

ADVANCE AUTO PARTS INC
 Form 4
 December 23, 2013

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 *
 Schumacher Kurt R

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)
 ADVANCE AUTO PARTS,
 INC., 5008 AIRPORT RD
 (Street)

3. Date of Earliest Transaction
 (Month/Day/Year)
 12/20/2013

____ Director
 Officer (give title below)
 ____ 10% Owner
 ____ Other (specify below)
 SVP, National Field Operations

ROANOKE, VA 24012

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

(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)
Common Stock	12/20/2013		A	1 (1) A	\$ 109.36	10,095	D

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474
 (9-02)

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

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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, 4, and 5)	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. Number of Derivative Securities Owned Following Reporting Transaction (Instr. 6)
				Code V (A) (D)		Date Exercisable Expiration Date	Title	Amount or Number of Shares	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Schumacher Kurt R ADVANCE AUTO PARTS, INC. 5008 AIRPORT RD ROANOKE, VA 24012			SVP, National Field Operations	

Signatures

/s/ Rachel E. Geiersbach, as Attorney-in-Fact for Kurt R. Schumacher 12/23/2013

**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).
- (1) These shares of the issuer's common stock were acquired pursuant to a salary deferral feature of the Advance Auto Parts, Inc. Deferred Stock Unit Plan for Non-Employee Directors and Selected Executives.

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. tyle="font-family:arial;">

Stergios Theologides

Potential Payments upon Termination or Change in Control

**Involuntary Termination Change in Control(1) Executive Payments and Benefits
Upon Termination Voluntary
Resignation
(\$) For Cause
(\$)
Without
Cause/
Good
Reason**

**(\$) With Termination
for Good Reason/
Without Cause
(\$) Death
(\$) Disability**

(\$)			<i>Compensation</i>			<i>Severance</i>			765,000 (2)	1,530,000 (3)
Vesting	Options (6)		56,869	56,869	56,869	Accelerated Vesting	RSU (7)		476,681	
	Accelerated Vesting	PBRSU (8)				595,123	595,123	595,123	Deferred Compensation	
Plan (9)	245,408	245,408	245,408	672,003	672,003	672,003	<i>Benefit Continuation</i>		19,517 (10)	
	Total	245,408	245,408	2,009,006	3,702,220	1,800,676	1,800,676			

(1)

In accordance with SEC rules, an excise calculation is not presented in this table as we do not provide a gross-up or tax reimbursement to our NEOs in connection with a change in control. Amounts payable to Mr. Theologides in the event of a change in control may be subject to reduction under Sections 280G and 4999 of the Code.

(2)

Represents an amount equal to one times the sum of (i) Mr. Theologides' annualized base salary in effect on the date his employment terminates (the "Severance Date") plus (ii) the target annual Incentive Bonus amount for Mr. Theologides in effect on the Severance Date (the "Severance Benefit"). The Severance Benefit will be payable in a lump sum equal to 7/12 of the Severance Benefit on the seventh month after the Severance Date with an additional 1/12 of the Severance Benefit paid each month until the month which is 12 months after the Severance Date. Receipt of the benefit is contingent upon execution of a general release of claims and compliance with certain post-termination covenants and confidentiality provisions in the employment agreement.

(3)

Represents two times Mr. Theologides' base salary in effect immediately prior to the date of termination by us and two times Mr. Theologides' target annual cash bonus established for fiscal year 2015. Receipt of the benefit is contingent upon execution of a general release of claims.

(4)

Represents the pro rata portion of Mr. Theologides' annual cash bonus for fiscal year 2015. Mr. Theologides' agreement provides for the payment of the pro rata portion of the bonus amount he would have received had his employment not terminated during the fiscal year. Such payment is required to be paid within two and one-half months following fiscal year end. Receipt of the benefit is contingent upon execution of a general release of claims and compliance with certain post-termination covenants and confidentiality provisions of the employment agreement.

(5)

Represents the pro rata portion of Mr. Theologides' target annual cash bonus for the year of termination. Mr. Theologides' agreement provides for the payment of the target annual cash bonus established for fiscal year 2015. Receipt of the benefit is contingent upon execution of a general release of claims.

(6)

Outstanding unvested stock options will generally accelerate on death, disability or involuntary termination without cause in connection with a change in control. Mr. Theologides held a total of 12,534 unvested stock options with an exercise price of less than \$33.86, the closing stock price on December 31, 2015, and the amount shown represents the difference between \$33.86 and the exercise prices for the unvested options,

multiplied by the applicable number of unvested options.

(7)

Represents the value after acceleration of outstanding RSUs based on the Company's closing stock price on December 31, 2015 of \$33.86. The outstanding unvested RSUs reported above will accelerate and vest on an involuntary termination without cause (whether before or after a change in control, although not all outstanding RSUs may vest on such a termination before a change in control), retirement, death or disability. For certain terminations of employment, the accelerated vesting is subject to a requirement that Mr. Theologides signs a general release of claims and complies with certain post-termination covenants and confidentiality provisions in the employment agreement.

