



Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

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Section 5 – Corporate Governance and Management

Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

On December 13, 2012, O'Reilly Automotive, Inc. (the "Company") issued a press release announcing that Ted Wise will transition from his current position as Chief Operating Officer and Co-President. Effective January 1, 2013, Mr. Wise's job title will become Executive Vice-President of Expansion. The text of the press release is attached hereto as Exhibit 99.1, and is incorporated herein by reference.

Section 8 – Other Events

Item 8.01 Other Events

On December 17, 2012, the Company issued a press release announcing it has entered into a definitive agreement to purchase the auto parts related assets of VIP Parts, Tires & Service. The text of the press release is attached hereto as Exhibit 99.2.

The information in section 8 of this Current Report on Form 8-K, including the exhibit hereto, shall not be deemed "filed" for the purposes of Section 18 of the Securities and Exchange Act of 1934, as amended, or otherwise subject to the liabilities of that section, nor shall it be deemed incorporated by reference in any filing under the Securities Act of 1933, as amended.

Section 9 – Financial Statements and Exhibits

Item 9.01 Financial Statements and Exhibits

Exhibit Number	Description
99.1	Press Release dated December 13, 2012
99.2	Press Release dated December 17, 2012

SIGNATURES

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

Date: December 18, 2012 O'REILLY AUTOMOTIVE, INC.

By: /s/ Thomas McFall  
Thomas McFall  
Executive Vice-President of Finance and Chief Financial Officer  
(principal financial and accounting officer)

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EXHIBIT INDEX

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