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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

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**FORM 8-K**

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**CURRENT REPORT**

**PURSUANT TO SECTION 13 OR 15(d) OF THE  
SECURITIES EXCHANGE ACT OF 1934**

**Date of Report (Date of earliest event reported): December 14, 2011 (December 13, 2011)**

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**AUTOZONE, INC.**

(Exact name of registrant as specified in its charter)

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**Nevada**  
(State or other jurisdiction  
of incorporation)

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

**62-1482048**  
(IRS Employer  
Identification No.)

**123 South Front Street**  
**Memphis, Tennessee 38103**  
(Address of principal executive offices, including zip code)

**Registrant's telephone number, including area code:(901) 495-6500**

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

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

**Amendment of Executive Deferred Compensation Plan.** On December 13, 2011, the Compensation Committee of the Board of Directors (the “Compensation Committee”) of AutoZone, Inc. (the “Company” or “AutoZone”) approved the Second Amendment to the AutoZone, Inc. Executive Deferred Compensation Plan (“Deferred Compensation Plan”), establishing the definition of “retirement date” for amounts deferred in plan years beginning on or after January 1, 2012, as the date on which (A) a participant has attained the age of 55, (B) the participant has completed at least five years of full-time service with the Company, (C) the sum of the number of full-time years of service with the Company and the participant’s age equals at least 65 and (D) the participant experiences a Termination of Employment as defined in the Deferred Compensation Plan. The Second Amendment is attached as Exhibit 10.1 to this Form 8-K and incorporated by reference herein.

**Amendment of Executive Stock Purchase Plan.** On December 13, 2011, the Compensation Committee approved the First Amendment to the AutoZone, Inc. Fourth Amended and Restated Executive Stock Purchase Plan (the “XSPP”), establishing the definition of “normal retirement date” with respect to options granted in plan years beginning on or after January 1, 2012, as the earliest date on which (A) a participant has attained the age of 55, (B) the participant has completed at least five years of full-time service with the Company or a subsidiary of the Company and (C) the sum of the number of full-time years of service with the Company or a subsidiary of the Company and the participant’s age equals at least 65. The First Amendment is attached as Exhibit 10.2 to this Form 8-K and incorporated by reference herein.

**Item 5.07. Submission of Matters to a Vote of Security Holders.**

(a) AutoZone’s Annual Meeting of Stockholders was held on December 14, 2011.

(b) The stockholders took the following actions at the Annual Meeting:

**Proposal 1:** The stockholders elected nine directors, each of whom will hold office until the Annual Meeting of Stockholders to be held in 2012 and until his or her successor is duly elected and qualified. Each director received more votes cast “for” than votes cast “against” his or her election. The tabulation of votes with respect to each nominee for director was as follows:

<u>Nominee</u>	<u>Votes For</u>	<u>Votes Against</u>	<u>Abstentions</u>	<u>Broker Non-Votes</u>
William C. Crowley	32,887,039	1,823,939	15,193	1,658,139
Sue E. Gove	34,691,546	21,873	12,752	1,658,139
Earl G. Graves, Jr.	34,675,034	38,237	12,900	1,658,139
Robert R. Grusky	34,657,282	55,616	13,273	1,658,139
J. R. Hyde, III	34,666,101	51,929	8,141	1,658,139
W. Andrew McKenna	34,484,907	228,342	12,922	1,658,139
George R. Mrkonic, Jr.	34,663,291	48,995	13,885	1,658,139
Luis P. Nieto	34,688,349	23,144	14,678	1,658,139
William C. Rhodes, III	34,192,394	517,086	16,691	1,658,139

**Proposal 2:** The Audit Committee’s designation of Ernst & Young LLP as AutoZone’s independent registered public accounting firm for the fiscal year ending August 25, 2012 was ratified by the stockholders. The tabulation of votes on this matter was as follows:

<u>36,079,181</u>	votes for
<u>289,203</u>	votes against
<u>15,926</u>	abstentions

There were no broker non-votes for this item.

**Proposal 3:** The compensation of AutoZone's named executive officers was approved, on an advisory basis, by stockholders. The tabulation of votes on this matter was as follows:

<u>34,230,629</u>	votes for
<u>260,217</u>	votes against
<u>235,325</u>	abstentions
<u>1,658,139</u>	broker non-votes

**Proposal 4:** An annual advisory vote on executive compensation was approved, on an advisory basis, by stockholders. The tabulation of votes on this matter was as follows:

<u>32,862,782</u>	votes for every year
<u>55,110</u>	votes for every two years
<u>1,776,811</u>	votes for every three years
<u>31,468</u>	abstentions

(d) As set forth above, a majority of the votes cast for Proposal 4 specified that future advisory votes on executive compensation should be held every year. In light of these results, the Board of Directors has determined to hold an annual stockholder advisory vote on executive compensation until the next advisory vote on the frequency of stockholder votes on executive compensation, which will occur no later than AutoZone's annual meeting of stockholders in 2017.

**Item 9.01. Financial Statements and Exhibits.**

The following exhibits are filed with this Current Report pursuant to Item 5.02:

(d) Exhibits

10.1 Second Amendment to the AutoZone, Inc. Executive Deferred Compensation Plan.

10.2 First Amendment to the AutoZone, Inc. Fourth Amended and Restated Executive Stock Purchase Plan.

**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 hereunto duly authorized.

AUTOZONE, INC.

