

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
(State or other jurisdiction of
incorporation or organization)

62-1482048
(I.R.S. Employer
Identification No.)

123 South Front Street
Memphis, Tennessee 38103
(Address of Principal Executive Offices)(Zip Code)

AUTOZONE, INC. AMENDED AND RESTATED
EMPLOYEE STOCK PURCHASE 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

| TITLE OF SECURITIES TO BE REGISTERED | AMOUNT TO BE REGISTERED | PROPOSED MAXIMUM OFFERING PRICE PER SHARE (1) | PROPOSED MAXIMUM AGGREGATE OFFERING PRICE (1) | AMOUNT OF REGISTRATION FEE |
|---|----------------------------|---|---|-------------------------------|
| Common Stock \$.01 par value | 1,800,000 | \$28.28125 | \$50,906,250 | \$15,017.34 |

(1) Estimated 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 December 18, 1997.

In addition, pursuant to Rule 416(c) under the Securities Act of 1933, this registration statement also covers an indeterminate amount of interests to be offered or sold pursuant to the employee benefit plan described herein.

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

The Registration Statement on Form S-8 (No. 33-41308) previously filed with the Securities and Exchange Commission on June 20, 1991, as amended by Post-Effective Amendment No. 1, dated December 23, 1991, is hereby incorporated by reference.

On October 21, 1997, the Board of Directors of the Registrant approved the Amended and Restated Employee Stock Purchase Plan (the "Plan") which increased the number of shares of Common Stock, \$.01 par value, issuable under the Plan from 1,200,000 to 3,000,000. The Plan was approved by the Stockholders of the Registrant on December 18, 1997. This Registration Statement is being filed to reflect the additional 1,800,000 shares to be issued under the Plan, as amended and restated.

Item 5. Interests of Named Experts and Counsel

Certain legal matters in connection with the shares of Common Stock offered hereby have been passed upon for the Company by Harry L. Goldsmith, General Counsel, Senior Vice President and Secretary of the Company. Mr. Goldsmith is an owner of Common Stock of the Company, has received options to purchase additional Common Stock, and will be eligible to participate in the Plan being registered hereunder.

Item 8. Exhibits

- 4.1 AutoZone, Inc. Amended and Restated Employee Stock Purchase Plan. Incorporated by reference to Exhibit A to the definitive Proxy Statement dated October 29, 1997, filed with the Securities and Exchange Commission pursuant to Regulation 14A of the Securities Exchange Act of 1934.
- 5.1 Opinion of Harry L. Goldsmith, General Counsel of AutoZone, Inc.
- 23.1 Consent of Ernst & Young LLP.
- 23.2 Consent of Harry L. Goldsmith, General Counsel of AutoZone, Inc. (included in the opinion filed as Exhibit 5.1).
- 24.1 Power of Attorney (incorporated in the Signature Page).

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 December 19, 1997.

AUTOZONE, INC.

By: /s/ J.C. ADAMS, JR.

 J.C. Adams, Jr.
 Chairman, Chief Executive Officer
 and Director

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Robert J. Hunt, Harry L. Goldsmith and Donald R. Rawlins, and each of them, his true and lawful attorneys-in-fact and agents, with full power of substitution and resubstitution, for him and in his name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) to this Registration Statement, and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as he might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or any of them, or their or his substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

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:

| SIGNATURE | TITLE | DATE |
|---|--|-------------------|
| /s/ J.C. ADAMS, JR. ----- J.C. Adams, Jr. | Chairman, Chief Executive Officer, and Director (Principal Executive Officer) | December 18, 1997 |
| /s/ TIMOTHY D. VARGO ----- Timothy D. Vargo | President, Chief Operating Officer, and Director | December 18, 1997 |
| /s/ ROBERT J. HUNT ----- Robert J. Hunt | Executive Vice President, Chief Financial Officer and Director (Principal Financial Officer) | December 18, 1997 |
| /s/ MICHAEL E. BUTTERICK ----- Michael E. Butterick | Vice President and Controller (Principal Accounting Officer) | December 18, 1997 |
| /s/ ANDREW M. CLARKSON ----- Andrew M. Clarkson | Director | December 18, 1997 |
| /s/ N. GERRY HOUSE ----- N. Gerry House | Director | December 18, 1997 |
| /s/ J.R. HYDE, III ----- J.R. Hyde, III | Director | December 18, 1997 |
| /s/ JAMES F. KEEGAN ----- James F. Keegan | Director | December 18, 1997 |
| ----- Michael W. Michelson | Director | |

/s/ JOHN E. MOLL

John E. Moll

Director

December 18, 1997

George R. Roberts

Director

/s/ RONALD A. TERRY

Ronald A. Terry

Director

December 18, 1997

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AUTOZONE, INC.
123 South Front Street
Memphis, Tennessee 38103

December 19, 1997

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 1,800,000 shares of Common Stock, \$.01 par value (the "Shares"), which are to be offered under the AutoZone, Inc. Amended and Restated Employee Stock Purchase 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/ Harry L. Goldsmith

Harry L. Goldsmith
Senior Vice President,
Secretary & General Counsel

CONSENT OF INDEPENDENT AUDITORS

We consent to the incorporation by reference in the Registration Statement pertaining to the AutoZone, Inc. Amended and Restated Employee Stock Purchase Plan of our reports dated September 19, 1997, 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 30, 1997 and the related financial statement schedule included therein, filed with the Securities and Exchange Commission.

Memphis, Tennessee
December 17, 1997

/s/ Ernst & Young LLP