

**FORM 8-K**

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

**May 23, 2001**  
Date of Report  
(Date of earliest event reported)

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

<b>Nevada</b>	<b>1-10714</b>	<b>62-1482048</b>
(State or other jurisdiction of incorporation or organization)	(Commission File Number)	(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**

On May 23, 2001, the company made the announcements contained in the press release filed as Exhibit 99.1 to this Current Report.

**Item 7. Financial Statements and Exhibits**

- (c) Exhibits  
99.1 Press Release dated May 23, 2001.

**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 and  
Secretary-Customer Satisfaction

Dated: May 25, 2001





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# News:

For immediate release

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## **AUTOZONE REPORTS THIRD QUARTER RESULTS; ANNOUNCES MANAGEMENT CHANGES**

Memphis, Tenn. (May 23, 2001) -- AutoZone, Inc. (NYSE: AZO), today reported diluted earnings per share of \$0.56 for its third fiscal quarter (12 weeks) ended May 5, 2001, an increase of 12% from \$0.50 reported for the year ago quarter. Sales were \$1.140 billion for the quarter, an increase of 8% from \$1.059 billion in fiscal 2000. Same store sales, or sales for domestic auto parts stores open at least one year, increased 5% during the quarter, including 4% for retail sales and 11% for commercial sales. Earnings before interest and taxes of \$127.9 million increased 1% from \$126.7 million last year. Net income for the quarter decreased 6% to \$63.5 million from \$67.3 million in the prior year. Operating expenses for the quarter include a charge of \$5.2 million relating to real estate sites dropped as a result of the previously announced decrease in planned new store openings. Management expects to complete a review of all under-performing assets prior to the end of the fiscal year.

On a year-to-date basis, diluted earnings per share for the 36-week period increased 10% to \$1.30 from \$1.18 in fiscal 2000. Year-to-date sales rose 6% to \$3.178 billion from \$2.990 billion in the prior year. Year-to-date same store sales increased 3%, including 2% for retail sales and 11% for commercial sales. Year-to-date earnings before interest and taxes of \$315.9 million increased 1% from \$312.4 million last year. Year-to-date net income of \$149.0 million decreased 8% from \$162.4 in fiscal 2000.

During the quarter, AutoZone opened 23 new auto parts stores in the U.S., replaced five and closed one. In addition, three new auto parts stores were opened in Mexico. Year-to-date, AutoZone has opened 82 new, replaced 13, and closed three auto parts stores in the U.S., and opened three stores in Mexico.

Aggregate share repurchases under the currently authorized \$1.350 billion share repurchase program are \$1.263 billion or 43.0 million shares at the end of the third quarter, including \$130.8 million or 5.8 million shares under forward purchase contracts.

"We are encouraged by the results of the third quarter," said Steve Odland, chairman and chief executive officer. "In addition to strength in the industry, we are pleased with the impact of our recent marketing and merchandising initiatives, which led to very strong performance in the last half of the quarter."

Separately, Timothy D. Vargo, announced his intention to step down from his daily responsibilities as president and chief operating officer and as a director in order to more closely attend to health matters in his family. Mr. Vargo will continue his involvement with AutoZone at a less time-consuming level. Mr. Odland will assume the title and responsibilities of president.

Robert J. Hunt, executive vice president and chief financial officer, has also announced his intention to retire from the day-to-day duties of CFO. Mr. Hunt has stepped down as a director, but will remain as CFO until a successor is named. He will then continue to assist the company in other capacities.

"I have enjoyed working with Tim Vargo and Bob Hunt, so this is very difficult," said Steve Odland. "Both Tim and Bob have asked to step away from their daily responsibilities, but the timing is a coincidence. Each of them has different personal or family reasons for requesting a decrease in their daily work demands. Tim and Bob have made great contributions to AutoZone, and I am very pleased that both of them will continue as AutoZoners, allowing us the ongoing benefit of their wisdom and experience."

"For now, the senior vice presidents responsible for store operations, supply chain, and merchandising will report to me. I am confident in the strong management team that Tim has built and I look forward to the opportunity to engage even more directly in the business."

AutoZone will host a one-hour conference call Thursday, May 24, 2001, beginning at 9 a.m. (EDT), to discuss this press release. Investors may listen to the conference call live and review supporting slides on the AutoZone website, [www.AutoZone.com](http://www.AutoZone.com), by clicking "About Us," "Investor Relations," "Conference Calls," or by going directly to <http://www.AutoZone.com/Investors>. The call will also be available by dialing (312) 470-0014. A replay of the call and slides will be available on AutoZone's website. In addition, a replay of the call will be available by dialing (402) 998-1196 through Thursday, May 31, 2001, at 4 p.m. (EDT).

As of May 5, 2001, AutoZone sells auto and light truck parts, chemicals and accessories through 2,994 AutoZone stores in 42 states plus the District of Columbia in the U.S. and 16 AutoZone stores in Mexico. AutoZone also sells heavy-duty truck parts through 49 TruckPro stores in 15 states, and automotive diagnostic and repair software through ALLDATA, diagnostic and repair information through [alldatadiy.com](http://alldatadiy.com), and auto and light truck parts through [AutoZone.com](http://AutoZone.com).

