

**UNITED STATES  
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**

**June 12, 2013**  
**(June 11, 2013)**  
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)

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

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

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

**38103**  
(Zip Code)

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

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:

- 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.**

On June 12, 2013, AutoZone, Inc. (the "Company") announced that Harry L. Goldsmith, Executive Vice President, General Counsel and Secretary, will be retiring in January 2014. The press release announcing Mr. Goldsmith's retirement is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

**Item 8.01. Other Events.**

On June 12, 2013, the Company issued a press release announcing that its Board of Directors has authorized the repurchase of an additional \$750 million of the Company's common stock in connection with its ongoing share repurchase program. The press release is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

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

The following exhibit is furnished with this Current Report pursuant to Items 5.02 and 8.01:

(d) Exhibits

99.1 Press Release dated June 12, 2013.

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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.

**AutoZone, Inc.**

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

Dated: June 12, 2013

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**EXHIBIT INDEX**

99.1 Press Release dated June 12, 2013

## **AutoZone Authorizes Additional Stock Repurchase; Announces General Counsel's Retirement**

MEMPHIS, Tenn., June 12, 2013 (GLOBE NEWSWIRE) -- AutoZone, Inc. (NYSE:AZO), today announced its Board of Directors authorized the repurchase of an additional \$750 million of the Company's common stock in connection with its ongoing share repurchase program. Since the inception of the repurchase program in 1998, and including the above amount, AutoZone's Board of Directors has authorized \$13.4 billion.

"AutoZone's continued strong financial performance allows us to repurchase our stock while maintaining our investment grade credit ratings," said Bill Giles, Executive Vice President, Chief Financial Officer, Information Technology and ALLDATA. "We remain committed to utilizing share repurchases within the bounds of a disciplined capital structure to enhance stockholder returns while maintaining adequate liquidity to execute our plans."

Additionally, the Company announced Harry Goldsmith, EVP General Counsel & Secretary, will be retiring in January 2014. "I would like to thank Harry for his many contributions to our organization over the last twenty years. His leadership across the organization has been invaluable and the development of our businesses under his guidance has been tremendous. While he will be missed, we wish him well on his retirement and all his future endeavors," said Bill Rhodes, Chairman, President and CEO.

### **About AutoZone:**

As of May 4, 2013, AutoZone sells auto and light truck parts, chemicals and accessories through 4,767 AutoZone stores in 49 states, the District of Columbia and Puerto Rico in the U.S., 341 stores in Mexico and one store in Brazil for a total store count of 5,109.

AutoZone is the leading retailer and a leading distributor of automotive replacement parts and accessories in the United States. Each store carries an extensive product line for cars, sport utility vehicles, vans and light trucks, including new and remanufactured automotive hard parts, maintenance items, accessories, and non-automotive products. Many stores also have a commercial sales program that provides commercial credit and prompt delivery of parts and other products to local, regional and national repair garages, dealers, service stations, and public sector accounts. AutoZone also sells the ALLDATA brand diagnostic and repair software through [www.alldata.com](http://www.alldata.com). Additionally, we sell automotive hard parts, maintenance items, accessories, non-automotive products and subscriptions to the ALLDATAdiy product through [www.autozone.com](http://www.autozone.com), accessories through [www.autoanything.com](http://www.autoanything.com) and our commercial customers can make purchases through [www.autozonepro.com](http://www.autozonepro.com). AutoZone does not derive revenue from automotive repair or installation.

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