By: /s/ Harry L. Goldsmith  
Harry L. Goldsmith  
Executive Vice President, General Counsel and Secretary

Dated: December 14, 2011

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**EXHIBIT INDEX**

- 10.1 Second Amendment to the AutoZone, Inc. Executive Deferred Compensation Plan.
- 10.2 First Amendment to the AutoZone, Inc. Fourth Amended and Restated Executive Stock Purchase Plan.

**SECOND AMENDMENT TO  
AUTOZONE, INC. EXECUTIVE DEFERRED COMPENSATION PLAN**

This Second Amendment ("Second Amendment") to the AutoZone, Inc. Executive Deferred Compensation Plan (the "Plan"), is adopted by the Compensation Committee (the "Compensation Committee") of the Board of Directors of AutoZone, Inc., a Nevada corporation (the "Company"), effective as of December 13, 2011. Capitalized terms used in this Second Amendment and not otherwise defined shall have the same meanings assigned to them in the Plan.

RECITALS

- A. The Company currently maintains the Plan, originally effective on January 1, 2003 and amended on June 10, 2008.
- B. Pursuant to Section 11.4 of the Plan, the Compensation Committee has the authority to amend the Plan.
- C. The Compensation Committee believes it to be in the best interest of the Company and its stockholders to amend the Plan to, among other things, revise the definition of retirement.

AMENDMENT

1. Section 2.1(o) of the Plan is hereby deleted in its entirety and replaced with the following:

““Deferral Period” means the period of time for which a Participant elects to defer receipt of the Base Salary Deferrals, and Bonus Deferrals credited to such Participant’s Account and shall be either the Retirement Date or a period of years as specified in Section 6.2. Deferral Periods shall be measured on the basis of Plan Years, beginning with the Plan Year that commences immediately following the Plan Year for which the applicable Base Salary Deferrals, and Bonus Deferrals are credited to the Participant’s Account.”

2. Section 2.1(cc) of the Plan is hereby deleted in its entirety and replaced with the following:

““Retirement Date” means (i) with respect to amounts deferred in a Plan Year beginning prior to January 1, 2012, the date the Participant is eligible for and retires under any qualified retirement plan maintained by the Company (as such eligibility is in effect as of the date on which the applicable election was made); or (ii) with respect to amounts deferred in a Plan Year beginning on or after January 1, 2012, the date on which (A) the Participant has attained the age of 55, (B) the Participant has completed at least five years of full-time service with the Company, (C) the sum of the number of full-time years of service with the Company and the Participant’s age equals at least 65 and (D) the Participant experiences a Termination of Employment.”

3. The phrase "Participant Deferred Compensation Plan" in Section 4.4 of the Plan is hereby deleted and replaced with the following phrase: "Executive Deferred Compensation Agreement."

This Second Amendment shall be and hereby is incorporated in and forms a part of the Plan. Except as expressly provided herein, all terms and conditions of the Plan shall remain in full force and effect.

**IN WITNESS WHEREOF**, the Compensation Committee has caused this Second Amendment to be executed by two duly authorized officers of the Company as of the 13th day of December, 2011.

AutoZone, Inc.

By: /s/ Timothy W. Briggs  
Timothy W. Briggs  
Senior Vice President, Human Resources

By: /s/ Harry L. Goldsmith  
Harry L. Goldsmith  
Executive Vice President, General Counsel  
and Secretary

**FIRST AMENDMENT TO  
AUTOZONE, INC. FOURTH AMENDED AND RESTATED  
EXECUTIVE STOCK PURCHASE PLAN**

This First Amendment ("First Amendment") to the AutoZone, Inc. Fourth Amended and Restated Plan (the "Plan"), is adopted by the Compensation Committee (the "Compensation Committee") of the Board of Directors of AutoZone, Inc., a Nevada corporation (the "Company"), effective as of December 13, 2011. Capitalized terms used in this First Amendment and not otherwise defined shall have the same meanings assigned to them in the Plan.

RECITALS

- A. The Company currently maintains the Plan, originally adopted on October 2, 2001.
- B. Pursuant to Section 11(a) of the Plan, the Compensation Committee has the authority to amend the Plan.
- C. The Compensation Committee believes it to be in the best interest of the Company and its stockholders to amend the Plan to revise the definition of retirement.

AMENDMENT

- 1. Section 1(n) of the Plan is hereby deleted in its entirety and replaced with the following phrase:

““Normal Retirement Date” shall mean (i) with respect to an Option granted in a Plan Year beginning prior to January 1, 2012, a Participant’s normal retirement date as set forth in the AutoZone, Inc. Associate’s Pension Plan on the applicable Grant Date; or (ii) with respect to an Option granted in a Plan Year beginning on or after January 1, 2012, the earliest date on which (A) the Participant has attained the age of 55, (B) the Participant has completed at least five years of full-time service with the Company or a Subsidiary of the Company and (C) the sum of the number of full-time years of service with the Company or a Subsidiary of the Company and the Participant’s age equals at least 65.”

This First Amendment shall be and hereby is incorporated in and forms a part of the Plan. Except as expressly provided herein, all terms and conditions of the Plan shall remain in full force and effect.

**IN WITNESS WHEREOF**, the Compensation Committee has caused this First Amendment to be executed by two duly authorized officers of the Company as of the 13<sup>th</sup> day of December, 2011.

AutoZone, Inc.

By: /s/ Timothy W. Briggs  
Timothy W. Briggs  
Senior Vice President, Human Resources

By: /s/ Harry L. Goldsmith  
Harry L. Goldsmith  
Executive Vice President, General Counsel and Secretary