

ADVANCE AUTO PARTS INC  
Form DEFA14A  
April 29, 2016

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

SCHEDULE 14A  
(Rule 14a-101)  
INFORMATION REQUIRED IN PROXY STATEMENT  
SCHEDULE 14A INFORMATION

Proxy Statement Pursuant to Section 14(a) of the Securities  
Exchange Act of 1934 (Amendment No. )

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

Preliminary Proxy Statement

Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(5)(2))

Definitive Proxy Statement

Definitive Additional Materials

Soliciting Material Pursuant to §240.14a-12

ADVANCE AUTO PARTS, INC.  
(Name of Registrant as Specified in its Charter)

(Name of Person(s) Filing Proxy Statement, if Other Than the Registrant)

Payment of Filing Fee (Check the appropriate box):

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- ý No fee required.
  - o Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.
    - (1) Title of each class of securities to which transaction applies:
    - (2) Aggregate number of securities to which transaction applies:
    - (3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (Set forth the amount on which the filing fee is calculated and state how it was determined):
    - (4) Proposed maximum aggregate value of transaction:
    - (5) Total fee paid:
  - o Fee paid previously with preliminary materials.
    - Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.
    - (1) Amount Previously Paid:
    - (2) Form, Schedule or Registration Statement No.:
    - (3) Filing Party:
    - (4) Date Filed:
-

April 29, 2016

Dear Advance Auto Parts Stockholder:

The 2016 Annual Meeting of Stockholders of Advance Auto Parts, Inc. is scheduled to be held on May 18, 2016 at 8:30am ET. The proxy statement detailing the matters to be voted upon at the Annual Meeting was previously made available to all Stockholders.

Please Vote Your AAP Shares Today!

We urge all Stockholders, regardless of the number of shares you hold, to vote today. It is important that all Stockholders have their voices heard. If you have previously voted you do not need to vote again, however, for the reasons discussed below, all Stockholders are urged to vote AGAINST Proposal No. 5 and you may recast your vote by voting via telephone or internet.

Acting in the best interests of our stockholders is at the core of everything we do at Advance Auto Parts. We engage regularly with our investors and value their feedback with regard to delivering improved performance and maintaining best-in-class governance.

The Board of Directors recommends a vote FOR Proposal Nos. 1 through 4 and AGAINST Proposal No.5.

Over the past year, we made changes to drive improved results and long-term stockholder value, as well as taken steps to further enhance our governance practices. Following engagement with our stockholders, we added five new directors to our annually elected Board, including four independent directors and our recently named CEO, Tom Greco. In this year's proxy statement, we have also proposed an amendment making it easier for stockholders owning at least 25 percent of our outstanding common stock to call a special meeting by eliminating the one year holding period.

These actions build on our strong governance foundation - which includes, among other things, an independent board and lead director, annual director elections, no supermajority voting - and reflect our willingness to undertake meaningful steps to ensure Advance acts in the best interests of all of our stockholders.

Based on this same logic, we are opposing for the third consecutive year a proposal seeking the ability for stockholders to act by written consent. In each of the last two years, in line with our recommendation, our stockholders did not support such proposals.

The rationale for our opposition is clear. Our Annual Meeting process, in conjunction with the provisions under which a special meeting can be called, provide stockholders multiple avenues to establish a well-informed forum to consider and vote on important corporate matters. In contrast, the ability to act by written consent would enable investors to circumvent those rules and deny smaller stockholders the opportunity to be informed of and vote on proposed corporate actions.

The bottom line is that the written consent proposal is inconsistent with our approach to good governance, redundant with the existing ability of stockholders to act outside the normal Annual Meeting process and at odds with our clear track record of acting in the best interests of all stockholders. For these above reasons, your Board recommends a vote AGAINST Proposal No.5.

If you have questions or need assistance voting your shares we urge you to contact Okapi Partners, Inc., the Company's proxy solicitor, toll-free at 1-855-208-8902. Our 2016 Proxy Statement and 2015 annual report to stockholders are available on our Internet website at [www.AdvanceAutoParts.com](http://www.AdvanceAutoParts.com).

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On behalf of Advance Auto Parts, thank you for your time and consideration.

Sincerely,

/s/ Tammy M. Finley

Tammy Moss Finley  
Executive Vice President, Human Resources, General Counsel & Corporate Secretary  
Advance Auto Parts, Inc.

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