

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, DC 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): March 12, 2025

**O'Reilly Automotive, Inc.**  
(Exact name of registrant as specified in its charter)

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

**000-21318**  
Commission file  
number

**27-4358837**  
(I.R.S. Employer  
Identification No.)

**233 South Patterson Avenue  
Springfield, Missouri 65802**  
(Address of principal executive offices, Zip code)

**(417) 862-6708**  
(Registrant's telephone number, including area code)

**Not applicable**  
(Former name, former address and former fiscal year, 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))

Securities registered pursuant to Section 12(b) of the Act:

Title of Each Class	Trading Symbol(s)	Name of Each Exchange on which Registered
Common Stock \$0.01 par value	ORLY	The NASDAQ Stock Market LLC (NASDAQ Global Select Market)

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (230.405) or Rule 12b-2 of the Securities Exchange Act of 1934 (240.12b-2).

- ☐ Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. ☐

## **Section 7 – Regulation FD**

### **Item 7.01 – Regulation FD Disclosure**

On March 13, 2025, O'Reilly Automotive, Inc. (the “Company”) issued a press release announcing the Stock Split (as defined below). A copy 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 March 12, 2025, the Board of Directors of the Company (the “Board”) approved a 15-for-1 split of the Company’s common stock to be effected in the form of a one-time special stock dividend (the “Stock Split”), subject to shareholder approval of an amendment to the Company’s Articles of Incorporation to increase the number of authorized shares of common stock to accommodate the Stock Split. The Company intends to seek shareholder approval for this amendment at the 2025 annual meeting of shareholders. If the amendment is approved and the Board proceeds with the Stock Split, shareholders of record as of June 2, 2025 will receive fourteen additional shares of common stock for each share held, which will be distributed after market close on June 9, 2025. Shares of common stock are expected to begin trading on a post-split basis at the market open on June 10, 2025.

If the Stock Split is effected, proportionate adjustments will be made to the number of shares of the Company’s common stock underlying the Company’s outstanding stock awards; the number of shares issuable under the Company’s equity incentive plans and existing agreements, as well as the exercise or conversion price, as applicable; and the Company’s authorized buyback programs, as applicable.

## **Section 9 – Financial Statements and Exhibits**

### **Item 9.01 – Financial Statements and Exhibits**

Exhibit Number	Description
99.1	<a href="#">Press release dated March 13, 2025</a>
104	Cover Page Interactive Data File – the cover page XBRL tags are embedded within the Inline XBRL document

The information in Item 7.01 and Exhibit 99.1 of this Current Report on Form 8-K shall not be deemed “filed” for the purposes of Section 18 of the Securities 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.

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## 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: March 13, 2025

O'REILLY AUTOMOTIVE, INC.

By: /s/ Jeremy A. Fletcher

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Jeremy A. Fletcher

Executive Vice President and Chief Financial Officer

(principal financial and accounting officer)

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