(8)

Represents the value after acceleration of all outstanding unvested PBRsUs based on our closing stock price on December 31, 2015 of \$33.86. All or a pro-rata portion of outstanding unvested PBRsUs will generally accelerate on death, disability or involuntary termination without cause following a change in control, subject to attainment of the performance measures for any termination prior to a change in control. We have assumed that the target number of PBRsUs would become vested in connection with each acceleration event, although the actual number of PBRsUs that could become vested could be higher or lower than the target number of PBRsUs, based on actual performance.

Table of Contents

- (9) Represents contributions by Mr. Theologides and by us on behalf of Mr. Theologides into the Deferred Compensation Plan.
- (10) Represents the cost of COBRA coverage for 12 months after the date on which the termination occurs at the cost applicable to active employees (subject to earlier termination if Mr. Theologides becomes eligible for comparable coverage under another employer's plan and certain alternative payments if COBRA coverage cannot be provided under our plans in effect on the date of termination).
- (11) Represents the cost of continued health and welfare benefits for 24 months after the date on which the termination occurs subject to the executive's continued payment of the same premium payment amount as immediately prior to termination. These obligations are reduced by any welfare benefits made available to the executive officer from subsequent employers.

Table of Contents**DIRECTOR COMPENSATION FOR 2015**

The following table sets forth certain information concerning the compensation of our directors other than Mr. Nallathambi for the fiscal year ended December 31, 2015.

Name	Fees Earned or		Total (\$)
	Paid in Cash (\$)	Stock Awards(1)(2) (\$)	
J. David Chatham	122,000	134,991	256,991
Douglas C. Curling	95,000	134,991	229,991
John C. Dorman	100,000	134,991	234,991
Paul F. Folino	207,000	134,991	341,991
Thomas C. O'Brien	104,500	134,991	239,491
Jaynie Miller Studenmund	94,500	134,991	229,491
David F. Walker	112,500	134,991	247,491
Mary Lee Widener	82,500	134,991	217,491

(1)

The amounts shown reflect the aggregate grant date fair value of stock awards granted in 2015, computed in accordance with the Financial Accounting Standards Board's Accounting Standards Codification Topic 718, Compensation-Stock Compensation. We value the RSUs as of the grant date by multiplying the closing price of our common stock on that date by the number of RSUs awarded. The stock awards were granted to each director, other than Mr. Nallathambi, on April 28, 2015.

(2)

The aggregate numbers of RSUs and stock options held by each current director other than Mr. Nallathambi as of December 31, 2015 were as follows:

Name	Restricted Stock Unit Awards (#)
J. David Chatham	3,402
Douglas C. Curling	3,402
John C. Dorman	3,402
Paul F. Folino	3,402
Thomas C. O'Brien	3,402
Jaynie Miller Studenmund	3,402
David F. Walker	3,402
Mary Lee Widener	3,402

The Compensation Committee reviews and recommends to the Board the form and level of director compensation. As described in the Compensation Discussion and Analysis, Steven Hall served as independent compensation consultant for the Compensation Committee through June 2015, and generally advised the Committee on the appropriateness of our compensation philosophy, peer group selection and general director compensation program design. Pay Governance, the Compensation Committee's current independent compensation consultant, has advised and will continue to advise on the compensation of our directors for 2016. During 2015, as part of its engagement with the Committee,

Explanation of Responses:

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Steven Hall:

provided advice on the selection of a peer group of companies for director compensation comparison purposes;

77

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Table of Contents

provided guidance on industry best practices and emerging trends and developments in director compensation;

reviewed director compensation;

analyzed pay survey data; and

provided advice on determining the structure and amounts payable under our director compensation program.

The table below describes the components of the non-employee director compensation program in effect during 2015. No changes have been made to the non-employee director compensation program for 2016.

Compensation Element	2015
Annual Retainer Non-Executive Director⁽¹⁾	\$ 70,000
Annual Equity Compensation RSU⁽²⁾	\$ 135,000
Annual Retainer Non-Executive Board Chairman	\$ 100,000
Annual Retainer Committee Chairs⁽¹⁾	
Audit Committee	\$ 25,000
Compensation Committee	\$ 20,000
Nominating and Corporate Governance Committee	\$ 15,000
Acquisition and Strategic Development Committee ⁽³⁾	\$ 12,500
Annual Retainer Committee Members⁽¹⁾	
Audit Committee	\$ 12,500
Compensation Committee	\$ 10,000
Talent Development Committee ⁽³⁾	\$ 12,500
Nominating and Corporate Governance Committee	\$ 7,500
Acquisition and Strategic Development Committee ⁽³⁾	\$ 5,000
Insurance Strategy Subcommittee ⁽³⁾	\$ 12,500
Fee for attendance of Board and Committee Meetings in Excess of Designated Number ⁽⁴⁾	\$ 2,000

