

AUTOZONE INC  
Form 8-K  
December 14, 2011

**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 14, 2011 (December 13, 2011)**

**AUTOZONE, INC.**

(Exact name of registrant as specified in its charter)

**Nevada**  
(State or other jurisdiction)

**1-10714**  
(Commission)

**62-1482048**  
(IRS Employer)

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of incorporation)

File Number)

Identification No.)

**123 South Front Street**

**Memphis, Tennessee 38103**

(Address of principal executive offices, including zip code)

**Registrant's telephone number, including area code:(901) 495-6500**

(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 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)
- .. Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- .. Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

**Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

**Amendment of Executive Deferred Compensation Plan.** On December 13, 2011, the Compensation Committee of the Board of Directors (the Compensation Committee ) of AutoZone, Inc. (the Company or AutoZone ) approved the Second Amendment to the AutoZone, Inc. Executive Deferred Compensation Plan ( Deferred Compensation Plan ), establishing the definition of retirement date for amounts deferred in plan years beginning on or after January 1, 2012, as the date on which (A) a participant has attained the age of 55, (B) the participant has completed at least five years of full-time service with the Company, (C) the sum of the number of full-time years of service with the Company and the participant's age equals at least 65 and (D) the participant experiences a Termination of Employment as defined in the Deferred Compensation Plan. The Second Amendment is attached as Exhibit 10.1 to this Form 8-K and incorporated by reference herein.

**Amendment of Executive Stock Purchase Plan.** On December 13, 2011, the Compensation Committee approved the First Amendment to the AutoZone, Inc. Fourth Amended and Restated Executive Stock Purchase Plan (the XSPP ), establishing the definition of normal retirement date with respect to options granted in plan years beginning on or after January 1, 2012, as the earliest date on which (A) a participant has attained the age of 55, (B) the participant has completed at least five years of full-time service with the Company or a subsidiary of the Company and (C) the sum of the number of full-time years of service with the Company or a subsidiary of the Company and the participant's age equals at least 65. The First Amendment is attached as Exhibit 10.2 to this Form 8-K and incorporated by reference herein.

**Item 5.07. Submission of Matters to a Vote of Security Holders.**

(a) AutoZone's Annual Meeting of Stockholders was held on December 14, 2011.

(b) The stockholders took the following actions at the Annual Meeting:

**Proposal 1:** The stockholders elected nine directors, each of whom will hold office until the Annual Meeting of Stockholders to be held in 2012 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 |
|------------------------|------------|---------------|-------------|------------------|
| William C. Crowley     | 32,887,039 | 1,823,939     | 15,193      | 1,658,139        |
| Sue E. Gove            | 34,691,546 | 21,873        | 12,752      | 1,658,139        |
| Earl G. Graves, Jr.    | 34,675,034 | 38,237        | 12,900      | 1,658,139        |
| Robert R. Grusky       | 34,657,282 | 55,616        | 13,273      | 1,658,139        |
| J. R. Hyde, III        | 34,666,101 | 51,929        | 8,141       | 1,658,139        |
| W. Andrew McKenna      | 34,484,907 | 228,342       | 12,922      | 1,658,139        |
| George R. Mrkonic, Jr. | 34,663,291 | 48,995        | 13,885      | 1,658,139        |
| Luis P. Nieto          | 34,688,349 | 23,144        | 14,678      | 1,658,139        |
| William C. Rhodes, III | 34,192,394 | 517,086       | 16,691      | 1,658,139        |

**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 25, 2012 was ratified by the stockholders. The tabulation of votes on this matter was as follows:

|            |               |
|------------|---------------|
| 36,079,181 | votes for     |
| 289,203    | votes against |
| 15,926     | 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:

|            |                  |
|------------|------------------|
| 34,230,629 | votes for        |
| 260,217    | votes against    |
| 235,325    | abstentions      |
| 1,658,139  | broker non-votes |

Proposal 4: An annual advisory vote on executive compensation was approved, on an advisory basis, by stockholders. The tabulation of votes on this matter was as follows:

|            |                             |
|------------|-----------------------------|
| 32,862,782 | votes for every year        |
| 55,110     | votes for every two years   |
| 1,776,811  | votes for every three years |
| 31,468     | abstentions                 |

(d) As set forth above, a majority of the votes cast for Proposal 4 specified that future advisory votes on executive compensation should be held every year. In light of these results, the Board of Directors has determined to hold an annual stockholder advisory vote on executive compensation until the next advisory vote on the frequency of stockholder votes on executive compensation, which will occur no later than AutoZone's annual meeting of stockholders in 2017.

**Item 9.01. Financial Statements and Exhibits.**

The following exhibits are filed with this Current Report pursuant to Item 5.02:

(d) Exhibits

10.1 Second Amendment to the AutoZone, Inc. Executive Deferred Compensation Plan.

10.2 First Amendment to the AutoZone, Inc. Fourth Amended and Restated Executive Stock Purchase Plan.

**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/ Harry L. Goldsmith  
Harry L. Goldsmith

Executive Vice President, General Counsel and  
Secretary

Dated: December 14, 2011

**EXHIBIT INDEX**

- 10.1 Second Amendment to the AutoZone, Inc. Executive Deferred Compensation Plan.
  
- 10.2 First Amendment to the AutoZone, Inc. Fourth Amended and Restated Executive Stock Purchase Plan.