

ADVANCE STORES CO INC
Form 424B5
April 27, 2010
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**Filed pursuant to Rule 424(b)(5)
File No. 333-166291**

CALCULATION OF REGISTRATION FEE

Title of each class of securities to be registered	Amount to be registered	Proposed maximum offering price	Maximum aggregate offering price	Amount of registration fee (1)(2)
5.750% Notes due 2020	\$300,000,000	99.587%	\$298,761,000	\$21,301.66
Guarantees of 5.750% Notes due 2020				

- (1) Calculated in accordance with Rule 457(r) of the Securities Act of 1933, as amended.
(2) Pursuant to Rule 457(n) of the Securities Act, no separate fee is payable with respect to guarantees of the notes being registered.

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Prospectus supplement

(To prospectus, dated April 26, 2010)

Advance Auto Parts, Inc.

\$300,000,000

5.750% Notes due 2020

Interest payable May 1 and November 1

Issue price: 99.587%

We are offering \$300,000,000 aggregate principal amount of notes. The notes will bear interest at the rate of 5.750% per year. Interest will be payable semi-annually on May 1 and November 1 of each year, commencing November 1, 2010. The notes will mature on May 1, 2020. We may redeem some or all of the notes at any time or from time to time before maturity at the redemption price discussed under the caption Description of Notes Optional redemption. If a change of control triggering event, as described herein, occurs, unless we have exercised our option to redeem the notes, holders of the notes may require us to repurchase the notes at the price described in this prospectus supplement under the caption Description of notes Change of control.

The notes will be our senior unsecured obligations and will rank equally in right of payment with all of our other unsecured and unsubordinated indebtedness from time to time outstanding. The notes will be effectively subordinated to any of our existing and future secured indebtedness to the extent of the value of the collateral securing such indebtedness.

The notes initially will be guaranteed on a senior unsecured basis by each of our domestic subsidiaries.

We do not intend to apply for listing of the notes on any securities exchange or for inclusion of the notes in any automated dealer quotation system. Currently, there is no public market for the notes.

Investing in our notes involves risk. Please see the section entitled Risk Factors beginning on page 10 of our Annual Report on Form 10-K for the year ended January 2, 2010 and in this prospectus supplement beginning on page S-9 and the accompanying prospectus beginning on page 4.

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of these securities or passed upon the adequacy or accuracy of this prospectus supplement or the accompanying prospectus. Any representation to the contrary is a criminal offense.

	Per note	Total
Public offering price ⁽¹⁾	99.587%	\$ 298,761,000
Underwriting discount	1.250%	\$ 3,750,000
Proceeds, before expenses, to us	98.337%	\$ 295,011,000

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(1) Plus accrued interest, if any, from April 29, 2010, if settlement occurs after such date.

The underwriters expect to distribute the notes in book-entry form through the facilities of The Depository Trust Company and its direct and indirect participants, including Euroclear Bank S.A./N.V. and Clearstream Banking, société anonyme, on or about April 29, 2010.

Joint Book-Running Managers

BofA Merrill Lynch

J.P. Morgan

Co-Managers

BB&T Capital Markets

SunTrust Robinson Humphrey

Wells Fargo Securities

HSBC

US Bancorp

April 26, 2010

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You should rely only on the information contained in or incorporated by reference into this prospectus supplement and the accompanying prospectus. We and the underwriters have not authorized anyone to provide you with different information. If anyone provides you with different or inconsistent information, you should not rely on it. The information in this prospectus supplement, the accompanying prospectus, any free writing prospectus and the documents incorporated by reference herein and therein is accurate only as of their respective dates.

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About this prospectus supplement

This prospectus supplement and the accompanying prospectus are each part of an automatic shelf registration statement on Form S-3 that we filed with the Securities and Exchange Commission, or the SEC, as a well-known seasoned issuer as defined in Rule 405 of the Securities Act of 1933, as amended, or the Securities Act. Under the shelf registration process, we may from time to time, offer and sell to the public any or all of the securities described in the registration statement in one or more offerings. This document is in two parts. The first part, which is this prospectus supplement, describes the specific terms of this offering and other matters relating to us and the notes we are offering. The second part, which is the accompanying prospectus, gives more general information about securities we may offer from time to time, some of which may not apply to the notes offered by this prospectus supplement. Generally when we refer to the prospectus, we are referring to both parts combined. To the extent there is a conflict between the information contained in this prospectus supplement, on the one hand, and the information contained in the accompanying prospectus or any document incorporated by reference therein, on the other hand, you should rely on the information contained in this prospectus supplement.