# AutoZone's 3rd Quarter Highlights- Fiscal 2001

## Condensed Consolidated Statement of Operations

(in thousands, except per share data and selected operating data)

	12 Weeks Ended <u>May 5, 2001</u>	12 Weeks Ended <u>May 6, 2000</u>	36 Weeks Ended <u>May 5, 2001</u>	36 Weeks Ended <u>May 6, 2000</u>
Net Sales	\$1,139,957	\$1,059,415	\$3,177,522	\$2,990,051
Cost of goods sold	<u>657,379</u>	<u>609,497</u>	<u>1,852,046</u>	<u>1,730,190</u>
Gross profit	482,578	449,918	1,325,476	1,259,861
Operating expenses	<u>354,712</u>	<u>323,234</u>	<u>1,009,562</u>	<u>947,416</u>
Operating profit	127,866	126,684	315,914	312,445
Interest expense, net	<u>23,841</u>	<u>17,419</u>	<u>72,365</u>	<u>48,475</u>
Income before taxes	104,025	109,265	243,549	263,970
Taxes	<u>40,500</u>	<u>42,000</u>	<u>94,500</u>	<u>101,600</u>
<b>Net income</b>	\$63,525 =====	\$67,265 =====	\$149,049 =====	\$162,370 =====
Net income per share:				
Basic	\$0.57	\$0.50	\$1.30	\$1.19
Diluted	\$0.56	\$0.50	\$1.30	\$1.18
Shares outstanding:				
Basic	112,364	133,322	114,330	136,880
Diluted	113,037	134,424	114,861	137,855

## Selected Consolidated Balance Sheet Information

(in thousands)

	<u>May 5, 2001</u>	<u>May 6, 2000</u>	<u>August 26, 2000</u>
Merchandise inventories	\$1,214,942	\$1,133,182	\$1,108,978
Current assets	1,293,616	1,208,339	1,186,780
Property, plant & equipment, net	1,770,310	1,720,274	1,758,440
Total assets	3,447,166	3,342,809	3,333,218
Accounts payable	782,007	659,019	788,825
Current liabilities	1,111,820	919,170	1,034,544
Stockholder's equity	889,646	1,145,572	992,179
Debt	1,392,729	1,215,411	1,249,937

## Selected Consolidated Cash Flow Information

(in thousands)

	12 Weeks Ended <u>May 5, 2001</u>	12 Weeks Ended <u>May 6, 2000</u>	36 Weeks Ended <u>May 5, 2001</u>	36 Weeks Ended <u>May 6, 2000</u>
Capital Spending	\$44,234	\$54,136	\$137,305	\$180,144
Depreciation & ammortization	\$30,451	\$27,125	\$91,694	\$88,081

## Other Selected Financial Information

(in thousands)

	<u>May 5, 2001</u>	<u>May 6, 2000</u>	<u>August 26, 2000</u>
Working Capital	\$ 181,796	\$ 289,169	\$ 152,236
Cumulative share repurchases			
On balance sheet	\$ 1,132,504	\$ 607,390	\$ 870,915
Forward contracts	<u>\$ 130,765</u>	<u>\$ 300,144</u>	<u>\$ 280,465</u>
Total	\$ 1,263,269	\$ 907,534	\$ 1,151,380

## AutoZone's 3rd Quarter Fiscal 2001

### Selected Operating Highlights

#### Store Count & Square Footage

	12 Weeks Ended <u>May 5, 2001</u>	12 Weeks Ended <u>May 6, 2000</u>	36 Weeks Ended <u>May 5, 2001</u>	36 Weeks Ended <u>May 6, 2000</u>
Domestic auto parts stores:				
Store count:				
Stores opened	<u>23</u>	17	82	145

Stores closed	1	-	3	2
Replacement stores	<u>5</u>	<u>3</u>	<u>13</u>	<u>19</u>
Total domestic auto part stores	2,994	2,854	2,994	2,854

<b>Square footage</b> (in thousands)	19,223	18,269	19,223	18,269
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**Auto parts stores in Mexico:**

Stores opened	3	2	3	7
Total auto parts stores in Mexico	16	13	16	13

**TruckPro stores:**

Stores opened	----	1	----	2
Replacement stores	----	1	----	4
Total TruckPro stores	49	48	49	48

**Sales & Inventory Statistics (Domestic auto parts):**

	<b>12 Weeks Ended <u>May 5, 2001</u></b>	<b>12 Weeks Ended <u>May 6, 2000</u></b>	<b>36 Weeks Ended <u>May 5, 2001</u></b>	<b>36 Weeks Ended <u>May 6, 2000</u></b>
Sales per average store (\$ in thousands)	\$362	\$354	\$1,021	\$1,023
Sales per average sq foot	\$57	\$55	\$159	\$160
Same store sales - rolling 13 periods				
Domestic auto parts -total	5%	6%	3%	6%
Organic	3%	2%	1%	2%
Acquired	13%	33%	12%	30%
Retail	4%	5%	2%	5%
Commerical	11%	8%	11%	9%
Annual inventory turns:				
Based on average inventories	2.3 X	2.2 X		
Based on ending inventories	2.2 X	2.2 X		
Accounts payable/ in- ventory (total company)	64%	58%		