- (1) Committee chair retainer represents amounts paid to each committee chair for their service in addition to the committee member annual retainer. Paid in cash in equal quarterly installments. Paid pro rata for directors joining the Board after the payment date.
- (2) The award is granted and priced on the day of our annual meeting or, in the event of an out-of-cycle annual meeting such earlier date as may be approved by the Board, and vest on the first anniversary of the grant date. Vesting of the award will accelerate upon death, disability, retirement from the Board or a change in control.
- (3) The insurance strategy subcommittee to the Acquisition and Strategic Planning Committee and the talent development subcommittee to the Compensation Committee were created in March 2015.
- (4) Meeting fees paid only for meetings in excess of eight meetings of the Board, Audit and Compensation committees, and in excess of four meetings of the Nominating and Corporate Governance and Acquisition and

Strategic Planning committees. Fees are paid in cash in connection with each such additional meeting.

Table of Contents

Director Share Ownership Guidelines

We require our non-employee directors to own a fixed amount of Company stock. The guidelines are based on a multiple of the annual retainer, and require a value of at least \$350,000 be held by each director. Directors have five years from their date of election to the board to reach the ownership requirement. All Company securities owned outright or earned and subject only to time-based vesting restrictions count toward the requirement.

Anti-Hedging and Pledging Policy

The Company maintains a policy that prohibits director transactions in put options, call options or other derivative securities, on an exchange or in any other organized market as well as holding Company securities in a margin account or otherwise pledging Company securities as collateral for a loan.

Table of Contents

SECTION 16(A) BENEFICIAL OWNERSHIP REPORTING COMPLIANCE

Rules adopted by the SEC require our officers, as defined under the relevant SEC rules, and directors, and persons who beneficially own more than ten percent of our issued and outstanding common stock, to file reports of their ownership, and changes in ownership, of our shares with the SEC on prescribed forms. Officers, directors and greater-than-ten-percent beneficial owners are required by the SEC's rules to furnish us with copies of all such forms they file with the SEC.

Based solely on the review of the copies of the forms received by us, or written representations from reporting persons that they were not required to file a Form 5 to report previously unreported ownership or changes in ownership, we believe that our officers, directors and greater-than-ten-percent beneficial owners timely complied with all such filing requirements during fiscal 2015.

Table of Contents

QUESTIONS AND ANSWERS ABOUT VOTING

Why have I been sent a notice regarding the availability of proxy materials on the Internet?

Pursuant to rules adopted by the SEC, we have elected to provide access to our proxy materials over the Internet. Accordingly, we are sending a Notice to most of our stockholders. All stockholders will have the ability to access the proxy materials on the website referred to in the Notice or request to receive a printed set of the proxy materials. Instructions on how to access the proxy materials over the Internet or to request a printed copy may be found in the Notice.

What proposals will be voted on at the Annual Meeting?

1. The election of the nine persons named in this proxy statement to serve on the Board until the next annual meeting and until their successors are duly elected and qualified;
2. The approval, on an advisory basis, of the compensation of our named executive officers;
3. The ratification of the selection of PwC as our independent registered public accounting firm for the fiscal year ending December 31, 2016; and
4. The transaction of such other business as may properly come before the Annual Meeting or any postponements or adjournments thereof.

Our management and the Board are not aware of any other matters to be presented at the Annual Meeting other than those set forth in this proxy statement and in the notice accompanying this proxy statement, nor have we received notice of any matter by the deadline prescribed by Rule 14a-4(c)(1) promulgated under the Exchange Act. Without limiting our ability to apply the advance notice provisions in our Bylaws with respect to the procedures which must be followed for a matter to be properly presented at an annual meeting, if other matters should properly come before the Annual Meeting, the proxy holders will vote on such matters in accordance with their best judgment.

Who may attend the Annual Meeting?

Only our stockholders and their invited guests may attend the Annual Meeting. If you are a stockholder of record, you must bring proof of identification. If you hold your shares through a broker, bank or other nominee, you will need to provide proof of ownership—for example, a copy of a brokerage statement showing your share ownership—and proof of identification. Additional documentation is required to vote your shares at the Annual Meeting if you hold your shares through a broker, bank or other nominee. See "How can I vote my shares in person at the Annual Meeting?" below for more information.

Who is entitled to vote?

Stockholders of record as of the close of business on March 1, 2016, the record date, or those with a valid proxy from a broker, bank or other nominee that held our shares on the record date are entitled to vote on the matters to be considered at the Annual Meeting.

Who is a stockholder of record?

