

Amanda L. Keister  
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December 3, 2025

Via Electronic Portal

Office of Chief Counsel  
Division of Corporation Finance  
U.S. Securities and Exchange Commission  
100 F Street, NE  
Washington, D.C. 20549

Re: **Advance Auto Parts, Inc. – Omission of Shareholder Proposal Submitted by John Chevedden**


Ladies and Gentlemen:

I hereby respectfully submit to the staff (the “**Staff**”) of the Division of Corporation Finance of the U.S. Securities and Exchange Commission (the “**Commission**”) that Advance Auto Parts, Inc., a Delaware corporation (the “**Company**”) intends to omit the proposal and supporting statement attached hereto as Exhibit A (the “**Proposal**”) submitted by Mr. John Chevedden (the “**Proponent**”) from its proxy statement and form of proxy for the 2026 annual meeting of shareholders (the “**2026 Proxy Materials**”) in reliance on Rule 14a-8 under the Securities Exchange Act of 1934, as amended (“**Rule 14a-8**”).

As calculated pursuant to Rule 14a-8(e)(2) and published in the Company’s proxy statement for its 2025 annual meeting of shareholders (the “**2025 Proxy Statement**”), the deadline for submission of proposals to be included in the 2026 Proxy Materials was 120 calendar days prior to the anniversary of the filing of the 2025 Proxy Statement, or November 21, 2025 (the “**Deadline**”). The Proponent submitted the Proposal to the Company on November 23, 2025. Since the Proponent submitted the Proposal after the deadline provided by Rule 14a-8(e)(2), the Company will be excluding it from the 2026 Proxy Materials in reliance on Rule 14a-8(f)(1), which provides that a company may exclude a shareholder proposal if the proponent fails to follow one of the eligibility or procedural requirements contained in Rule 14a-8.

In accordance with Rule 14-8(j), I am:

- submitting this letter not later than 80 days prior to the date on which the Company intends to file definitive 2026 Proxy Materials; and
- simultaneously providing a copy of this letter and its exhibit to the Proponent, thereby formally notifying the Proponent of the Company’s intention to exclude the Proposal from its 2026 Proxy Materials.

A large, stylized graphic of the Advance Auto Parts logo, consisting of a checkered flag pattern in black and white, with a yellow diagonal stripe.

**Advance Stores Company, Inc.**  
t: 540.362.4911 | w: [advanceautoparts.com](http://advanceautoparts.com)  
4200 Six Forks Road, Suite 2000, Raleigh, North Carolina 27609

Rule 14a-8(k) and Staff Legal Bulletin No. 14D (November 7, 2008) (“**SLB 14D**”) provide that shareholder proponents are required to send companies a copy of any correspondence that the proponents elect to submit to the Commission or the Staff. Accordingly, the Company is taking this opportunity to inform the Proponent that if the Proponent elects to submit additional correspondence to the Commission or the Staff with respect to the Proposal, a copy of that correspondence should concurrently be furnished to the undersigned on behalf of the Company pursuant to Rule 14a-8(k) and SLB 14D.

Thank you,

A handwritten signature in black ink that reads 'Amanda L. Keister'.

Amanda L. Keister  
Senior Vice President, Deputy General Counsel and Assistant Corporate Secretary

cc: Jeff Vining, EVP, General Counsel and Corporate Secretary

JOHN CHEVEDDEN

Mr. Jeff R. Vining  
Corporate Secretary  
Advance Auto Parts, Inc. (AAP)  
4200 Six Forks Road  
Raleigh, NC 27609  
PH: 540-362-4911

Mr. Vining,

This Rule 14a-8 proposal is respectfully submitted in support of the long-term performance of the Company.

This Rule 14a-8 proposal is a very low-cost method to improve Company performance – especially given the substantial capitalization of the Company.

This proposal is for the next annual shareholder meeting.

I intend to continue to hold the same requisite amount of Company shares through the date of the Company's next Annual Meeting of Stockholders and beyond as is or will be documented in my ownership proof.

This submitted format, with the shareholder-supplied emphasis, is intended to be used for definitive proxy publication.

Please assign the proper sequential proposal number in each appropriate place.

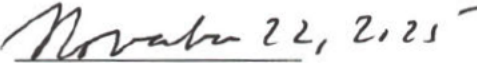
**Please use the title of the proposal in bold in all references to the proposal in the proxy including the table of contents, like Company proposals, and on the ballot.** If there is objection to the title please negotiate or seek no action relief as a last resort.