We and the underwriters have not authorized any dealer, salesman or other person to give any information or to make any representation other than those contained or incorporated by reference in this prospectus supplement and the accompanying prospectus. You must not rely upon any information or representation not contained or incorporated by reference in this prospectus supplement or the accompanying prospectus. This prospectus supplement and the accompanying prospectus do not constitute an offer to sell or the solicitation of an offer to buy our securities, nor do this prospectus supplement and the accompanying prospectus constitute an offer to sell or the solicitation of an offer to buy our securities in any jurisdiction to any person to whom it is unlawful to make such offer or solicitation in such jurisdiction. You should not assume that the information contained in this prospectus supplement and the accompanying prospectus is accurate on any date subsequent to the date set forth on the front of the document or that any information we have incorporated by reference is correct on any date subsequent to the date of the document incorporated by reference, even though this prospectus supplement and the accompanying prospectus is delivered or the notes offered hereby are sold on a later date.

Information that we file with the SEC subsequent to the date on the cover of this prospectus supplement will automatically update and supersede the information contained in this prospectus supplement and the accompanying prospectus. We incorporate by reference the documents listed in the Incorporation of Certain Documents By Reference section included elsewhere herein and any future filings made with the SEC under Sections 13(a), 13(c), 14 or 15(d) of the Securities Exchange Act of 1934, as amended, or the Exchange Act, other than any portions of the respective filings that were furnished under applicable SEC rules, until we issue all of the securities offered pursuant to this prospectus supplement and the accompanying prospectus.

Unless otherwise indicated, the terms Issuer and Advance refers solely to Advance Auto Parts, Inc. and we, us and our refer to Advance Auto Parts, Inc. and its consolidated subsidiaries. Our fiscal year consists of 52 or 53 weeks ending on the Saturday nearest to December 31. All fiscal years presented are 52 weeks, with the exception of fiscal 2008 which consisted of 53 weeks.

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Prospectus supplement summary

This summary highlights material information contained elsewhere in this prospectus supplement, the accompanying prospectus and the documents incorporated by reference in the prospectus but does not contain all of the information you need to consider in making your decision to invest in the notes. This summary is qualified in its entirety by the more detailed information and consolidated financial statements and notes thereto included in this prospectus supplement, the accompanying prospectus and the documents incorporated by reference herein and therein. You should read carefully this entire prospectus supplement and the accompanying prospectus and should consider, among other things, the matters set forth in the section entitled "Risk factors" before deciding to invest in the notes.

Our company

We are a leading specialty retailer of automotive aftermarket parts, accessories, batteries and maintenance items primarily operating within the United States. At January 2, 2010, our 2009 fiscal year-end, we operated 3,420 total stores. Our stores carry an extensive product line for cars, vans, sport utility vehicles and light trucks. We serve both "do-it-yourself," or DIY, and "do-it-for-me," or Commercial, customers. We operate in two reportable segments: Advance Auto Parts, or AAP, and Autopart International, or AI.

At January 2, 2010, we operated 3,264 AAP stores throughout 39 states in the Northeastern, Southeastern and Midwestern regions of the United States, Puerto Rico and the Virgin Islands. Our U.S. stores operated under the "Advance Auto Parts" trade name except for certain stores in the state of Florida, which operated under the "Advance Discount Auto Parts" trade name. Our 26 offshore AAP stores located in Puerto Rico and the Virgin Islands are operated under the "Western Auto" and "Advance Auto Parts" trade names. Our AAP stores offer a broad selection of brand name and proprietary automotive replacement parts, accessories, batteries and maintenance items for domestic and imported cars and light trucks. Our AAP stores carry a standard product offering of approximately 16,000 stock keeping units, or SKUs, with access to thousands of additional SKUs on a same-day or overnight basis through our supply chain network.

AI's business primarily serves the Commercial market, with an emphasis on parts for imported cars, from its 156 store locations at January 2, 2010, located primarily throughout the Northeast and Mid-Atlantic regions. In addition, its North American Sales Division serves warehouse distributors and jobbers throughout North America. We believe AI provides a high level of service to its Commercial customers by providing quality parts, unsurpassed customer service and efficient parts delivery. As a result of its extensive sourcing network, AI is able to serve its customers in search of replacement parts for both domestic and imported cars and light trucks with a greater focus on imported parts. The vast majority of AI's product is sold under its own proprietary brand. The AI stores offer approximately 18,000 SKUs with access to an additional approximately 17,000 unique SKUs through its supply chain network.

