

O REILLY AUTOMOTIVE INC  
Form FWP  
August 16, 2012

**Issuer Free Writing Prospectus**

**Filed Pursuant to Rule 433**

**Registration Statement No. 333-183338**

**O REILLY AUTOMOTIVE, INC.**

**\$300,000,000 3.800% Senior Notes due 2022**

August 16, 2012

**Term Sheet**

|                                     |  |
|-------------------------------------|--|
| <b>Issuer</b>                       | O Reilly Automotive, Inc.  |
| <b>Guarantors</b>                   | O Reilly Automotive Stores, Inc., Ozark Automotive Distributors, Inc., Greene County Realty Co., O Reilly II Aviation Corporation, Ozark Services, Inc., Ozark Purchasing, LLC, CSK Auto Corporation, CSK Auto, Inc., CSKAUTO.COM, Inc., OC Holding Company, LLC |
| <b>Description of Security</b>      | 3.800% Senior Notes due 2022   |
| <b>Security Type</b>                | Senior Notes   |
| <b>Legal Format</b>                 | SEC Registered   |
| <b>Ratings*</b>                     | Baa3 (Moody's) / BBB (S&P)   |
| <b>Settlement Date</b>              | August 21, 2012  |
| <b>Principal Amount</b>             | \$300,000,000  |
| <b>Maturity Date</b>                | September 1, 2022  |
| <b>Issue Price</b>                  | 99.627% of principal amount  |
| <b>Coupon</b>                       | 3.800%   |
| <b>Benchmark Treasury</b>           | 1.625% due August 15, 2022   |
| <b>Spread to Benchmark Treasury</b> | 200 basis points   |
| <b>Treasury Strike</b>              | 98-00; 1.845%  |
| <b>Yield to Maturity</b>            | 3.845%   |
| <b>Interest Payment Dates</b>       | Semi-annually on March 1 and September 1, commencing on March 1, 2013  |

**Optional Redemption**

Prior to June 1, 2022, redeemable, in whole, at any time, or in part, from time to time, at the Company's option upon not less than 30 nor more than 60 days' notice at a redemption price, plus accrued and unpaid interest to, but not including, the redemption date, equal to the greater of (1) 100% of the principal amount thereof, or (2) the sum of the present values of the remaining scheduled payments of principal and interest thereon discounted to the redemption date on a semiannual basis (assuming a 360-day year consisting of twelve 30-day months) at the applicable Treasury Yield plus 30 basis points.

On or after June 1, 2022, redeemable, in whole at any time or in part from time to time, at the Company's option upon not less than 30 nor more than 60 days' notice at a redemption price equal to 100% of the principal amount thereof plus accrued and unpaid interest to, but not including, the redemption date

**Joint Bookrunning Managers**

J.P. Morgan Securities LLC

U.S. Bancorp Investments, Inc

Merrill Lynch, Pierce, Fenner & Smith

Incorporated

Wells Fargo Securities, LLC

**Co-Managers**

BB&T Capital Markets, a division of Scott & Stringfellow, LLC

Fifth Third Securities, Inc.

Capital One Southcoast, Inc.

RBS Securities Inc.

UMB Financial Services, Inc.

**CUSIP Number**

67103HAC1

**ISIN**

US67103HAC16

\* Note: A securities rating is not a recommendation to buy, sell or hold securities and may be subject to revision or withdrawal at any time. **The issuer has filed a registration statement (including a prospectus) with the U.S. Securities and Exchange Commission ( SEC ) for this offering to which this communication relates. Before you invest, you should read the prospectus for this offering in that registration statement, and other documents the issuer has filed with the SEC for more complete information about the issuer and this offering. You may get these documents for free by searching the SEC online database (EDGAR®) at [www.sec.gov](http://www.sec.gov). Alternatively, you may obtain a copy of the prospectus from J.P. Morgan Securities LLC by calling (collect) 212-834-4533 and from U.S. Bancorp Investments, Inc. by calling 1-877-558-2607.**

Term Sheet dated August 16, 2012 to the Preliminary Prospectus dated August 16, 2012 of O'Reilly Automotive, Inc. This Term Sheet is qualified in its entirety by reference to the Preliminary Prospectus. The information in this Term Sheet supplements the Preliminary Prospectus and supersedes the information in the Preliminary Prospectus to the extent it is inconsistent with the information in the Preliminary Prospectus. Capitalized terms used in this Term Sheet but not defined have the meanings given them in the Preliminary Prospectus. Financial information presented in the Preliminary Prospectus is deemed to have changed to the extent affected by the changes described herein.