

AUTOZONE INC
Form 8-K
October 21, 2002

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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 18, 2002**
(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)

1-10714
(Commission File Number)

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

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

38103
(Zip Code)

(901) 495-6500

(Registrant's Telephone Number, Including Area Code)
N/A

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

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SIGNATURE

Underwriting Agreement, dated October 16, 2002

Terms Agreement, dated October 16, 2002

Form of Note

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ITEM 5. Other Events.

General

On October 1, 2002, AutoZone, Inc. (the Company) filed with the Securities and Exchange Commission (the Commission) a registration statement on Form S-3 (File No. 333-100205) (the Registration Statement), relating to the registration under the Securities Act of 1933, as amended, of up to \$500,000,000 aggregate offering price of debt securities, which Registration Statement was declared effective on October 10, 2002.

On October 16, 2002, the Company initiated the offering of \$300,000,000 aggregate principal amount of its 5.875% Senior Notes due 2012 (the Notes), pursuant to an underwriting agreement (the Underwriting Agreement) and related terms agreement dated October 16, 2002 (the Terms Agreement), by and among the Company and J.P. Morgan Securities Inc. and Merrill Lynch, Pierce, Fenner & Smith Incorporated, as representatives of the several underwriters named therein. The Company expects to complete the sale, and the underwriters expect to deliver the Notes, on or about October 21, 2002. The Notes will be issued pursuant to the Indenture, dated as of July 22, 1998, between the Company and Bank One Trust Company, N.A. (as successor in interest to The First National Bank of Chicago), as trustee, a copy of which is hereby incorporated by reference to Exhibit 4.1 to the Registration Statement. Each of the Underwriting Agreement, the Terms Agreement and the form of Note is filed herewith as an Exhibit and incorporated herein by this reference.

ITEM 7. Financial Statements and Exhibits.

(c) Exhibits.

- 1.1 Underwriting Agreement, dated October 16, 2002, by and among the Company and J.P. Morgan Securities Inc. and Merrill Lynch, Pierce, Fenner & Smith Incorporated.
 - 1.2 Terms Agreement, dated October 16, 2002, by and among the Company and J.P. Morgan Securities Inc. and Merrill Lynch, Pierce, Fenner & Smith Incorporated, as representatives of the several underwriters named therein.
 - 4.1 Form of Note.
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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: October 18, 2002

By: /s/ Harry L. Goldsmith

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