A stockholder of record is a person or entity whose name appears as an owner of one or more shares of our common stock on the records of our transfer agent as of its close of business on the record date.

Table of Contents

How can I vote my shares in person at the Annual Meeting?

If you hold shares as a stockholder of record, you have the right to vote those shares in person at the Annual Meeting. If you choose to do so, you can vote using the ballot provided at the Annual Meeting or, if you received a printed set of the proxy materials by mail, by submitting at the Annual Meeting the proxy card enclosed with the proxy materials you received. Since a beneficial holder is not the stockholder of record, if you are a beneficial holder of shares, you may not vote those shares in person at the Annual Meeting unless you obtain a "legal proxy" from the broker, bank or other nominee that holds your shares, giving you the right to vote the shares at the Annual Meeting using the ballot provided at the meeting. Please note that participants in our 401(k) Savings Plan (the "401(k) Plan") may not vote their plan shares in person at the Annual Meeting. See "How are my shares in the Company's 401(k) Plan voted?" below for more information.

Even if you plan to attend the Annual Meeting, we recommend that you vote your shares in advance as described below so that your vote will be counted if you later decide not to attend the Annual Meeting.

How many shares are entitled to vote at the Annual Meeting?

As of the record date, 88,322,000 shares of our common stock were issued, outstanding and entitled to vote at the Annual Meeting.

How many votes do I have?

Each share of CoreLogic common stock, excluding treasury shares, is entitled to one vote on each of the nine director nominees and on each other proposal to be voted on at the Annual Meeting.

How many directors can I vote for?

Nine. At the Annual Meeting, stockholders may vote for the election to our Board of up to nine nominees for director.

Who are the director nominees?

The nine director nominees are:

J. David Chatham
Douglas C. Curling
John C. Dorman
Paul F. Folino
Anand Nallathambi

Thomas C. O'Brien
Jaynie Miller Studenmund
David F. Walker
Mary Lee Widener

What is the voting requirement to approve each of the proposals, and how are votes counted?

Proposal 1 Election of Directors

Because the number of director nominees timely nominated for election at the Annual Meeting does not exceed the number of directors to be elected at the Annual Meeting, our Bylaws provide that each director nominee will be elected to the Board to serve until the next annual meeting and as soon thereafter as their successors are duly elected and qualified, if the nominee receives a majority of votes cast with respect to such director nominee's election. A "majority of votes cast" means that the number of votes "FOR" a director nominee must exceed the number of votes "AGAINST" that director nominee.

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Table of Contents

With respect to the election of directors, you may vote "for" or "against" each of the nominees for the Board, or you may "abstain" from voting on one or more nominees. Abstentions and broker non-votes are not considered votes cast for purposes of the foregoing majority voting standard for director elections, and will not be counted in determining the outcome of the election of the director nominees.

Proposal 2 Approval, on an Advisory Basis, of the Compensation of our NEOs

Approval, on an advisory basis, of the compensation of our NEOs requires the affirmative vote of the holders of a majority of shares of common stock present in person or represented by proxy and entitled to vote on the matter (meaning that of the shares represented at the meeting and entitled to vote on the proposal, a majority of them must be voted "for" the proposal for it to be approved).

With respect to the approval, on an advisory basis, of the compensation of our NEOs, you may vote "for," "against" or "abstain." If you "abstain" from voting with respect to this proposal, your vote will have the same effect as a vote "against" the proposal. Broker non-votes will not be counted in determining the outcome of this proposal.

Proposal 3 Ratification of the Selection of PwC as our Independent Registered Public Accounting Firm for the Fiscal Year Ending December 31, 2016

The selection of PwC as our independent registered public accounting firm for the fiscal year ending December 31, 2016 will be ratified if the affirmative vote of the holders of a majority of shares of common stock present in person or represented by proxy and entitled to vote on the matter (meaning that of the shares represented at the meeting and entitled to vote on the proposal, a majority of them must be voted "for" the proposal for it to be approved).

With respect to the ratification of the selection of PwC as our independent registered public accounting firm for the year ending December 31, 2016, you may vote "for," "against" or "abstain." If you "abstain" from voting with respect to this proposal, your vote will have the same effect as a vote "against" the proposal. Broker non-votes will not be counted in determining the outcome of this proposal.

How do I vote?

If you are a stockholder of record, you may vote on matters that properly come before the Annual Meeting in one of four ways:

You may vote over the Internet.

You do this by following the instructions provided either in the Notice or on the proxy card accompanying the proxy statement if you received a printed set of the proxy materials. If you submit your proxy over the Internet, your shares will be voted as you instruct. You do not have to separately mail in your proxy card.

You may vote by mail.

If you received a printed set of the proxy materials, you do this by signing and dating the proxy card accompanying the proxy statement and mailing it in the enclosed, prepaid and addressed envelope within the required time. If you mark your voting instructions on the proxy card, your shares will be voted as you instruct.

