

AUTOZONE INC  
Form 8-K  
December 20, 2018

**UNITED STATES**

**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 (Date of earliest event reported): **December 19, 2018**

**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**

(IRS 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

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 communications 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)

☐ Precommencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

☐ Precommencement communications 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 5.07.**

**Submission of Matters to a Vote of Security Holders.**

(a) AutoZone's Annual Meeting of Stockholders was held on December 19, 2018.

(b) The stockholders took the following actions at the annual meeting:

Proposal 1: The stockholders elected eleven directors, each of whom will hold office until the Annual Meeting of Stockholders to be held in 2019 and until his or her successor is duly elected and qualified. Each director received more votes cast "for" than votes cast "against" his or her election. The tabulation of votes with respect to each nominee for director was as follows:

| Nominee                 | Votes For  | Votes Against | Abstentions | Broker    |
|-------------------------|------------|---------------|-------------|-----------|
|                         |            |               |             | Non-Votes |
| Douglas H. Brooks       | 21,450,667 | 12,012        | 54,080      | 1,402,732 |
| Linda A. Goodspeed      | 21,450,302 | 12,854        | 53,603      | 1,402,732 |
| Earl G. Graves, Jr.     | 20,713,640 | 763,970       | 39,149      | 1,402,732 |
| Enderson Guimaraes      | 21,431,768 | 31,649        | 53,342      | 1,402,732 |
| D. Bryan Jordan         | 21,411,446 | 51,432        | 53,881      | 1,402,732 |
| Gale V. King            | 21,456,732 | 19,995        | 40,032      | 1,402,732 |
| W. Andrew McKenna       | 20,870,148 | 605,842       | 40,769      | 1,402,732 |
| George R. Mrkonjic, Jr. | 21,100,250 | 376,081       | 40,428      | 1,402,732 |
| Luis P. Nieto           | 21,408,419 | 56,637        | 51,703      | 1,402,732 |
| William C. Rhodes, III  | 20,070,341 | 1,228,087     | 218,331     | 1,402,732 |
| Jill A. Soltau          | 21,460,918 | 13,763        | 42,078      | 1,402,732 |

Proposal 2: The Audit Committee's designation of Ernst & Young LLP as AutoZone's independent registered public accounting firm for the fiscal year ending August 31, 2019 was ratified by the stockholders. The tabulation of votes on this matter was as follows:

22,433,605 votes for  
 439,587 votes against  
 46,299 abstentions

There were no broker non-votes for this item.

Proposal 3: The compensation of AutoZone's named executive officers was approved, on an advisory basis, by stockholders. The tabulation of votes on this matter was as follows:

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20,344,676 votes for  
1,122,974 votes against  
49,109 abstentions  
1,402,732 broker non-votes

**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 hereunto duly authorized.

AUTOZONE, INC.

By: /s/ Kristen C. Wright  
Kristen C. Wright  
Senior Vice President, General Counsel and Secretary

Dated: December 19, 2018