

ADVANCE AUTO PARTS INC  
 Form 4  
 September 06, 2016

**FORM 4**

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
 Smith Jeffrey C

2. Issuer Name and Ticker or Trading Symbol  
 ADVANCE AUTO PARTS INC  
 [AAP]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)  
 09/01/2016

Director  10% Owner  
 Officer (give title below)  Other (specify below)

777 THIRD AVENUE, 18TH FLOOR

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

NEW YORK, NY 10017

(City) (State) (Zip)

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)			
			Code	V	Amount	(D)	Price			
Common Stock, \$0.0001 Par Value	09/01/2016		P		4,265	A	\$ 158.7332	932,468	I	By Starboard Value and Opportunity Master Fund Ltd <sup>(1)</sup>
Common Stock, \$0.0001 Par Value	09/01/2016		P		25,590	A	\$ 158.7314	958,058	I	By Starboard Value and Opportunity Master Fund

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Common Stock, \$0.0001 Par Value	09/01/2016	P	470	A	\$ 158.7332	116,370	I	Ltd <sup>(1)</sup> By Starboard Value and Opportunity S LLC <sup>(2)</sup>
Common Stock, \$0.0001 Par Value	09/01/2016	P	2,820	A	\$ 158.7314	119,190	I	By Starboard Value and Opportunity S LLC <sup>(2)</sup>
Common Stock, \$0.0001 Par Value	09/01/2016	P	265	A	\$ 158.7332	63,814	I	By Starboard Value and Opportunity C LP <sup>(3)</sup>
Common Stock, \$0.0001 Par Value	09/01/2016	P	1,590	A	\$ 158.7314	65,404	I	By Starboard Value and Opportunity C LP <sup>(3)</sup>
Common Stock, \$0.0001 Par Value	09/02/2016	P	12,795	A	\$ 158.6171	970,853	I	By Starboard Value and Opportunity Master Fund Ltd <sup>(1)</sup>
Common Stock, \$0.0001 Par Value	09/02/2016	P	17,060	A	\$ 158.9373	987,913	I	By Starboard Value and Opportunity Master Fund Ltd <sup>(1)</sup>
Common Stock, \$0.0001 Par Value	09/02/2016	P	1,410	A	\$ 158.6171	120,600	I	By Starboard Value and Opportunity S LLC <sup>(2)</sup>
Common Stock, \$0.0001 Par Value	09/02/2016	P	1,880	A	\$ 158.9373	122,480	I	By Starboard Value and Opportunity S LLC <sup>(2)</sup>
Common Stock, \$0.0001	09/02/2016	P	795	A	\$ 158.6171	66,199	I	By Starboard Value and

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Par Value								Opportunity C LP <sup>(3)</sup>
Common Stock, \$0.0001 Par Value	09/02/2016	P	1,060	A	\$ 158.9373	67,259	I	By Starboard Value and Opportunity C LP <sup>(3)</sup>
Common Stock, \$0.0001 Par Value						1,271	D	
Common Stock, \$0.0001 Par Value						281,794	I	By Starboard T Fund LP <sup>(4)</sup>
Common Stock, \$0.0001 Par Value						186,206	I	By Starboard Leaders Select I LP <sup>(5)</sup>
Common Stock, \$0.0001 Par Value						1,027,401	I	By Starboard Leaders India LLC <sup>(6)</sup>
Common Stock, \$0.0001 Par Value						151,947	I	By Managed Account of Starboard Value LP <sup>(7)</sup>

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.**

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(9-02)

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

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3,	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Nu
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4, and 5)

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

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Smith Jeffrey C 777 THIRD AVENUE, 18TH FLOOR NEW YORK, NY 10017		X		

## Signatures

/s/ Jeffrey C. Smith 09/06/2016

\_\_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  
**(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.

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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 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.

(6) 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 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.

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