

ADVANCE AUTO PARTS INC
 Form 4
 October 07, 2008

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
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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 *
 Oglesby William S

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)

3. Date of Earliest Transaction (Month/Day/Year)
 10/03/2008

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

4401 NORTHSIDE PARKWAY,
 SUITE 375

(Street)

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

ATLANTA, GA 30327

(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 Ownership (Instr. 4)
			Code	V Amount (D) Price			
Common Stock	10/03/2008		A	12 ⁽¹⁾ A \$ 36.75	9,463	D	

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)

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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
Oglesby William S 4401 NORTHSIDE PARKWAY, SUITE 375 ATLANTA, GA 30327	X			

Signatures

/s/ Rachel E. Geiersbach, as Attorney-in-Fact for William S. Oglesby 10/07/2008

__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).
- (1) These shares of issuer common stock were acquired pursuant to a dividend reinvestment feature of the Advance Auto Parts, Inc. Deferred Stock Unit Plan for Non-Employee Directors and Selected Executives.

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.

SOURCE OF FUNDS

WC
5
CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURUANT TO ITEMS 2(d) or 2(e)

6
CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF

Reporting Owners

SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON
WITH
7
SOLE VOTING POWER

979,840**

8
SHARED VOTING POWER

0
9
SOLE DISPOSITIVE POWER

979,840**
10
SHARED DISPOSITIVE POWER

0
11
AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

979,840**
12
CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

13
PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

5.43***
14
TYPE OF REPORTING PERSON

OO
* The reporting person expressly disclaims (i) the existence of any group and (ii) beneficial ownership with respect to any shares other than the shares owned of record by such reporting person.
** This amount includes 979,840 shares of Common Stock issuable upon conversion of the Company's Series A Convertible Preferred Stock (the "Preferred Stock").
*** Calculated after including the above referenced shares of Common Stock issuable upon conversion of the Preferred Stock in the numerator and the denominator.

SCHEDULE 13D
(Amendment No. 9)

CUSIP NO. 636375 10 7

1 NAME OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Mark Goldwasser

2 CHECK THE APPROPRIATE BOX IF MEMBER OF A GROUP
(a)
(b) X*

3 SEC USE ONLY

4 SOURCE OF FUNDS

AF

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURUANT TO
ITEMS 2(d) or 2(e)

X

6 CITIZENSHIP OR PLACE OF ORGANIZATION

USA

	7	SOLE VOTING POWER
NUMBER OF		1,019,518**
SHARES		
BENEFICIALLY	8	SHARED VOTING POWER
OWNED BY		
EACH		1,999,358***
REPORTING	9	SOLE DISPOSITIVE POWER
PERSON		
WITH		1,019,518**
	10	SHARED DISPOSITIVE POWER

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,999,358***

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

10.48%****

14 TYPE OF REPORTING PERSON

IN

* The reporting person expressly disclaims (i) the existence of any group and (ii) beneficial ownership with respect to any shares other than the shares owned of record by such reporting person.

** This amount includes 947,625 shares of vested unexercised stock options (the "Options").

*** This amount includes 979,840 shares of Common Stock issuable upon conversion of the Company's Series A Convertible Preferred Stock held by One Clark, LLC (the "Preferred Stock").

Explanation of Responses:

**** Calculated after including the above referenced shares of Common Stock issuable upon conversion of the Preferred Stock and exercise of Options in the numerator and the denominator.

SCHEDULE 13D
(Amendment No. 9)

Item 1. Security and Issuer.

This Amendment No. 9 amends and supplements the statements on Schedule 13D, as amended, (the "Schedule 13D") relating to the common stock, par value \$.02 per share (the "Common Stock"), of National Holdings Corporation, a Delaware corporation (the "Company" or the "Issuer") and is filed with the Securities and Exchange Commission on behalf of the following persons: (i) One Clark LLC; and (ii) Mark Goldwasser. Except as disclosed herein, there has been no change in the information previously reported in the Schedule 13D. Capitalized terms not defined herein shall have the meaning ascribed to them in the Schedule 13D.

Item 3. Source and Amount of Funds or Other Consideration

Neither One Clark, LLC nor Mark Goldwasser expended any funds in connection with the acquisition of the securities reported by this Amendment No. 9 as described in more detail in Item 4 below, which description is incorporated by reference in response to this Item 3.

Item 4. Purpose of Transaction.

Item 4 is hereby amended and supplemented by adding the following:

On March 16, 2009, the Board of Directors of the Company declared an in-kind dividend to record holders of its Series A Preferred Stock as of March 31, 2009. Dividends on the Series A Preferred Stock accrue on a quarterly basis at a rate of 9% per annum per share. One Clark received a dividend of 1,542 shares of Series A Preferred Stock on the record date. Such shares are convertible into shares of Common Stock at \$1.25 per share.

On July 1, 2009, 250,000 stock options that had been granted to Mark Goldwasser on July 1, 2008 vested in accordance with their terms. On August 1, 2009, an additional 14,375 stock options that had been granted on August 1, 2007 will vest in accordance with their terms.

Item 5. Interest in Securities of the Issuer.

Item 5 is hereby amended and supplemented by adding thereto the following:

(a) According to the Company, there were 17,150,704 shares of Common Stock outstanding as of July 1, 2009. One Clark LLC is the beneficial owner of 979,840 shares of Common Stock issuable upon conversion of the Company's Series A Convertible Preferred Stock, which represents 5.43% of the outstanding shares of Common Stock.

Mark Goldwasser is the direct owner of 1,019,518 shares of Common Stock. Such amount includes 947,625 shares issuable upon exercise of fully-vested stock options and 71,893 shares of Common Stock. Also, because Mr. Goldwasser is the Manager and a member of One Clark LLC, Mr. Goldwasser may be deemed to own beneficially the 979,840 shares of Common Stock issuable upon conversion of the Company's Series A Preferred Stock held by One Clark LLC.

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(b) One Clark LLC has the power to direct the vote of 979,840 shares of Common Stock and the power to direct the disposition of 979,840 shares of Common Stock. By virtue of his relationships with One Clark LLC, Mark Goldwasser may also be deemed to have the power to direct the vote of 979,840 shares of Common Stock and the power to direct the disposition of 979,840 shares of Common Stock

(c) Except as set forth in this Statement, there have been no sales or purchases with respect to the Issuer's Shares effected during the past sixty days by any of the Reporting Persons listed in (a) above.

(d) Not Applicable.

(e) Not Applicable.

Item 6. Contracts, Arrangements, Understandings or Relationships with Respect to Securities of the Issuer.

None.

Item 7. Material to be filed as Exhibits

None.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: July 15, 2009

ONE CLARK LLC

By: /S/ MARK GOLDWASSER

Name: Mark Goldwasser

Title: Manager

/S/ MARK GOLDWASSER

Mark Goldwasser

Exhibit 1

Joint Filing Statement
Statement Pursuant to Rule 13d-1(k)(1)

The undersigned hereby consent and agree to file a joint statement on Schedule 13D/A under the Securities Exchange Act of 1934, as amended, with respect to shares of common stock of National Holdings Corporation beneficially owned by them, together with any or all amendments thereto, when and if appropriate. The parties hereto further consent and agree to file this Statement Pursuant to Rule 13d-1(k)(1)(iii) as an exhibit to Schedule 13D/A, thereby incorporating the same into such Schedule 13D/A.

Dated: July 15, 2009

ONE CLARK LLC

By: /S/ MARK GOLDWASSER
Name: Mark Goldwasser
Title: Manager

/S/ MARK GOLDWASSER
Mark Goldwasser