

AUTOZONE INC  
Form 8-K  
April 19, 2012

**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): April 19, 2012 (April 17, 2012)**

**AUTOZONE, INC.**

**(Exact Name of Registrant as Specified in Charter)**

**Nevada**  
**(State or Other Jurisdiction of**  
  
**Incorporation)**

**1-10714**  
**(Commission File**  
  
**Number)**

**62-1482048**  
**(I.R.S. Employer**  
  
**Identification No.)**

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**123 South Front Street**

**Memphis, Tennessee**  
(Address of Principal Executive Offices)

**38103**  
(Zip Code)

**(901) 495-6500**

(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. below):

- .. Written communication 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 communication pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  
- .. Pre-commencement communication pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

**ITEM 1.01. ENTRY INTO A MATERIAL DEFINITIVE AGREEMENT.**

On April 17, 2012, AutoZone, Inc. (the Company ) entered into an underwriting agreement (the Underwriting Agreement ) with J.P. Morgan Securities LLC, U.S. Bancorp Investments, Inc. and Wells Fargo Securities, LLC, as representatives of the several underwriters named therein (the Underwriters ), whereby the Company agreed to sell and the Underwriters agreed to purchase, subject to and upon terms and conditions therein, \$500 million aggregate principal amount of the Company s 3.700% Notes due 2022 (the Notes ). The Underwriting Agreement contains customary representations, warranties and agreements of the Company and customary conditions to closing, indemnification rights and obligations of the parties and termination provisions. The transaction is expected to close on April 24, 2012.

The Underwriters and their respective affiliates have, from time to time, performed, and may in the future perform, various financial advisory, commercial banking and investment banking services for the Company and its affiliates, for which they received or will receive customary fees and expense reimbursement. Certain of the Underwriters or their affiliates are lenders and/or agents under the Company s existing revolving credit facility.

The above description of the Underwriting Agreement is qualified in its entirety by reference to the Underwriting Agreement, which is attached hereto as Exhibit 1.1.

**ITEM 9.01. FINANCIAL STATEMENTS AND EXHIBITS.**

(d) Exhibits. The following exhibits are furnished herewith:

Exhibit No.	Description
1.1	Underwriting Agreement, dated April 17, 2012, among the Company, J.P. Morgan Securities LLC, U.S. Bancorp Investments, Inc. and Wells Fargo Securities, LLC as representatives of the several underwriters named therein.

**SIGNATURE**

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, hereunto duly authorized.

Dated: April 19, 2012

AUTOZONE, INC.

By: /s/ HARRY L. GOLDSMITH  
Name: **Harry L. Goldsmith**  
Title: **Executive Vice President, General Counsel**

**and Secretary**

**EXHIBIT INDEX**

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