

ADVANCE AUTO PARTS INC
Form FWP
April 27, 2010

Filed Pursuant to Rule 433

Registration No. 333-166291

April 26, 2010

Advance Auto Parts, Inc.

Term Sheet

April 26, 2010

5.750% Notes due 2020

Issuer:	Advance Auto Parts, Inc.
Guarantors:	Domestic subsidiaries
Principal Amount:	\$300 million
Maturity Date:	May 1, 2020
Coupon (Interest Rate):	5.750%
Yield to Maturity:	5.805%
Spread to Benchmark Treasury:	T+200 bps
Benchmark Treasury:	3.625% due February 15, 2020
Benchmark Treasury Price and Yield:	98-17 / 3.805%
Interest Payment Dates:	May 1 and November 1, commencing on November 1, 2010
Redemption Provision:	We may redeem the notes in whole at any time or in part from time to time, at our option, at a redemption price equal to the greater of (1) 100% of the principal amount of the notes to be redeemed and (2) the sum of the present values of the remaining scheduled payments of principal and interest in respect of the notes being redeemed (not including any portion of the payments of interest accrued but unpaid as of the date of redemption) discounted on a semi-annual basis (assuming a 360-day year of twelve 30-day months), at the Treasury Rate plus 30 basis points, plus accrued and unpaid interest to the date of redemption, if any.
Issue Price:	\$99.587
Settlement Date:	April 29, 2010 (T+3)
Ratings ¹ :	Moody's: Ba1 (positive outlook) S&P: BBB- (stable outlook)
CUSIP:	00751YAA4
ISIN:	US00751YAA47
Joint Book-Running Managers	Banc of America Securities LLC J.P. Morgan Securities Inc.
Senior Co-Managers	BB&T Capital Markets, a division of Scott and Stringfellow, LLC SunTrust Robinson Humphrey, Inc.

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Wells Fargo Securities LLC
 Co-Managers HSBC Securities (USA) Inc.
 U.S. Bancorp Investments, Inc.

1) A securities rating is not a recommendation to buy, sell or hold securities and may be subject to revision or withdrawal at any time. **The issuer has filed a registration statement (including a prospectus) with the SEC for the offering to which this communication relates. Before you invest, you should read the prospectus in that registration statement and other documents the issuer has filed with the SEC for more complete information about the issuer and this offering. You may get these documents for free by visiting EDGAR on the SEC Web site at www.sec.gov. Alternatively, the issuer, any underwriter or any dealer participating in the offering will arrange to send you the prospectus if you request it by calling Banc of America Securities LLC toll-free at 1-800-294-1322 or emailing at dg.prospectus_distribution@bofasecurities.com or J.P. Morgan Securities Inc. collect at 212-834-4533.**

%">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.** SEC 1474 (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, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	Amount or Number of Shares
Nonqualified Stock Option (right to buy)	\$ 37.2634	02/27/2015		M	12,080	(2) 11/20/2016	Common Shares	12,080
Nonqualified Stock Option (right to buy)	\$ 41.3076	02/27/2015		M	9,355	(2) 07/01/2017	Common Shares	9,355
Nonqualified Stock Option (right to buy)	\$ 34.3095	02/27/2015		M	3,839	(2) 10/11/2021	Common Shares	3,839

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
DAVIDSON CAROL ANTHONY 5500 WAYZATA BLVD., SUITE 800 GOLDEN VALLEY, MN 55416	X			

Signatures

/s/ John K. Wilson, Attorney-in-Fact for Carol Anthony
Davidson

03/01/2015

__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).

- The price in Column 4 is a weighted average price. The prices actually received ranged from \$67.201 to \$67.241. The reporting person
- (1) has provided to the issuer, and will provide to any security holder of the issuer, or the SEC staff, upon request, information regarding the number of shares sold at each price within the range for all transactions reported in this Form 4 utilizing an average weighted price.
 - (2) These options are vested and exercisable.

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.