

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Form S-8

REGISTRATION STATEMENT

UNDER THE SECURITIES ACT OF 1933

AUTOZONE, INC.

(Exact name of registrant as specified in its charter)

Nevada

62-1482048

(State or other jurisdiction of

(I.R.S. Employer

incorporation or organization)

Identification No.)

123 South Front Street

Memphis, Tennessee 38103

(Address of Principal Executive Offices) (Zip Code)

AUTOZONE, INC.

SECOND AMENDED AND RESTATED

1996 STOCK OPTION PLAN

(Full title of the plan)

Harry L. Goldsmith

Secretary

123 South Front Street

Memphis, Tennessee 38103

(Name and address of agent for service of process)

(901) 495-6500

(Telephone number, including area code,

of agent for service of process)

CALCULATION OF REGISTRATION FEE

¹Estimated solely for the purposes of calculating the amount of the registration fee pursuant to Rule 457(h) on the basis of the average of the high and low price for shares of the Registrant's Common Stock as reported on the New York Stock Exchange, Inc. composite tape on September 28, 1999.

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

The Registration Statement on Form S-8 (No. 333-19561) previously filed with the Securities and Exchange Commission on January 10, 1997, is hereby incorporated by reference.

On September 21, 1998, the Board of Directors of the Registrant approved the Second Amended and Restated 1996 Stock Option Plan (the "Plan") which increased the number of shares of Common Stock, \$.01 par value, issuable under the Plan from 6,000,000 to 11,000,000. The Plan was approved by the Stockholders of the Registrant on December 17, 1998. This Registration Statement is being filed to reflect the additional 5,000,000 shares to be issued under the Plan, as amended and restated.

Item 8. Exhibits

4.1

AutoZone, Inc., Second Amended and Restated 1996 Stock Option Plan.

Incorporated by reference to Schedule B to the definitive Proxy Statement dated

October 30, 1998.

5.1

Opinion of Donald R. Rawlins, Assistant General Counsel of AutoZone, Inc.

23.1

Consent of Ernst & Young LLP.

23.2

Consent of Donald R. Rawlins, Assistant General Counsel of AutoZone, Inc.

(included in the opinion filed as Exhibit 5.1).

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Memphis, State of Tennessee, on October 1, 1999.

AUTOZONE, INC.

By: /s/ J.C. Adams, Jr.

J.C. Adams, Jr.

Chairman, Chief Executive Officer

and Director

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following person in the capacities and on the dates indicated:

Title of securities to be registered	Amount to be registered	Proposed maximum offering price per unit¹	Proposed maximum aggregate offering price¹	Amount of registration fee
Common Stock \$.01 par value	5,000,000	\$25.4375	\$127,187,500	\$35,359

EXHIBIT INDEX

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(included in the opinion filed as Exhibit 5.1).

EXHIBIT 5.1

AUTOZONE, INC.

123 South Front Street
Memphis, Tennessee 38103

October 1, 1999

AutoZone, Inc.

123 South Front Street
Memphis, Tennessee 38103

RE: AutoZone, Inc., Common Stock

par value \$.01 per share

Ladies and Gentlemen:

I have examined or have caused persons under my supervision to examine the Registration Statement on Form S-8 (the "Registration Statement"), which AutoZone, Inc. (the "Company") intends to file with the Securities and Exchange Commission in connection with the registration under the Securities Act of 1933, as amended, of 5,000,000 shares of Common Stock, \$.01 par value (the "Shares"), which are to be offered under the AutoZone, Inc. Second Amended and Restated 1996 Stock Option Plan (the "Plan"). I am familiar with the proceedings taken and to be taken in connection with the authorization, issuance and sale of the Shares. Additionally, I have examined such questions of law and fact as I have considered necessary or appropriate for purposes of this opinion.

Based upon the foregoing and the proceedings to be taken by the Company as referred to above, I am of the opinion that the Shares to be issued under the Plan have been duly authorized, and upon the issuance of Shares under the terms of the Plan (assuming that, at the time of such issuance, the Company has a sufficient number of authorized and unissued shares available therefor), such Shares will be validly issued, fully paid and nonassessable.

I consent to the filing of this opinion as an exhibit to the Registration Statement.

Yours truly,

/s/ Donald R. Rawlins

Donald R. Rawlins

Assistant Secretary

& Assistant General Counsel

Consent of Independent Auditors

We consent to the incorporation by reference in the Registration Statement (Form S-8) pertaining to the AutoZone, Inc. Second Amended and Restated 1996 Stock Option Plan of our reports dated September 30, 1998, with respect to the consolidated financial statements of AutoZone, Inc. incorporated by reference in its Annual Report (Form 10-K) for the year ended August 29, 1998 and the related financial statement schedule included therein, filed with the Securities and Exchange Commission.

Memphis, Tennessee

/s/ Ernst & Young LLP

September 28, 1999

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ J.C. Adams, Jr.</u> J.C. Adams, Jr.	Chairman, Chief Executive Officer, and Director (Principal Executive Officer)	October 1, 1999
<u>/s/ Timothy D. Vargo</u> Timothy D. Vargo	President, Chief Operating Officer, and Director	October 1, 1999
<u>/s/ Robert J. Hunt</u> Robert J. Hunt	Executive Vice President, Chief Financial Officer and Director (Principal Financial Officer)	October 1, 1999
<u>/s/ William C. Rhodes, III</u> William C. Rhodes, III	Vice President (Principal Accounting Officer)	October 1, 1999
<u>/s/ Andrew M. Clarkson</u> Andrew M. Clarkson	Director	October 1, 1999
<u>/s/ N. Gerry House</u> N. Gerry House	Director	October 1, 1999
<u>/s/ J.R. Hyde, III</u> J.R. Hyde, III	Director	October 1, 1999
<u>/s/ James F. Keegan</u> James F. Keegan	Director	October 1, 1999
<u>/s/ Michael W. Michelson</u> Michael W. Michelson	Director	October 1, 1999
<u>/s/ Ronald A. Terry</u> Ronald A. Terry	Director	October 1, 1999