

O REILLY AUTOMOTIVE INC

Form 8-K

February 27, 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): February 21, 2017

O'REILLY AUTOMOTIVE, INC.

(Exact name of registrant as specified in its charter)

|  |                          |                                      |
|--|--------------------------|--------------------------------------|
| Missouri   | 000-21318                | 27-4358837                           |
| (State or other jurisdiction<br>of incorporation or<br>organization) | (Commission File Number) | (I.R.S. Employer Identification No.) |

233 South Patterson  
Springfield, Missouri 65802  
(Address of principal executive offices, Zip code)

(417) 862-6708  
(Registrant's telephone number, including area code)

(Not Applicable)  
(Former name or former address, 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):

- 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))
-

Section 8 - Other Events

Item 8.01 Other Events

On February 21, 2017, Greg Johnson, Co-President of O'Reilly Automotive, Inc. (the "Company"), established a plan in accordance with Rule 10b5-1 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), for the trading of the Company's common stock. The plan provides for option exercises and subsequent sales of specified share amounts at specific market prices, subject to specified limitations. The plan was established for the purpose of facilitating the exercise and subsequent sale of stock options with a ten-year contractual life that are due to expire in July of 2018. The plan was established during the Company's unrestricted trading window and at a time when Mr. Johnson was not in possession of material, non-public information about the Company. Mr. Johnson has informed the Company that he will publicly disclose, as required by federal securities laws, any option exercises and stock sales made under this plan.

On February 23, 2017, Jeff Shaw, Co-President of the Company, established a plan in accordance with Rule 10b5-1 of the Exchange Act, for the trading of the Company's common stock. The plan provides for option exercises and subsequent sales of specified share amounts at specific market prices, subject to specified limitations. The plan was established for the purpose of facilitating the exercise and subsequent sale of stock options with a ten-year contractual life that are due to expire in July of 2018. The plan was established during the Company's unrestricted trading window and at a time when Mr. Shaw was not in possession of material, non-public information about the Company. Mr. Shaw has informed the Company that he will publicly disclose, as required by federal securities laws, any option exercises and stock sales made under this plan.

On February 24, 2017, Greg Henslee, Chief Executive Officer of the Company, established a plan in accordance with Rule 10b5-1 of the Exchange Act, for the trading of the Company's common stock. The plan provides for option exercises and subsequent sales of specified share amounts at specific market prices, subject to specified limitations. The plan was established for the purpose of facilitating the exercise and subsequent sale of stock options with a ten-year contractual life that are due to expire in July of 2018. The plan was established during the Company's unrestricted trading window and at a time when Mr. Henslee was not in possession of material, non-public information about the Company. Mr. Henslee has informed the Company that he will publicly disclose, as required by federal securities laws, any option exercises and stock sales made under this plan.

---

SIGNATURES

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

Date: February 27, 2017 O'REILLY AUTOMOTIVE, INC.

By: /s/ Thomas McFall  
Thomas McFall  
Executive Vice President of Finance and Chief Financial Officer  
(principal financial and accounting officer)