We also provide our customers online shopping at www.AdvanceAutoParts.com and access to approximately 90,000 parts and accessories. We strive to be the leader in the automotive aftermarket industry in serving our customers by providing quality products at the right price and backed by a solid warranty and outstanding customer service.

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Risks facing our company

Our business is subject to numerous risks. You should consider carefully the information set forth in the section entitled "Risk factors" beginning on page S-9 of this prospectus supplement and all other information contained in or incorporated by reference into this prospectus supplement and the accompanying prospectus before investing in the notes.

Advance is a Delaware corporation and the address of its principal executive offices is 5008 Airport Road, Roanoke, Virginia 24012. Our telephone number is (540) 362-4911 and our website is www.AdvanceAutoParts.com. Please note that any references to www.AdvanceAutoParts.com in this prospectus supplement or the accompanying prospectus are inactive textual references only and that the information on our website is neither incorporated by reference into this prospectus supplement or the accompanying prospectus nor intended to be used in connection with this offering.

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The offering

Issuer	Advance Auto Parts, Inc.
Securities offered	\$300,000,000 aggregate principal amount of 5.750% Notes due 2020.
Maturity	The notes will mature on May 1, 2020.
Interest rate	The notes will bear interest at a rate of 5.750% per year.
Interest payment dates	Interest on the notes will be payable on May 1 and November 1 of each year, commencing on November 1, 2010. Interest will accrue from the issue date of the notes.
Guarantors	The notes initially will be fully and unconditionally guaranteed, jointly and severally, on an unsubordinated and unsecured basis by each of our domestic subsidiaries. We will be permitted to release guarantees without the consent of holders of the notes under the circumstances described in Description of notes Subsidiary guarantees.
Optional redemption	We may redeem some or all of the notes at any time or from time to time, at the redemption price described under Description of notes Optional redemption.
Change of control offer	In the event of a Change of Control Triggering Event as described herein, we will be required to offer to repurchase the notes at a price equal to 101% of the principal amount thereof, plus accrued and unpaid interest to the repurchase date. See Description of notes Change of control.
Ranking	The notes will be: unsubordinated and unsecured obligations of Advance, effectively subordinated to any of our secured indebtedness to the extent of the value of the assets securing such indebtedness, structurally subordinated to any indebtedness of any of our subsidiaries that do not guarantee the notes, pari passu with all our existing and future unsubordinated indebtedness, and senior in right of payment to all our existing and future subordinated indebtedness. With respect to each subsidiary guarantor, the subsidiary guarantee will be:

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an unsubordinated and unsecured obligation of such subsidiary guarantor,

effectively subordinated to any secured indebtedness of such subsidiary guarantor to the extent of the value of the assets securing such indebtedness,

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shown on, and transfers will be effected only through, records maintained by DTC or its nominee; and these interests may not be exchanged for certificated notes, except in limited circumstances. See Description of notes Book-entry procedures.

Use of proceeds	We intend to use the net proceeds from this offering to repay indebtedness, which may include the repayment of amounts outstanding under our revolving credit facility and \$200 million unsecured four-year term loan with Stores as the borrower, or term loan. For more information, see Use of proceeds.
Conflicts of interest	We intend to use at least 5% of the net proceeds of this offering to repay indebtedness owed by us to certain affiliates of the underwriters who are lenders under our revolving credit facility or term loan. See Use of proceeds. Accordingly, this offering is being made in compliance with the requirements of Conduct Rule 2720 of the Financial Industry Regulatory Authority, Inc., or FINRA, which, in certain circumstances, requires the appointment of a qualified independent underwriter.
No listing	We do not intend to list the notes on any securities exchange.
Trustee	Wells Fargo Bank, National Association
Risk factors	You should carefully consider all of the information in this prospectus supplement and the accompanying prospectus. See Risk factors in this prospectus supplement, and Part I, Item 1A, Risk Factors in our Annual Report on Form 10-K for the fiscal year ended January 2, 2010, which is incorporated herein by reference. See also Special note regarding forward-looking statements. For a complete description of the terms of the notes, see Description of notes.