I expect to forward a broker letter soon so if you acknowledge this proposal in an email message to [REDACTED] it may very well save you from formally requesting a broker letter from me.

Please confirm that this proposal was sent to the correct email address for rule 14a-8 proposals. Per SEC SLB 14L, Section F, the Securities and Exchange Commission Staff "encourages both companies and shareholder proponents to acknowledge receipt of emails when requested." I so request.

Sincerely,

  
John Chevedden

  
Date

cc: Amanda Keister <amanda.keister@advance-auto.com>  
Beth Thomas <Bthomas@advance-auto.com>

[AAP: Rule 14a-8 Proposal, November 22, 2025]  
[This line and any line above it – *Not* for publication.]  
**Proposal 4 – Directors Who Fail To Obtain A Majority Vote**

Shareholders request that the Board of Directors take the necessary steps to ensure that directors who fail to obtain a majority vote in a future uncontested shall leave the board as soon as possible but in no case shall such directors serve more than 9-months on the Board after such failed election.

A vote of rejection by Advance Auto Parts shareholders needs to be respected. AAP shareholders often only vote on 3 Company items a year. The least that AAP can do is to respect all shareholder votes. If AAP accepts shareholder votes for its executive pay then AAP should be prepared to accept shareholder rejection of a director.

9-months is adequate time for AAP to find a highly qualified replacement director. This proposal will give AAP directors more of an incentive to perform.

Now is a good time to improve shareholder oversight of AAP. AAP stock was at \$244 in 2022 and was only at \$51 in late 2025 despite a robust stock market.

AAP faces challenges and AAP shareholders may believe that board refreshment is a way to address challenges. AAP shareholder efforts at board refreshment could be thwarted if AAP can ignore AAP shareholders when shareholders reject a director.

These are some of the challenges facing AAP:

As part of its restructuring plan, AAP moved to close more than 700 locations (approximately 500 corporate stores and 200 independent locations) by mid-2025 to improve finances and focus on core operations. This included an exit from five Western states entirely.

In August 2025, AAP lowered its adjusted earnings-per-share (EPS) guidance for the year, a move that contributed to a stock price drop. The revised outlook accounted for higher net interest expenses from newly acquired debt.

AAP continued to report negative free cash flow through the second quarter of 2025, a significant concern for shareholders as it was 4-times worse than the prior year's period.

AAP's stock experienced volatility and faced analyst downgrades and a high level of short interest, reflecting persistent investor skepticism about the pace and success of its turnaround plan despite some incremental progress. Analysts expressed concern about the loss of market share to competitors like O'Reilly Auto Parts and AutoZone.

A lawsuit related to a 2024 data breach was settled in July 2025, potentially involving sensitive employee and applicant information.

**Please vote for Proposal 4**  
[The above line – *Is* for publication.]

Notes:

“Proposal 4” stands in for the final proposal number that management will assign. The proposal number and title at the top of proposal is the number and title intended for publication in the proxy and on the ballot – word for word with no added words or mixture of shareholder words with management words.

It is critically important that the proponent have control of the ballot title with no words added or subtracted from the title because the title of the proposal may be the only words a voting shareholder sees. If management disagrees then it has the option of negotiating now or asking for no action relief.

This proposal is believed to conform with Staff Legal Bulletin No. 14B (CF), September 15, 2004 including (emphasis added):

Accordingly, going forward, we believe that it would not be appropriate for companies to exclude supporting statement language and/or an entire proposal in reliance on rule 14a-8(l)(3) in the following circumstances:

- the company objects to factual assertions because they are not supported;
- the company objects to factual assertions that, while not materially false or misleading, may be disputed or countered;
- the company objects to factual assertions because those assertions may be interpreted by shareholders in a manner that is unfavorable to the company, its directors, or its officers; and/or
- the company objects to statements because they represent the opinion of the shareholder proponent or a referenced source, but the statements are not identified specifically as such.

**We believe that it is appropriate under rule 14a-8 for companies to address these objections in their statements of opposition.**

See also: Sun Microsystems, Inc. (July 21, 2005).

The proponent is available for a telephone meeting on the first Monday and Tuesday after 10-days of the proposal submittal date at noon PT.

Please arrange in advance in a separate email message regarding a meeting if needed.

I intend to continue to hold the same requisite amount of Company shares through the date of the Company’s next Annual Meeting of Stockholders and beyond as is or will be documented in my ownership proof.

Please acknowledge this proposal promptly by email [REDACTED]

The color version of the below graphic is to be published immediately after the bold title line of the proposal at the top of the proposal and be center justified with the title.

