

ADVANCE AUTO PARTS INC  
Form S-8 POS  
May 25, 2004

As filed with the Securities and Exchange Commission on May 25, 2004  
Registration No. 333-74162

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

**POST-EFFECTIVE AMENDMENT NO. 2  
TO  
FORM S-8  
REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933**

**ADVANCE AUTO PARTS, INC.**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction of  
incorporation or organization)

**5531**  
(Primary Standard Industrial  
Classification Code Number)

**54-2049910**  
(I.R.S. Employer Identification No.)

**5673 Airport Road, Roanoke, Virginia 24012**  
**(540) 362-4911**

(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

**ADVANCE AUTO PARTS, INC.  
2001 EXECUTIVE STOCK OPTION PLAN  
2001 SENIOR EXECUTIVE STOCK OPTION PLAN  
2001 EMPLOYEE STOCK SUBSCRIPTION PLAN  
2001 SENIOR EXECUTIVE STOCK SUBSCRIPTION PLAN**

(Full title of the plan)

**Jeffrey T. Gray**  
**Senior Vice President and**  
**Chief Financial Officer**  
**5673 Airport Road, Roanoke, Virginia 24012**  
**(540) 362-4911**

(Name, address, including zip code, and telephone number, including area code, of agent for service)

Copies to:

**Eric M. Margolin**  
**Senior Vice President,**  
**General Counsel and Secretary**

**Paul G. Lane, Esq.**  
**Bingham McCutchen LLP**  
**355 South Grand Avenue**

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**Advance Auto Parts, Inc.**  
**5673 Airport Road**  
**Roanoke, Virginia 24012**  
**(540) 362-4911**

**Suite 4400**  
**Los Angeles, California 90071**  
**(213) 229-8490**

EXPLANATORY NOTE

On May 24, 2004, Advance Auto Parts, Inc. (the Registrant ) filed a Post-Effective Amendment No. 1 to Registration Statement on Form S-8 (registration no. 333-74162) (the Prior Amendment ) to disclose the number of shares of the Registrant s common stock, par value \$0.0001 per share (the Common Stock ), being carried forward from the Registrant s 2001 Executive Stock Option Plan (the Executive Plan ) and 2001 Senior Executive Stock Option Plan (the Senior Plan ) to the Registrant s 2004 Long-Term Incentive Plan (the 2004 Plan ). The Registrant hereby files this Post-Effective Amendment No. 2 to Registration Statement on Form S-8 to correct a typographical error set forth in the Prior Amendment regarding the number of authorized but unissued shares of Common Stock being carried forward to the 2004 Plan (the Carried Forward Shares ). The number of Carried Forward Shares under the Executive Plan and the Senior Plan is 917,847 and 329,000, respectively. Accordingly, as set forth in the Prior Amendment, the Carried Forward Shares and related registration fee are being carried forward to the Registration Statement on Form S-8 (registration no. 333-115772) filed with the Securities and Exchange Commission on May 21, 2004, as such Registration Statement may be amended from time to time.



| <u>Signature</u>                              | <u>Title(s)</u>   | <u>Date</u>  |
|---|---|--------------|
| <u>/s/ Jeffrey T. Gray</u><br>Jeffrey T. Gray | Senior Vice President and Chief<br>Financial Officer (Principal<br>Financial and Accounting<br>Officer) | May 25, 2004 |
| *<br><u>John C. Brouillard</u>                | Director  | May 25, 2004 |
| *<br><u>Gilbert T. Ray</u>                    | Director  | May 25, 2004 |
| *<br><u>John M. Roth</u>                      | Director  | May 25, 2004 |
| *<br><u>Carlos A. Saladrigas</u>              | Director  | May 25, 2004 |
| *<br><u>William L. Salter</u>                 | Director  | May 25, 2004 |
| *<br><u>Francesca Spinelli, PhD</u>           | Director  | May 25, 2004 |
| *<br><u>Nicholas F. Taubman</u>               | Director  | May 25, 2004 |

\* By: /s/ Jeffrey T. Gray  
as attorney-in-fact