

ADVANCE AUTO PARTS INC
Form S-8 POS
May 25, 2004

As filed with the Securities and Exchange Commission on May 25, 2004
Registration No. 333-115772

**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. 2004 LONG-TERM INCENTIVE PLAN
ADVANCE AUTO PARTS, INC. DEFERRED STOCK UNIT PLAN
FOR
NON-EMPLOYEE DIRECTORS AND SELECTED EXECUTIVES**

(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
Advance Auto Parts, Inc.

Paul G. Lane, Esq.
Bingham McCutchen LLP
355 South Grand Avenue
Suite 4400

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5673 Airport Road
 Roanoke, Virginia 24012
 (540) 362-4911

Los Angeles, California 90071
 (213) 229-8490

CALCULATION OF REGISTRATION FEE

Title of securities to be registered	Amount to be Registered⁽¹⁾	Proposed Maximum Offering Price Per Share⁽²⁾	Proposed Maximum Aggregate Offering Price⁽²⁾	Amount of Registration Fee
Common Stock, par value \$0.0001 per share ⁽³⁾	5,746,847	\$41.09	\$184,905,000 ⁽⁴⁾	\$23,427.00
Deferred Compensation Obligations ⁽⁵⁾	\$20,000,000	100%	\$20,000,000	\$2,534.00

- (1) If, as a result of stock splits, stock dividends or similar transactions, the number of securities purported to be registered by this registration statement changes, the provisions of Rule 416 under the Securities Act of 1933 shall apply to this registration statement, and this registration statement will cover the additional securities resulting from such a transaction.
- (2) Estimated solely for the purpose of calculating the registration fee pursuant to Rule 457(h) under the Securities Act of 1933, as amended, based upon the average of the high and low prices of the Common Stock, par value \$0.0001 per share (Common Stock), of Advance Auto Parts, Inc. (the Registrant) reported on the New York Stock Exchange on May 20, 2004.
- (3) Includes 1,246,847 shares of Common Stock carried forward from a Registration Statement on Form S-8 of the Registrant (registration no. 333-74162), but excludes the amount of registration fees related thereto, which has been previously paid and hereby is being carried forward.
- (4) Previously reported amount of \$41.09 was incorrectly stated on the Registration Statement on Form S-8 filed on May 21, 2004. Refer to Explanatory Note included herein for further discussion.
- (5) The deferred compensation obligations are unsecured obligations of the Registrant to pay deferred compensation in the future in accordance with the terms of the Registrant s Deferred Stock Unit Plan for Non-Employee Directors and Selected Executives (the Deferred Plan).

EXPLANATORY NOTE

On May 21, 2004, Advance Auto Parts, Inc. (the Registrant) filed a Registration Statement on Form S-8 (registration no. 333-115772) (the Prior Registration Statement). The Registrant hereby files this Post-Effective Amendment No. 1 to the Registration Statement on Form S-8 to correct a typographical error set forth in the Prior Registration Statement regarding the Proposed Maximum Aggregate Offering Price (the Proposed Maximum Aggregate Offering Price) for the registration of 5,746,847 shares of common stock, par value \$0.0001 per share (Common Stock), of the Registrant set forth in the Calculation Of Registration Fee table, which has been corrected to indicate that the Proposed Maximum Aggregate Offering Price is \$184,905,000. Additionally, the opinion of Bingham McCutchen LLP filed as Exhibit 5.1 to the Prior Registration Statement is being re-filed herewith, in order to correct a typographical error to indicate that the prior Registration Statement covers 5,746,847 shares of Common Stock.

Item 8. Exhibits.

- 5.1 Opinion of Bingham McCutchen LLP as to the legality of the common stock and deferred compensation obligations registered hereby
- 23.1 Consent of Bingham McCutchen LLP (included in Exhibit 5.1)

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 No. 1 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 25th day of May, 2004.

ADVANCE AUTO PARTS, INC.

By: /s/ Jeffrey T. Gray

Jeffrey T. Gray
Senior Vice President and
Chief Financial Officer

Pursuant to the requirements of the Securities Act, this Post-Effective Amendment No. 1 to Registration Statement on Form S-8 has been signed by the following persons in the capacities and on the dates indicated.

<u>Signature</u>	<u>Title(s)</u>	<u>Date</u>
<hr/> * Lawrence P. Castellani	Chief Executive Officer and Chairman of the Board (Principal Executive Officer)	May 25, 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 25, 2004
<u>*</u> John C. Brouillard	Director	May 25, 2004
<u>*</u> Gilbert T. Ray	Director	May 25, 2004
<u>*</u> John M. Roth	Director	May 25, 2004
<u>*</u> Carlos A. Saladrigas	Director	May 25, 2004
<u>*</u> William L. Salter	Director	May 25, 2004
<u>*</u> Francesca Spinelli, PhD	Director	May 25, 2004
<u>*</u> Nicholas F. Taubman	Director	May 25, 2004

*By: /s/ Jeffrey T. Gray
as attorney-in-fact

INDEX TO EXHIBITS

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