You may vote by telephone.

You do this by following the instructions provided on the proxy card accompanying the proxy statement if you received a printed set of the proxy materials. If you submit your proxy by telephone, your shares will be voted as you instruct. You do not have to separately mail in your proxy card.

Table of Contents

You may vote in person at the Annual Meeting.

You can vote your shares in person at the Annual Meeting. If you choose to do so, you can vote using the ballot provided at the Annual Meeting, or, if you requested and received printed copies of the proxy materials by mail, you can complete, sign and date the proxy card enclosed with the proxy materials you received and submit it at the Annual Meeting.

If you hold your shares in "street name," you will receive instructions from your broker, bank or other nominee that you must follow in order to instruct how your shares are to be voted at the Annual Meeting. If your shares are held in "street name," you may also attend the Annual Meeting and vote your shares in person, provided that you request and receive, prior to the Annual Meeting, a "legal proxy" from the broker, bank or other nominee that holds your shares giving you the right to vote the shares at the Annual Meeting and present the legal proxy at the meeting prior to voting. If your shares are held through the 401(k) Plan, please see "How are my shares in the Company's 401(k) Plan voted?" below.

How are my shares in the Company's 401(k) Plan voted?

For those stockholders who hold shares pursuant to the 401(k) Plan, Fidelity Management Trust Company ("Fidelity") acts as trustee for shares held in the 401(k) Plan. The governing documents of the 401(k) Plan require Fidelity, as trustee, to vote the shares as directed by the plan participants for whose benefit the shares are held. Fidelity will use an independent third party to tabulate the voting directions of all participants who provide such directions to Fidelity. Neither the tabulator nor Fidelity will provide the individual or aggregate participant voting directions to the Company, unless otherwise required by law. Shares for which no direction is received by Fidelity from the participants by April 22, 2016, at 5:00 p.m., Eastern time, will be voted in the same proportion as are the shares for which directions are received by that time.

How will my shares be voted if I do not provide specific voting instructions in the proxy I submit?

The named proxy holders, Anand Nallathambi, President and Chief Executive Officer, or Stergios Theologides, Senior Vice President, General Counsel and Secretary, will vote your shares in the manner recommended by our Board and as such proxy holders may determine in accordance with their best judgment with respect to any other matters properly presented for a vote at the Annual Meeting.

Can I change my vote or revoke my proxy?

You have the power to change or revoke your proxy at any time before the polls close at the Annual Meeting. Only your latest-dated proxy counts. You may do this by:

submitting an authorized proxy bearing a later date using one of the alternatives described above under "How do I vote?";

if you are a stockholder of record, submitting written notice of your revocation to Stergios Theologides, Senior Vice President, General Counsel and Secretary, at our mailing address on the cover page of this proxy statement; or

voting in person at the Annual Meeting, provided that if your shares are held in "street name" (in the name of a bank, broker or other nominee), you have obtained a legal proxy from your bank, broker or other nominee giving you the right to vote your shares at the Annual Meeting. Attendance at the Annual Meeting will not by itself constitute revocation of a proxy.

Who will count the votes?

A representative of Alliance Advisors, LLC ("Alliance Advisors") will serve as inspector of elections and will tabulate the votes cast at the Annual Meeting and certify the results.

Table of Contents

How can I obtain an additional proxy card?

If you lose, misplace or otherwise need to obtain a proxy card, and you are a stockholder of record, please contact our proxy solicitor, Alliance Advisors, toll-free at 1-855-325-6671. If you are a beneficial owner of shares held indirectly through a broker, bank or other nominee, please contact your account representative at that organization.

What constitutes a "quorum?"

A "quorum" refers to the number of shares that must be represented at a meeting in order to lawfully conduct business. Holders of a majority in voting power of all issued and outstanding shares of common stock entitled to vote at the Annual Meeting, present in person or represented by proxy, will constitute a quorum at the Annual Meeting. Without a quorum, no business may be transacted at the Annual Meeting. Abstentions and broker non-votes (as described below) are counted as present and entitled to vote for purposes of determining the presence or absence of a quorum.

What is a "broker non-vote" and how is it treated?

If you are a beneficial owner of shares held in "street name" by a broker and you do not submit voting instructions to your broker, your broker may vote your shares at the Annual Meeting only on "routine matters" (as defined by NYSE rules) on which it has discretion to vote. The NYSE currently considers only Proposal 3 the proposal to ratify the selection of PwC as our independent registered public accounting firm for the fiscal year ending December 31, 2016 to be a "routine matter." The following proposals are considered "non-routine matters" under the NYSE rules:

the election to the Board of the nine director nominees named in this proxy statement; and

the proposal to approve, on an advisory basis, the compensation of our NEOs.

