

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

**May 29, 2002**  
Date of Report  
(Date of earliest event reported)

**AUTOZONE, INC.**  
(Exact name of registrant as specified in its charter)

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

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

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

**123 South Front Street**  
**Memphis, Tennessee 38103**  
(Address of principal executive offices) (Zip Code)

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

(not applicable)  
Former name, former address and former fiscal year, if changed since last report.

**Item 5. Other Events**

Selected financial results for the registrant's fiscal quarter ended May 4, 2002 are filed as Exhibit 99.1 to this Current Report.

**Item 7. Financial Statements and Exhibits**

(c) Exhibits

99.1 Selected financial results of the registrant for its fiscal quarter ended May 4, 2002.

---

**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 thereunto duly authorized.

AUTOZONE, INC.

By: /s/ Harry L. Goldsmith

Harry L. Goldsmith  
Senior Vice President, General Counsel

Dated: May 29, 2002

**EXHIBIT INDEX**

99.1 Selected financial results of the registrant for its fiscal quarter ended May 4, 2002

# AutoZone's 3rd Quarter Highlights- Fiscal 2002

## Condensed Consolidated Statements of Operations

(in thousands, except per share data)

	12 Weeks Ended May 4, 2002	12 Weeks Ended May 5, 2001	36 Weeks Ended May 4, 2002	36 Weeks Ended May 5, 2001
Net sales	\$1,224,810	\$1,139,957	\$3,482,173	\$3,177,522
Cost of goods sold	682,826	657,379	1,949,153	1,852,046
Gross profit	541,984	482,578	1,533,020	1,325,476
Operating expenses	359,551	349,512	1,073,934	1,004,362
Restructuring and impairment charges	---	5,200	---	5,200
Operating profit	182,433	127,866	459,086	315,914
Interest expense, net	17,419	23,841	55,124	72,365
Income before taxes	165,014	104,025	403,962	243,549
Taxes	62,700	40,500	153,800	94,500
Net income	\$102,314	\$63,525	\$250,162	\$149,049
Net income per share:				
Basic	\$0.98	\$0.57	\$2.35	\$1.30
Diluted	\$0.96	\$0.56	\$2.29	\$1.30
Shares outstanding:				
Basic	103,961	112,364	106,264	114,330
Diluted	106,644	113,037	109,015	114,861

## Selected Balance Sheet Information

(in thousands)

	May 4, 2002	May 5, 2001	August 25, 2001
Merchandise inventories	\$1,291,189	\$1,214,942	\$1,242,896
Current assets	1,371,977	1,293,616	1,328,511
Property and equipment, net	1,691,593	1,770,310	1,710,443
Total assets	3,444,247	3,447,166	3,432,512
Accounts payable	932,106	782,007	945,666
Current liabilities	1,348,016	1,111,821	1,266,654
Stockholders' equity	774,915	889,646	866,213
Debt	1,251,134	1,392,729	1,225,402
Working capital	23,961	181,795	61,857

## Selected Cash Flow Information

(in thousands)

	12 Weeks Ended May 4, 2002	12 Weeks Ended May 5, 2001	36 Weeks Ended May 4, 2002	36 Weeks Ended May 5, 2001
Depreciation and amortization	\$26,404	\$30,451	\$82,497	\$91,694
Capital spending	\$41,223	\$44,234	\$81,845	\$137,305
Cash flow before share repurchases	\$244,039	\$184,194	\$386,710	\$118,798
Share repurchases	\$243,231	\$56,878	\$412,442	\$261,590

## Other Selected Financial Information

(in thousands)

	May 4, 2002	May 5, 2001	August 25, 2001
Cumulative share repurchases (\$):			
On balance sheet		\$1,649,182	\$1,132,504
Forward contracts		108,789	130,765

Total	\$1,757,971	\$1,263,269	\$1,367,825
Cumulative share repurchases (shares):			
On balance sheet	55,421	42,953	47,162
Forward contracts	1,999	5,761	3,894
Total	57,420	48,714	51,056
Shares outstanding, end of quarter	102,979	111,861	109,408