

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

SCHEDULE 14A

**Proxy Statement Pursuant to Section 14(a) of the
Securities Exchange Act of 1934**

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material Under Rule 14a-12

AUTOZONE, INC.

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- No fee required.
 - Fee paid previously with preliminary materials.
 - Fee computed on table in exhibit required by Item 25(b) per Exchange Act Rules 14a-6(i)(1) and 0-11.
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Online

Go to www.envisionreports.com/AZO
or scan the QR code – login details are located
in the shaded bar below.

Shareholder Meeting Notice**Important Notice Regarding the Availability of Proxy Materials for the
AutoZone, Inc. Shareholder Meeting to be Held on December 18, 2024, 8:00 A.M. Central Time.**

Under Securities and Exchange Commission rules, you are receiving this notice that the proxy materials for the annual shareholders' meeting are available on the Internet. Follow the instructions below to view the materials and vote online or request a copy. The items to be voted on and location of the annual meeting are on the reverse side. Your vote is important!

We encourage you to access and review all of the important information contained in the proxy materials before voting. The 2024 Proxy Statement and Annual Report to Shareholders are available at:

www.envisionreports.com/AZO

Easy Online Access – View your proxy materials and vote.

- Step 1:** Go to www.envisionreports.com/AZO.
- Step 2:** Click on **Cast Your Vote or Request Materials**.
- Step 3:** Follow the instructions on the screen to log in.
- Step 4:** Make your selections as instructed on each screen for your delivery preferences.
- Step 5:** Vote your shares.

When you go online, you can also help the environment by consenting to receive electronic delivery of future materials.



Obtaining a Copy of the Proxy Materials – If you want to receive a copy of the proxy materials, you must request one. There is no charge to you for requesting a copy. Please make your request as instructed on the reverse side on or before December 8, 2024 to facilitate timely delivery.



Shareholder Meeting Notice

The AutoZone, Inc. Annual Meeting of Shareholders will be held on December 18, 2024 at 8:00 a.m. Central Time at the J.R. Hyde III Store Support Center, 123 S. Front Street, Memphis, TN 38103.

Proposals to be voted on at the meeting are listed below along with the Board of Directors' recommendations.

The Board of Directors recommends a vote **FOR** all the nominees listed in Proposal 1, and **FOR** Proposals 2, 3 and 4:

1. Election of Directors:
 - 01 - Philip B. Daniele, III
 - 02 - Michael A. George
 - 03 - Linda A. Goodspeed
 - 04 - Earl G. Graves, Jr.
 - 05 - Brian P. Hannasch
 - 06 - Gale V. King
 - 07 - George R. Mrkonic, Jr.
 - 08 - William C. Rhodes, III
 - 09 - Jill A. Soltau
2. Ratification of the appointment of Ernst & Young LLP as our independent registered public accounting firm for the 2025 fiscal year
3. Approval of an advisory vote on the compensation of named executive officers
4. Advisory of advisory vote on reducing the ownership threshold to call a special meeting of shareholders

The Board of Directors recommends a vote **AGAINST** Proposal 5:

5. Shareholder Proposal regarding Special Shareholder Meeting improvement

NOTE: In accordance with their best judgment, the proxies named herein are authorized to vote upon such other business as may properly come before the meeting or any adjournment thereof.

PLEASE NOTE – YOU CANNOT VOTE BY RETURNING THIS NOTICE. To vote your shares you must go online or request a paper copy of the proxy materials to receive a proxy card. If you wish to attend and vote at the meeting, please refer to the admission requirements described in the Proxy Statement.



Here's how to order a copy of the proxy materials and select delivery preferences:

Current and future delivery requests can be submitted using the options below.

If you request an email copy, you will receive an email with a link to the current meeting materials.

PLEASE NOTE: You must use the number in the shaded bar on the reverse side when requesting a copy of the proxy materials.

- **Internet** – Go to www.envisionreports.com/AZO. Click Cast Your Vote or Request Materials.
- **Phone** – Call us free of charge at 1-866-641-4276.
- **Email** – Send an email to investorvote@computershare.com with "Proxy Materials AutoZone, Inc." in the subject line. Include your full name and address, plus the number located in the shaded bar on the reverse side, and state that you want a paper copy of the meeting materials.

To facilitate timely delivery, all requests for a paper copy of proxy materials must be received by December 8, 2024.
