

AUTOZONE INC  
Form 8-K  
April 12, 2017

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
**WASHINGTON, DC 20549**

**FORM 8-K**

**CURRENT REPORT**

**Pursuant to Section 13 or 15(d)**

**of the Securities Exchange Act of 1934**

**Date of report (Date of earliest event reported): April 6, 2017**

**AUTOZONE, INC.**

**(Exact Name of Registrant as Specified in Charter)**

**Nevada**  
**(State or Other Jurisdiction**

**of Incorporation)**

**123 South Front Street**

**1-10714**  
**(Commission**

**File Number)**

**62-1482048**  
**(I.R.S. Employer**

**Identification No.)**

**38103**

**Memphis, Tennessee**  
**(Address of Principal Executive Offices)**  
**(901) 495-6500**

**(Zip Code)**

**(Registrant's Telephone Number, Including Area Code)**

**Not Applicable**

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

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions ( *see* General Instruction A.2. below):

Written communication pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

Pre-commencement communication pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

Pre-commencement communication pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (17 CFR §230.405) or Rule 12b-2 of the Securities Exchange Act of 1934 (17 CFR §240.12b-2).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

**ITEM 1.01.ENTRY INTO A MATERIAL DEFINITIVE AGREEMENT.**

On April 6, 2017, AutoZone, Inc. (the Company ) entered into an underwriting agreement (the Underwriting Agreement ) by and amongst the Company and J.P. Morgan Securities LLC, U.S. Bancorp Investments, Inc. and Wells Fargo Securities, LLC, as representatives of the several underwriters named therein (the Underwriters ), pursuant to which the Company agreed to issue and sell to the Underwriters, and the Underwriters agreed to purchase, \$600 million aggregate principal amount of its 3.750% Notes due 2027. The Underwriting Agreement contains customary representations, warranties and agreements of the Company and customary conditions to closing, indemnification rights and obligations of the parties and termination provisions. The description of the Underwriting Agreement is qualified in its entirety by reference to the Underwriting Agreement, a copy of which is attached hereto as Exhibit 1.1.

The Underwriters and their respective affiliates have, from time to time, performed, and may in the future perform, various financial advisory, commercial banking and investment banking services for the Company and its affiliates, for which they received or will receive customary fees and expense reimbursement. Certain of the Underwriters or their affiliates are lenders and/or agents under the Company s existing revolving credit facility.

**ITEM 9.01.FINANCIAL STATEMENTS AND EXHIBITS.**

(d) Exhibits.

Exhibit

No.	Description
1.1	Underwriting Agreement, dated April 6, 2017, among the Company, J.P. Morgan Securities LLC, U.S. Bancorp Investments, Inc. and Wells Fargo Securities, LLC, as representatives of the several underwriters named therein.

**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.

Date: April 12, 2017

AUTOZONE, INC.

By: /s/ William T. Giles  
William T. Giles  
Executive Vice President and

Chief Financial Officer

**EXHIBIT INDEX**

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