

Edgar Filing: O REILLY AUTOMOTIVE INC - Form 8-K

O REILLY AUTOMOTIVE INC  
Form 8-K  
May 28, 2002

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

May 28, 2002  
Date of Report  
(Date of earliest event reported)

O'REILLY AUTOMOTIVE, INC.

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(Exact name of registrant as specified in its charter)

Missouri	0-21318	44-0618012
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(State or other jurisdiction of incorporation or organization)	(Commission File Number)	I.R.S. Employer Identification No.)

233 S. Patterson  
Springfield, MO 65802  
(Address of principal executive offices, including zip code)

(417) 862-2674  
Registrant's telephone number, including area code

Not applicable  
(Former name, former address and former fiscal year,  
if changed since last report)

Item 5. Other Events.

On May 17, 2002, the company made the announcement contained in the press release filed as Exhibit 99.1 to this Current Report.

Item 7. Exhibits.

- (c) Exhibit -  
99.1 Press Release dated May 17, 2002.

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## SIGNATURES

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

O'REILLY AUTOMOTIVE, INC.

By: /s/ James R. Batten

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James R. Batten  
Vice-President of Finance  
Chief Financial Officer and Treasurer

Dated: May 28, 2002

## EXHIBIT INDEX

Exhibit Number	Exhibit Description
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99.1	Press release dated May 17, 2002

Exhibit 99.1

O'REILLY AUTOMOTIVE, INC.

FOR IMMEDIATE RELEASE

For further information contact:

David O'Reilly  
James R. Batten  
(417) 862-2674

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## O'REILLY AUTOMOTIVE ADOPTS STOCKHOLDER RIGHTS PLAN

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Springfield, MO, May 17, 2002 -- O'Reilly Automotive Inc. (the "Company") (Nasdaq:ORLY), announced its Board of Directors has adopted a Stockholder Rights Plan in which rights will be distributed as a dividend at the rate of one Right for each share of common stock, par value \$.01 per share, of the Company held by stockholders of record as of the close of business on May 31, 2002.

The Rights Plan is designed to deter coercive takeover tactics including the accumulation of shares in the open market or through private transactions and to prevent an acquiror from gaining control of the Company without offering a fair and adequate price to all of the Company's stockholders. The Rights will expire on May 30, 2012.

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Each Right initially will entitle stockholders to buy a unit representing one one-hundredth of a share of a new series of preferred stock of the Company for \$160. The Rights generally will be exercisable only if a person or group acquires beneficial ownership of 15% or more of the Company's common stock or commences a tender or exchange offer upon consummation of which such person or group would beneficially own 15% or more of the Company's common stock. If a person or group acquires beneficial ownership of 15% or more of the Company's common stock, each Right (other than Rights held by the acquiror) will, unless the Rights are redeemed by the Company, become exercisable upon payment of the exercise price of \$160 for common stock of the Company having a market value of twice the exercise price of the Right.

A copy of the Stockholder Rights Plan will be filed with the Securities and Exchange Commission.