

SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

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**Form 8-K**

Current Report Pursuant  
to Section 13 or 15(d) of the  
Securities Exchange Act of 1934

**October 30, 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)

**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 or former address, if changed since last report.)

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**Item 7. Financial Statements and Exhibits**

(c) Exhibits

The following exhibits are filed with this Current Report:

- 99.1 Statements under Oath of Principal Executive Officer and Principal Financial Officer  
Regarding Facts and Circumstances Relating to Exchange Act Filings

**Item 9. Regulation FD Disclosure**

On October 30, 2002, AutoZone, Inc., transmitted to the Securities and Exchange Commission the Statements under Oath of Principal Executive Officer and Principal Financial Officer Regarding Facts and Circumstances Relating to Exchange Act Filings as required by order of the Securities and Exchange Commission as related to AutoZone's Form 10-K for the fiscal year ended August 31, 2002. The Statements are attached to this Current Report as Exhibit 99.1

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**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.

Date: October 30, 2002

By: /s/ Harry L. Goldsmith  
Harry L. Goldsmith  
Senior Vice President  
& Secretary

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**EXHIBIT INDEX**

- 99.1 Statements under Oath of Principal Executive Officer and Principal Financial Officer  
Regarding Facts and Circumstances Relating to Exchange Act Filings

**STATEMENT UNDER OATH OF PRINCIPAL EXECUTIVE OFFICER REGARDING FACTS AND CIRCUMSTANCES  
RELATING TO EXCHANGE ACT FILINGS**

I, Steve Odland, Chairman, President and Chief Executive Officer of AutoZone, Inc., state and attest that:

- (1) To the best of my knowledge, based upon a review of the covered reports of AutoZone, Inc., and, except as corrected or supplemented in a subsequent covered report:
- no covered report contained an untrue statement of a material fact as of the end of the period covered by such report (or in the case of a report on Form 8-K or definitive proxy materials, as of the date on which it was filed); and
  - no covered report omitted to state a material fact necessary to make the statements in the covered report, in light of the circumstances under which they were made, not misleading as of the end of the period covered by such report (or in the case of a report on Form 8-K or definitive proxy materials, as of the date on which it was filed).
- (2) I have reviewed the contents of this statement with the Audit Committee of AutoZone, Inc.'s Board of Directors.
- (3) In this statement under oath, each of the following, if filed on or before the date of this statement, is a "covered report":
- Form 10-K for the fiscal year ended August 31, 2002, for AutoZone, Inc.;
  - all reports on Form 10-Q, all reports on Form 8-K and all definitive proxy materials of AutoZone, Inc., filed with the Commission subsequent to the filing of the Form 10-K identified above; and
  - any amendments to the foregoing.

/s/ Steve Odland  
Steve Odland

October 30, 2002

Subscribed and sworn to before me this 30th day of October, 2002.

/s/ Donald R. Rawlins  
Notary Public

My Commission Expires: November 29, 2003

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**STATEMENT UNDER OATH OF PRINCIPAL FINANCIAL OFFICER REGARDING FACTS AND  
CIRCUMSTANCES RELATING TO EXCHANGE ACT FILINGS**

I, Michael G. Archbold, Senior Vice President and Chief Financial Officer of AutoZone, Inc., state and attest that:

- (1) To the best of my knowledge, based upon a review of the covered reports of AutoZone, Inc., and, except as corrected or supplemented in a subsequent covered report:
- no covered report contained an untrue statement of a material fact as of the end of the period covered by such report (or in the case of a report on Form 8-K or definitive proxy materials, as of the date on which it was filed); and
  - no covered report omitted to state a material fact necessary to make the statements in the covered report, in light of the circumstances under which they were made, not misleading as of the end of the period covered by such report (or in the case of a report on Form 8-K or definitive proxy materials, as of the date on which it was filed).

(2) I have reviewed the contents of this statement with the Audit Committee of AutoZone, Inc.'s Board of Directors.

(3) In this statement under oath, each of the following, if filed on or before the date of this statement, is a "covered report":

- Form 10-K for the fiscal year ended August 31, 2002, for AutoZone, Inc.;
- all reports on Form 10-Q, all reports on Form 8-K and all definitive proxy materials of AutoZone, Inc., filed with the Commission subsequent to the filing of the Form 10-K identified above; and
- any amendments to the foregoing.

/s/ Michael Archbold  
Michael Archbold

October 30, 2002

Subscribed and sworn to before me this 30th day of October, 2002.

/s/ Donald R. Rawlins  
Notary Public

My Commission Expires: November 29, 2003