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. 333-74162**

# UNITED STATES
# SECURITIES AND EXCHANGE COMMISSION
**Washington, D.C. 20549**

# POST-EFFECTIVE AMENDMENT NO. 2
# 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** | **5531** | **54-2049910** |
|---|---|---|
| (State or other jurisdiction of incorporation or organization) | (Primary Standard Industrial Classification Code Number) | (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.**
**2001 EXECUTIVE STOCK OPTION PLAN**
**2001 SENIOR EXECUTIVE STOCK OPTION PLAN**
**2001 EMPLOYEE STOCK SUBSCRIPTION PLAN**
**2001 SENIOR EXECUTIVE STOCK SUBSCRIPTION PLAN**
(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** | **Paul G. Lane, Esq.** |
|---|---|
| **Senior Vice President,** | **Bingham McCutchen LLP** |
| **General Counsel and Secretary** | **355 South Grand Avenue** |

**Advance Auto Parts, Inc.**
**5673 Airport Road**
**Roanoke, Virginia 24012**
**(540) 362-4911**

**Suite 4400**
**Los Angeles, California 90071**
**(213) 229-8490**

EXPLANATORY NOTE

On May 24, 2004, Advance Auto Parts, Inc. (the Registrant ) filed a Post-Effective Amendment No. 1 to Registration Statement on Form S-8 (registration no. 333-74162) (the Prior Amendment ) to disclose the number of shares of the Registrant s common stock, par value $0.0001 per share (the Common Stock ), being carried forward from the Registrant s 2001 Executive Stock Option Plan (the Executive Plan ) and 2001 Senior Executive Stock Option Plan (the Senior Plan ) to the Registrant s 2004 Long-Term Incentive Plan (the 2004 Plan ). The Registrant hereby files this Post-Effective Amendment No. 2 to Registration Statement on Form S-8 to correct a typographical error set forth in the Prior Amendment regarding the number of authorized but unissued shares of Common Stock being carried forward to the 2004 Plan (the Carried Forward Shares ). The number of Carried Forward Shares under the Executive Plan and the Senior Plan is 917,847 and 329,000, respectively. Accordingly, as set forth in the Prior Amendment, the Carried Forward Shares and related registration fee are being carried forward to the Registration Statement on Form S-8 (registration no. 333-115772) filed with the Securities and Exchange Commission on May 21, 2004, as such Registration Statement may be amended from time to time.

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. 2 to Registration Statement on Form S-8 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. 2 to Registration Statement on Form S-8 has been signed by the following persons in the capacities and on the dates indicated.

| **Signature** | **Title(s)** | **Date** |
|---|---|---|
| * | Chief Executive Officer and Chairman of the Board (Principal Executive Officer) | May 25, 2004 |
| Lawrence P. Castellani | | |

| Signature | Title(s) | Date |
|---|---|---|
| /s/ Jeffrey T. Gray<br>Jeffrey T. Gray | Senior Vice President and Chief Financial Officer (Principal Financial and Accounting Officer) | May 25, 2004 |
| *<br>John C. Brouillard | Director | May 25, 2004 |
| *<br>Gilbert T. Ray | Director | May 25, 2004 |
| *<br>John M. Roth | Director | May 25, 2004 |
| *<br>Carlos A. Saladrigas | Director | May 25, 2004 |
| *<br>William L. Salter | Director | May 25, 2004 |
| *<br>Francesca Spinelli, PhD | Director | May 25, 2004 |
| *<br>Nicholas F. Taubman | Director | May 25, 2004 |

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