

AUTOZONE INC
Form 8-K
November 05, 2003

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

Date of Report: **October 31, 2003**

(Date of Earliest Event Reported)

AUTOZONE, INC.

(Exact Name of Registrant as Specified in Its Charter)

Nevada
(State or Other Jurisdiction)

of Incorporation or Organization)

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

1-10714
(Commission File Number)

62-1482048
(I.R.S. Employer

Identification No.)

38103
(Zip Code)

(901) 495-6500

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(Registrant's Telephone Number, Including Area Code)

N/A

(Former Name or Former Address, if Changed Since Last Report)

ITEM 5. Other Events.

General

On February 26, 2002, AutoZone, Inc. (the Company) filed with the Securities and Exchange Commission (the Commission) a registration statement on Form S-3 (File No. 333-83436) (the Registration Statement), relating to the registration under the Securities Act of 1933, as amended, of up to 15 million shares of common stock of the Company, which Registration Statement was declared effective on April 30, 2002.

On October 31, 2003, the Selling Stockholders initiated the offering of 5,600,000 shares of the Company's common stock, pursuant to an underwriting agreement dated October 31, 2003 (the Underwriting Agreement), by and among the Company, the selling stockholders named therein (the Selling Stockholders) and Citigroup Global Markets Inc. A form of the Underwriting Agreement is filed herewith as an Exhibit and incorporated herein by this reference.

ITEM 7. Financial Statements and Exhibits.

(c) Exhibits.

1.1 Form of Underwriting Agreement.

SIGNATURE

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.

Date: November 4, 2003

By:

/s/ Michael Archbold

Name: Michael Archbold

Title: Senior Vice President and

Chief Financial Officer