Accordingly, if your shares are held in "street name" and your broker has not received voting instructions from you, your broker may exercise its discretion to vote your shares on the proposal to ratify the selection of PwC as our independent registered public accounting firm, but will not be permitted to vote your shares on any of the other proposals at the Annual Meeting. If your broker exercises this discretion, your shares will be treated as present and entitled to vote at the Annual Meeting for purposes of establishing the presence or absence of a quorum and voted on the proposal to ratify the selection of PwC in the manner directed by the broker, but will constitute "broker non-votes" on each of the other proposals at the Annual Meeting. These broker non-votes will not be counted in determining the outcome of any of the other proposals.

How are abstentions treated?

For the election of directors, you may vote "FOR," "AGAINST," or "ABSTAIN" with respect to each director nominee. If you elect to "ABSTAIN" from the election of directors, the abstention will not have any effect on the election of directors. In determining the voting results for the election of directors, only "FOR" and "AGAINST" votes count.

For purposes of the proposals regarding the vote to approve, on an advisory basis, the compensation of our NEOs and to ratify the selection of PwC as our independent registered public accounting firm for the fiscal year ending December 31, 2016, abstentions are treated as present and entitled to vote. Therefore, with respect to determining whether these two proposals are approved, abstentions have the effect of votes "AGAINST" the proposal.

Table of Contents

What percentage of stock do the directors and executive officers own?

As of the record date, our directors and executive officers owned approximately two percent of our shares of common stock in the aggregate that are entitled to vote at the Annual Meeting.

Who is paying the cost of preparing, assembling and mailing the notice of the annual meeting of stockholders, proxy statement and form of proxy, and the solicitation of the proxies?

We will pay the costs associated with the preparation, assembly and mailing of the Notice, proxy statement and form of proxy, as well as the cost of soliciting proxies relating to the annual meeting. We will also pay brokers, banks and other nominees for the reasonable expenses of forwarding solicitation materials to their customers who own shares of our common stock. In addition to this proxy statement, our directors, officers and other regular administrative employees may solicit proxies. None of them will receive any additional compensation for such solicitation. We may conduct further solicitations of stockholders by telephone, e-mail, through press releases issued by us, advertisements in periodicals or postings on our website at www.corelogic.com through our officers, directors and employees, none of whom will receive additional compensation for assisting with the solicitation. We have also retained Alliance Advisors to assist in the solicitation of proxies and related services, for a fee estimated to be approximately \$19,500 plus an amount to cover expenses. In addition, we have agreed to indemnify Alliance Advisors against certain liabilities arising out of or in connection with the engagement.

How do I obtain a separate set of proxy materials if I share an address with other stockholders?

To reduce expenses, in some cases, we are delivering one set of proxy materials to certain stockholders who share an address, unless otherwise requested. Upon oral or written request, we will deliver promptly a separate copy of the proxy materials to a stockholder at a shared address to which a single copy of proxy materials was delivered. If you are a stockholder of record at a shared address to which we delivered a single copy of the proxy materials and you desire to receive a separate copy of the proxy materials, including our 2015 Annual Report, for the Annual Meeting or for our future meetings of stockholders, or if you are a stockholder at a shared address to which we delivered multiple copies of the proxy materials and you desire to receive one copy in the future, please submit your request to:

ALLIANCE ADVISORS, LLC
200 Broadacres Drive, 3rd Floor
Bloomfield, New Jersey 07003

Stockholders May Call Toll-Free: 855-325-6671

If you hold your shares through a broker, bank or other nominee, please contact your broker, bank or other nominee directly if you have questions, require additional copies of the proxy materials, or wish to request single or multiple copies of the proxy materials in the future.

Does our Board have any recommendations with respect to the listed proposals?

Our Board recommends you vote "**FOR**": (1) the Board's nine nominees for director; (2) the approval, on an advisory basis, of the compensation of our named executive officers; and (3) the ratification of the selection of PwC as our independent registered public accounting firm for the fiscal year ending December 31, 2016.

Where can I find the voting results of the Annual Meeting?

We will announce preliminary voting results as soon as possible after the Annual Meeting. If final voting results are not available to us in time to file a Current Report on Form 8-K with the SEC within four business days after the Annual Meeting, we intend to file with the SEC a Current Report on Form 8-K to

Table of Contents

disclose preliminary voting results and, within four business days after the final results are known, we will file an amendment to that Form 8-K to disclose the final voting results.

Whom can I contact if I have questions or need assistance in voting my shares, or if I need additional copies of the proxy materials?

