year)	Underlying	Security	Secu
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivativ	e	Securities	(Instr. 5)	Bene
	Derivative				Securities	3	(Instr. 3 and 4)		Owne
	Security				Acquired				Follo
					(A) or				Repo
					Disposed				Trans
					of (D)				(Instr
					(Instr. 3,				

4, and 5)

Other

cer

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

Reporting Owners

Reporting Owner Nan		Relationsh	ionships		
For	Director	10% Owner	Offic		
Smith Jeffrey C 777 THIRD AVENUE, NEW YORK, NY 1001	Х				
Signatures					
/s/ Jeffrey C. Smith	09/06/2016				
<u>**</u> Signature of Reporting Person	Date				

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 V&O Fund.

(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.

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

(6) 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.

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

(7) 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. 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.