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The following table sets forth our selected historical consolidated statement of operations, balance sheet and other operating data. Included in this table are key metrics and operating results used to measure our financial progress. The selected historical consolidated financial and other data at January 2, 2010 and January 3, 2009 and for the three years ended January 2, 2010 have been derived from our audited consolidated financial statements and the related notes included in our Annual Report on Form 10-K for the fiscal year ended January 2, 2010 filed with the SEC on March 2, 2010, which is incorporated herein by reference. The historical consolidated financial and other data at December 29, 2007, December 30, 2006 and December 31, 2005 and for the years ended December 30, 2006 and December 31, 2005 have been derived from our audited consolidated financial statements and the related notes which are not incorporated herein by reference. You should read this data along with Management's Discussion and Analysis of Financial Condition and Results of Operations, and our consolidated financial statements which are included in our Annual Report on Form 10-K for the fiscal year ended January 2, 2010.

(in thousands, except selected store data and ratios)	Fiscal year ⁽¹⁾				
	2009	2008	2007	2006	2005
Statement of Operations Data:					
Net sales	\$ 5,412,623	\$ 5,142,255	\$ 4,844,404	\$ 4,616,503	\$ 4,264,971
Cost of sales ⁽²⁾⁽¹⁵⁾	2,768,397	2,743,131	2,585,665	2,472,203	2,301,799
Gross profit	2,644,226	2,399,124	2,258,739	2,144,300	1,963,172
Selling, general and administrative expenses ⁽¹⁵⁾	2,189,841	1,984,197	1,842,310	1,740,950	1,554,680
Operating income	454,385	414,927	416,429	403,350	408,492
Interest expense	(23,337)	(33,729)	(34,809)	(35,992)	(32,384)
Gain on extinguishment of debt				986	
Other income (expense), net	607	(506)	1,014	1,571	2,815
Income from continuing operations before income taxes and loss on discontinued operations	431,655	380,692	382,634	369,915	378,923
Income tax expense	161,282	142,654	144,317	138,597	144,198
Net income	270,373	238,038	238,317	231,318	234,725
Cash flows provided by (used in):					
Operating activities	\$ 699,690	\$ 478,739	\$ 410,542	\$ 333,604	\$ 321,632
Investing activities	(185,539)	(181,609)	(202,143)	(258,642)	(302,780)
Financing activities	(451,491)	(274,426)	(204,873)	(104,617)	(34,390)

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(in thousands, except selected store data and ratios)	Fiscal year ⁽¹⁾				
	2009	2008	2007	2006	2005
Balance Sheet and Other Financial Data:					
Cash and cash equivalents	\$ 100,018	\$ 37,358	\$ 14,654	\$ 11,128	\$ 40,783
Inventory	\$ 1,631,867	\$ 1,623,088	\$ 1,529,469	\$ 1,463,340	\$ 1,367,099
Inventory turnover ⁽³⁾	1.70	1.74	1.73	1.75	1.79
Inventory per store ⁽⁴⁾	\$ 477	\$ 482	\$ 469	\$ 475	\$ 476
Accounts payable to inventory ratio ⁽⁵⁾	61.2%	57.2%	55.1%	53.2%	54.8%
Net working capital ⁽⁶⁾	\$ 421,591	\$ 442,632	\$ 456,897	\$ 498,553	\$ 406,476
Capital expenditures	\$ 192,934	\$ 184,986	\$ 210,600	\$ 258,586	\$ 216,214
Total assets	\$ 3,072,963	\$ 2,964,065	\$ 2,805,566	\$ 2,682,681	\$ 2,542,149
Total debt	\$ 204,271	\$ 456,164	\$ 505,672	\$ 477,240	\$ 438,800
Total net debt ⁽⁷⁾	\$ 113,781	\$ 439,394	\$ 521,018	\$ 500,318	\$ 448,187
Total stockholders' equity	\$ 1,282,365	\$ 1,075,166	\$ 1,023,795	\$ 1,030,854	\$ 919,771
Selected Store Data:					
Comparable store sales growth ⁽⁸⁾	5.3%	1.5%	0.7%	1.6%	8.2%
Number of stores at beginning of year	3,368	3,261	3,082	2,872	2,652
New stores	107	127	196	215	231
Closed stores	(55)	(20)	(17)	(5)	(11)
Number of stores, end of period	3,420	3,368	3,261	3,082	2,872
Relocated stores	10	10			