Please contact Alliance Advisors, the firm assisting the Board in the solicitation of proxies, at:

ALLIANCE ADVISORS, LLC
200 Broadacres Drive, 3rd Floor
Bloomfield, New Jersey 07003

Stockholders May Call Toll-Free: 855-325-6671

STOCKHOLDER PROPOSALS

Requirements for Director Nominations and Stockholder Proposals to be Brought Before an Annual Meeting. In order for a director nomination or a proposal by you or a fellow stockholder to be considered properly brought before an annual meeting, the stockholder must have given timely notice in writing to our Secretary. A stockholder's notice to our Secretary shall set forth certain information concerning the stockholder and each director nomination or proposal, as specified in Section 2.10 of our Bylaws, and must comply with the other requirements specified in Section 2.10 of our Bylaws. To be timely for the 2017 annual meeting, the notice must be delivered or mailed to and received by our Secretary between December 28, 2016 and January 27, 2017.

Requirements for Stockholder Proposals to be Considered for Inclusion in our Proxy Materials. Stockholders interested in submitting a proposal for inclusion in the proxy statement for our 2017 annual meeting of stockholders may do so by following the procedures prescribed in Rule 14a-8 under the Exchange Act. The proposal must be received by us at our principal executive offices not later than November 18, 2016 in order to be considered for inclusion in our proxy materials for the 2017 annual meeting of stockholders.

Table of Contents

GENERAL INFORMATION

We will, upon the written request of any stockholder on the record date for the Annual Meeting, furnish without charge a copy of our Annual Report on Form 10-K filed with the SEC for the fiscal year ended December 31, 2015 and will furnish, at a charge of \$10, a copy of the exhibits thereto. Such request should contain a representation that the person requesting this material was a beneficial owner of our shares on the record date. Such request should be sent to the General Counsel at our address indicated on the first page of this proxy statement.

The Board is not aware of any matters to come before the Annual Meeting other than those set forth on the notice accompanying this proxy statement. If any other matters come before the Annual Meeting, the holders of the proxies will vote thereon in accordance with their best judgment.

By Order of the Board of Directors

Stergios Theologides
Senior Vice President, General Counsel and Secretary

Irvine, California
March 18, 2016

88

Table of Contents

CORPORATE SOCIAL RESPONSIBILITY

Information is at the core of smart decision making. CoreLogic uses the power of information, technology and services to help businesses and consumers connect to improve lives and create a better world. This serves as the founding principle of our commitment to corporate social responsibility and is translated into action through:

Investment in our communities to include financial investments, in-kind contributions and employee volunteerism. One of our CORE values is to make a meaningful difference in the communities where we live and work. This is brought to life through national partnerships and local initiatives in support of affordable housing initiatives, community reinvestment through research, and financial literacy to underbanked populations.

Commitment to a positive, diverse and inclusive experience for all employees. Diversity and inclusion are woven into our business and workplace culture. We believe that building a diverse and inclusive culture is critical to winning in the workplace, in the marketplace and in the community.

Our commitment to an inclusive environment demonstrates a deeper commitment to maximizing the potential of our employees, our communities and the value we create for our stockholders. This commitment is demonstrated through:

Ensuring accountability and execution of CSR programs through governance by the Enterprise Diversity Advisory Council (EDAC);

Elevating high-potential diverse talent through job enrichment and leadership development programs;

Acquiring a broad and varied candidate spectrum of top-tier talent via targeted alliances with outreach partners to include organizations focused on ethnic diversity, women and military veterans;

Establishing employee-led networks that inspire personal and professional development and serve as conduits for diversity initiatives; and

Encouraging and supporting mentoring opportunities to champion talent and broaden development opportunities for our workforce.

CoreLogic is an Equal Employment Opportunity employer. We are committed to providing a workplace environment free from discrimination and harassment. We advance this agenda through training and orientation for all employees; consistent administration of related employment practices and policies; and alignment of expectations and communications to all vendors and supplier partners.

We are steadfast in our investment to bridging community and business goals to discover strategic solutions on a global stage and to continue to explore innovative ways to drive societal investments that strengthen our communities and influence positive change.

Table of Contents

From San Diego: Take I-5 north, transition to I-405 north. Exit Irvine Center Dr., keep to the left at the fork in the ramp. Turn left from the center lane on Enterprise, then turn right onto Irvine Center Dr. Take the first left onto Pacifica. Take the first left at the driveway between the two buildings.

From Los Angeles: Take I-5 south, exit at Alton Pkwy., keeping to the right, to take the ramp at Alton; slight right onto Enterprise. Turn left onto Alton Pkwy. Turn left onto Irvine Center Dr., then take the second right onto Pacifica. 40 Pacifica is on the left.

From Riverside: Take 91 west, transition to 55 south towards Newport Beach. Merge onto I-5 south towards San Diego. Take the exit at Alton Pkwy., keeping to the right, to take the ramp at Alton; slight right onto Enterprise. Turn left onto Alton Pkwy. Turn left onto

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Irvine Center Dr., then take the second right onto Pacifica. 40 Pacifica is on the left.

