

O REILLY AUTOMOTIVE INC  
Form 8-K  
January 25, 2010

**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**

**Date of report (Date of earliest event reported): January 21, 2010**

**O REILLY AUTOMOTIVE, INC.**

(Exact name of registrant as specified in its charter)

**Missouri**  
(State or other jurisdiction of  
incorporation or organization)

**44-0618012**  
(I.R.S. Employer  
Identification No.)

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**233 South Patterson**

**Springfield, Missouri 65802**

**(Address of principal executive offices, Zip code)**

**(417) 862-6708**

**(Registrant's telephone number, including area code)**

**(Not Applicable)**

**(Former name or former address, if changed since last report.)**

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2):

- ..  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))

**Item 2.03. Creation of a Direct Financial Obligation or an Obligation under an Off-Balance Sheet Arrangement of a Registrant.**

O'Reilly Automotive, Inc. (the Company), entered into an interest rate swap transaction (the Swap Transaction) on January 21, 2010, with Barclays Capital (Barclays). The Company entered into the Swap Transaction to mitigate the interest rate risk on an additional \$50 million of the Company's outstanding floating rate debt under its Credit Agreement, with Bank of America, N.A., as administrative agent, and the other parties thereto, dated as of July 11, 2008 (as amended, the Credit Facility). The Swap Transaction has an effective date of January 22, 2010, and a maturity date of January 31, 2011. Under the terms of the Swap Transaction, the Company is required to make certain monthly fixed rate payments calculated on a notional amount of \$50 million at a fixed rate of 0.525% and the counterparty is obligated to make certain monthly floating rate payments to the Company based on the London Inter-bank Offered Rate (LIBOR) on the same referenced notional amount. The Swap Transaction effectively fixes the annual interest rate on \$50 million of the Company's debt, which exists under the Credit Facility, at a rate of 0.525%, plus an applicable margin under the terms of the Credit Facility. Notwithstanding the terms of the Swap Transaction, the Company is ultimately obligated for all amounts due and payable under the Credit Facility. The Company may enter into additional swap transactions in the future from time to time.

**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: January 25, 2010

O REILLY AUTOMOTIVE, INC.

By: /s/ THOMAS MCFALL  
**Thomas McFall**  
**Executive Vice President of Finance**  
**Chief Financial Officer**  
**(Principal Financial and Accounting Officer)**