

ADVANCE AUTO PARTS INC

Form 8-K

November 14, 2017

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported) November 14, 2017

ADVANCE AUTO PARTS, INC.

(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction of incorporation or organization)

001-16797

(Commission File Number)

54-2049910

(I.R.S. Employer Identification No.)

5008 Airport Road, Roanoke, Virginia 24012

(Address of Principal Executive Offices) (Zip Code)

Registrant's telephone number, including area code (540) 362-4911

Not Applicable

(Former name, former address and former fiscal year, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

☐ Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

☐ Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

☐ Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

☐ Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth

company o

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. o

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## INFORMATION TO BE INCLUDED IN THE REPORT

### Item 2.02 Results of Operations and Financial Condition.

On November 14, 2017, Advance Auto Parts, Inc. (the "Company") issued a press release setting forth its financial results for its third quarter and forty weeks ended October 7, 2017. This release includes forward looking statements including, but are not limited to, statements related to the Company's 2017 fiscal year.

The Company's financial results for the third quarter and forty weeks ended October 7, 2017 and October 8, 2016 include General Parts International, Inc. ("GPI") integration costs, store consolidation costs, amortization of GPI acquired intangible assets and transformation expenses. As a result of these expenses, the Company's financial results for these periods include certain non-operational expenses. Thus, the Company's financial results have been presented in this press release on both a generally accepted accounting principles ("GAAP") basis and on an adjusted basis to exclude the integration costs, store consolidation costs, amortization and transformation expenses recognized in the respective periods. The Company has provided the required reconciliations of the financial results reported on an adjusted basis to the most directly adjusted GAAP basis and has provided an explanation as to why the financial results presented on a non-GAAP basis are useful to investors.

The press release is attached as Exhibit 99.1 and incorporated by reference herein.

### Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

(e) On November 12, 2017, the Compensation Committee of Advance Auto Parts, Inc. ("the Company") approved certain changes to the compensation arrangements of Thomas B. Okray, the Company's Executive Vice President, Chief Financial Officer, including an annual base salary of \$600,000, effective immediately, and an additional equity incentive grant with an aggregate value of \$1,000,000, based on the closing price of the Company's common stock as reported by the New York Stock Exchange on November 20, 2017, consisting of time-based restricted stock units ("RSUs") that will vest on the third anniversary of the grant date, so long as Mr. Okray continues to be employed by the Company through the vesting date. If Mr. Okray's employment is terminated prior to the vesting date on account of death or disability or is terminated by the Company other than for Due Cause or by Mr. Okray for Good Reason, as those terms are defined in his employment agreement, a pro-rated portion of the RSUs will vest immediately based on the portion of the vesting period that he was employed. Mr. Okray's target bonus opportunity will continue to be 90 percent (90%) of his annual base salary; however, his annual bonus opportunity for 2017 will be based on his base salary in effect prior to the increase.

### Item 9.01 Financial Statements and Exhibits.

#### (d) Exhibits.

##### Exhibit Number

99.1                      Press Release, dated November 14, 2017, issued by Advance Auto Parts, Inc.

Note: With the exception of the information contained in Item 5.02, the information contained in this Current Report on Form 8-K (including Exhibit 99.1) shall not be deemed to be "filed" for the purposes of Section 18 of the Securities Exchange Act of 1934, as amended, or otherwise subject to the liabilities of that section.



SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

ADVANCE AUTO PARTS, INC.

(Registrant)

Date: November 14, 2017 /s/ Thomas B. Okray

(Signature)\*

Thomas B. Okray

Executive Vice President and Chief Financial Officer

\* Print name and title of the signing officer under his signature.

EXHIBIT INDEX

Exhibit Number

99.1 Press Release, dated November 14, 2017, issued by Advance Auto Parts, Inc.