When you arrive, take a ticket and proceed into the parking garage. CoreLogic visitors parking is to the right.

40 Pacifica, Ste. 900
Irvine, CA 92618
corelogic.com

29-PROXY2016-0316-00

NYSE: CLGX
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ANNUAL MEETING OF STOCKHOLDERS

April 27, 2016, 2:00 p.m. Pacific Time

This proxy is solicited by CoreLogic's Board of Directors.

The undersigned stockholder(s) of CoreLogic, Inc. hereby revoke(s) all previously granted proxies and appoint(s) Anand Nallathambi and Stergios Theologides, and each of them, as proxies for the undersigned, with power to act without the other and with power to each of substitution, and hereby authorize(s) them to attend the annual meeting of the stockholders of said corporation to be held April 27, 2016, at 2:00 p.m. Pacific Time, at the executive offices of CoreLogic, Inc., 40 Pacifica, Irvine, California 92618, and any postponements or adjournments thereof, and to vote all of the shares of common stock of CoreLogic, Inc. that the undersigned is/ are entitled to vote at such meeting as indicated on the reverse side hereof, with all powers that the undersigned would have if acting in person, and with discretionary authority to act on such other matters as may properly come before said meeting or any postponements or adjournments thereof.

THE SHARES OF COMMON STOCK REPRESENTED HEREBY SHALL BE VOTED SPECIFICALLY ON THE PROPOSALS LISTED ON THE REVERSE SIDE HEREOF AS THERE SPECIFIED. WHERE NO SPECIFICATION IS MADE, SAID SHARES OF COMMON STOCK SHALL BE VOTED FOR EACH OF THE DIRECTOR NOMINEES NAMED IN PROPOSAL 1 AND FOR PROPOSALS 2 and 3.

YOUR VOTE IS IMPORTANT PLEASE VOTE TODAY

Continued and to be signed and dated on reverse side



PLEASE DETACH ALONG PERFORATED LINE AND MAIL IN THE ENVELOPE PROVIDED.

Important Notice Regarding the Availability of Proxy Materials for the Annual

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Meeting of Stockholders to be held April 27, 2016.

The Notice of Annual Meeting and Proxy Statement and our 2015 Annual Report
to Stockholders are available at: <http://www.viewproxy.com/CoreLogic/2016>

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TO VOTE BY MAIL AS THE BOARD OF DIRECTORS RECOMMENDS ON EACH OF THE ITEMS BELOW, SIMPLY SIGN, DATE, AND RETURN THIS PROXY CARD. The Board of Directors Recommends a Vote FOR each of the Nominees in Proposal 1 and FOR Proposals 2 and 3.

Please mark your votes like this **X**

1. Election of directors:	FOR	AGAINST	ABSTAIN
01 J. David Chatham	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>
02 Douglas C. Curling	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>
03 John C. Dorman	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>
04 Paul F. Folino	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>
05 Anand Nallathambi	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>
06 Thomas C. O'Brien	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>
07 Jaynie Miller Studenmund	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>
08 David F. Walker	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>
09 Mary Lee Widener	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>

2. To approve, on an advisory basis, the compensation of the Company's named executive officers.

FOR AGAINST ABSTAIN

3. To ratify the selection of PricewaterhouseCoopers LLP as the Company's independent registered public accounting firm for the fiscal year ending December 31, 2016.

FOR AGAINST ABSTAIN

In their discretion, the proxies are authorized to vote upon such other business as may properly come before the meeting or any postponements or adjournments thereof.

I plan on attending the meeting

Please sign exactly as your name(s) appears on this proxy card. If held in joint tenancy, all persons should sign. Trustees, administrators, etc. should include title and authority. Corporations should provide full name of corporation and title of authorized officer signing this proxy card.

Date:

Signature

Signature (if held jointly)

PLEASE DETACH ALONG PERFORATED LINE AND MAIL IN THE ENVELOPE PROVIDED.

Vote by Internet, Telephone or Mail

24 Hours a Day, 7 Days a Week

CONTROL NUMBER

PROXY VOTING INSTRUCTIONS

Please have your 11 digit control number ready when voting by Internet or Telephone.

Internet and telephone voting is available through 11:59 P.M. Eastern Daylight Time on April 26, 2016.

INTERNET

Vote Your Proxy on the Internet:

Go to www.cesvote.com

Have your proxy card available when you access the above website. Follow the prompts to vote your shares.

TELEPHONE

Vote Your Proxy by Phone:

Call 1 (888) 693-8683

Use any touch-tone telephone to vote your proxy. Have your proxy card available when you call. Follow the voting instructions to vote your shares.

MAIL

Vote Your Proxy by Mail:

Mark, sign, and date your proxy card, then detach it, and return it in the postage-paid envelope provided.

If you vote your proxy by Internet or by Telephone, you do NOT need to mail back your proxy card.

