

ADVANCE AUTO PARTS INC
 Form 4
 May 31, 2017

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2015
 Estimated average burden hours per response... 0.5

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)
 777 THIRD AVENUE, 18TH FLOOR
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 05/26/2017

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

NEW YORK, NY 10017

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)			
				Code V	Amount	(A) or (D)	Price			
Common Stock, \$0.0001 Par Value	05/26/2017			P	43,266	A	\$ 134.8966	1,031,179	I	By Starboard Value and Opportunity Master Fund Ltd ⁽¹⁾
Common Stock, \$0.0001 Par Value	05/26/2017			P	4,126	A	\$ 134.8966	126,606	I	By Starboard Value and Opportunity S LLC ⁽²⁾

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Common Stock, \$0.0001 Par Value	05/26/2017	P	2,690	A	\$ 134.8966	69,949	I	By Starboard Value and Opportunity C LP ⁽³⁾
Common Stock, \$0.0001 Par Value	05/26/2017	P	15,564	A	\$ 134.8966	1,042,965	I	By Starboard Leaders India LLC ⁽⁴⁾
Common Stock, \$0.0001 Par Value	05/26/2017	P	59,246	A	\$ 132.9838	1,090,425	I	By Starboard Value and Opportunity Master Fund Ltd ⁽¹⁾
Common Stock, \$0.0001 Par Value	05/26/2017	P	5,651	A	\$ 132.9838	132,257	I	By Starboard Value and Opportunity S LLC ⁽²⁾
Common Stock, \$0.0001 Par Value	05/26/2017	P	3,684	A	\$ 132.9838	73,633	I	By Starboard Value and Opportunity C LP ⁽³⁾
Common Stock, \$0.0001 Par Value	05/26/2017	P	21,312	A	\$ 132.9838	1,064,277	I	By Starboard Leaders India LLC ⁽⁴⁾
Common Stock, \$0.0001 Par Value	05/26/2017	P	2,636	A	\$ 134.4841	1,093,061	I	By Starboard Value and Opportunity Master Fund Ltd ⁽¹⁾
Common Stock, \$0.0001 Par Value	05/26/2017	P	252	A	\$ 134.4841	132,509	I	By Starboard Value and Opportunity S LLC ⁽²⁾
Common Stock, \$0.0001 Par Value	05/26/2017	P	164	A	\$ 134.4841	73,797	I	By Starboard Value and Opportunity C LP ⁽³⁾

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Common Stock, \$0.0001 Par Value	05/26/2017	P	948	A	\$ 134,4841	1,065,225	I	By Starboard Leaders India LLC <u>(4)</u>
Common Stock, \$0.0001 Par Value	05/26/2017	P	92,574	A	\$ 134,9826	1,185,635	I	By Starboard Value and Opportunity Master Fund Ltd <u>(1)</u>
Common Stock, \$0.0001 Par Value	05/26/2017	P	8,829	A	\$ 134,9826	141,338	I	By Starboard Value and Opportunity S LLC <u>(2)</u>
Common Stock, \$0.0001 Par Value	05/26/2017	P	5,756	A	\$ 134,9826	79,553	I	By Starboard Value and Opportunity C LP <u>(3)</u>
Common Stock, \$0.0001 Par Value	05/26/2017	P	33,302	A	\$ 134,9826	1,098,527	I	By Starboard Leaders India LLC <u>(4)</u>
Common Stock, \$0.0001 Par Value	05/30/2017	P	17,895	A	\$ 134,1267	1,203,530	I	By Starboard Value and Opportunity Master Fund Ltd <u>(1)</u>
Common Stock, \$0.0001 Par Value	05/30/2017	P	216	A	\$ 134,1267	141,554	I	By Starboard Value and Opportunity S LLC <u>(2)</u>
Common Stock, \$0.0001 Par Value	05/30/2017	P	1,113	A	\$ 134,1267	80,666	I	By Starboard Value and Opportunity C LP <u>(3)</u>
Common Stock, \$0.0001 Par Value	05/30/2017	P	5,776	A	\$ 134,1267	1,104,303	I	By Starboard Leaders India LLC <u>(4)</u>

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Common Stock, \$0.0001 Par Value	05/30/2017	P	17,895	A	\$ 133.5765	1,221,425	I	By Starboard Value and Opportunity Master Fund Ltd ⁽¹⁾
Common Stock, \$0.0001 Par Value	05/30/2017	P	217	A	\$ 133.5765	141,771	I	By Starboard Value and Opportunity S LLC ⁽²⁾
Common Stock, \$0.0001 Par Value	05/30/2017	P	1,112	A	\$ 133.5765	81,778	I	By Starboard Value and Opportunity C LP ⁽³⁾
Common Stock, \$0.0001 Par Value	05/30/2017	P	5,776	A	\$ 133.5765	1,110,079	I	By Starboard Leaders India LLC ⁽⁴⁾
Common Stock, \$0.0001 Par Value						281,794	I	By Starboard T Fund LP ⁽⁵⁾
Common Stock, \$0.0001 Par Value						186,206	I	By Starboard Leaders Select I LP ⁽⁶⁾
Common Stock, \$0.0001 Par Value						151,947	I	By Managed Account of Starboard Value LP ⁽⁷⁾
Common Stock, \$0.0001 Par Value						1,273	D	

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

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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. Nu Deriv Secur Bene Own Follo Repo Trans (Instr
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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 05/31/2017

**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.
 - (4)

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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.

- 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
- (5) 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
- (6) 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.

- 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
- (7) 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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