

AUTOZONE INC
Form 10-Q
December 19, 2008

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**SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549
FORM 10-Q**

**Quarterly report pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934
For the quarterly period ended November 22, 2008, or**

**Transition report pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934
For the transition period from _____ to _____.**

Commission file number 1-10714

AUTOZONE, INC.

(Exact name of registrant as specified in its charter)

Nevada

(State or other jurisdiction of
incorporation or organization)

62-1482048

(I.R.S. 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)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter periods that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer Accelerated filer Non-accelerated filer Smaller reporting company
(Do not check if a smaller reporting company)

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes No

Indicate the number of shares outstanding of each of the issuer's classes of common stock, as of the latest practicable date.

Common Stock, \$.01 Par Value 57,464,817 shares outstanding as of December 11, 2008.

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Table of Contents**PART I. FINANCIAL INFORMATION****Item 1. Financial Statements.**

AUTOZONE, INC.
CONDENSED CONSOLIDATED BALANCE SHEETS
(Unaudited)
(in thousands)

| | November 22, 2008 | August 30, 2008 |
|---|------------------------------|----------------------------|
| ASSETS | | |
| Current assets | | |
| Cash and cash equivalents | \$ 85,756 | \$ 242,461 |
| Accounts receivable | 67,440 | 71,241 |
| Merchandise inventories | 2,186,627 | 2,150,109 |
| Other current assets | 122,322 | 122,490 |
| Total current assets | 2,462,145 | 2,586,301 |
| Property and equipment | | |
| Property and equipment | 3,643,834 | 3,639,277 |
| Less: Accumulated depreciation and amortization | 1,376,636 | 1,349,621 |
| | 2,267,198 | 2,289,656 |
| Other assets | | |
| Goodwill, net of accumulated amortization | 302,645 | 302,645 |
| Deferred income taxes | 41,337 | 38,283 |
| Other long-term assets | 39,889 | 40,227 |
| | 383,871 | 381,155 |
| | \$ 5,113,214 | \$ 5,257,112 |
| LIABILITIES AND STOCKHOLDERS EQUITY | | |
| Current liabilities | | |
| Accounts payable | \$ 2,002,128 | \$ 2,043,271 |
| Accrued expenses and other | 317,034 | 327,664 |
| Income taxes payable | 68,142 | 11,582 |
| Deferred income taxes | 140,673 | 136,803 |
| Total current liabilities | 2,527,977 | 2,519,320 |
| Debt | 2,268,200 | 2,250,000 |
| Other liabilities | 257,040 | 258,105 |
| Stockholders' equity | 59,997 | 229,687 |
| | \$ 5,113,214 | \$ 5,257,112 |

See Notes to Condensed Consolidated Financial Statements

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AUTOZONE, INC.
CONDENSED CONSOLIDATED STATEMENTS OF INCOME
(Unaudited)
(in thousands, except per share amounts)

| | Twelve Weeks Ended | |
|---|----------------------------------|------------------------------|
| | November 22, 2008 | November 17, 2007 |
| Net sales | \$ 1,478,292 | \$ 1,455,655 |
| Cost of sales, including warehouse and delivery expenses | 737,101 | 729,207 |
| Operating, selling, general and administrative expenses | 502,652 | 489,073 |
| Operating profit | 238,539 | 237,375 |
| Interest expense, net | 31,166 | 28,062 |
| Income before income taxes | 207,373 | 209,313 |
| Income taxes | 76,002 | 76,797 |
| Net income | \$ 131,371 | \$ 132,516 |
| Weighted average shares for basic earnings per share | 58,325 | 64,855 |
| Effect of dilutive stock equivalents | 590 | 589 |
| Adjusted weighted average shares for diluted earnings per share | 58,915 | 65,444 |
| Basic earnings per share | \$ 2.25 | \$ 2.04 |
| Diluted earnings per share | \$ 2.23 | \$ 2.02 |

See Notes to Condensed Consolidated Financial Statements

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AUTOZONE, INC.
CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS
(Unaudited)
(in thousands)

| | Twelve Weeks Ended | |
|--|----------------------------------|------------------------------|
| | November 22, 2008 | November 17, 2007 |
| Cash flows from operating activities | | |
| Net income | \$ 131,371 | \$ 132,516 |
| Adjustments to reconcile net income to net cash provided by operating activities | | |
| Depreciation and amortization of property and equipment | 40,153 | 39,692 |
| Amortization of debt origination fees | 620 | 415 |
| Income tax benefit from exercise of options | (1,520) | (1,795) |
| Deferred income taxes | 1,502 | (379) |
| Share-based compensation expense | 4,456 | 4,182 |
| Changes in operating assets and liabilities | | |
| Accounts receivable | 3,054 | 5,976 |
| Merchandise inventories | (53,828) | (44,094) |
| Accounts payable and accrued expenses | (47,291) | (23,074) |
| Income taxes payable | 58,080 | 54,721 |
| Other, net | 4,187 | 2,885 |
| Net cash provided by operating activities | 140,784 | 171,045 |
| Cash flows from investing activities | | |
| Capital expenditures | (51,099) | (44,887) |
| Purchase of marketable securities | (5,281) | (20,448) |
| Proceeds from sale of marketable securities | 5,270 | 5,282 |
| Disposal of capital assets and other, net | 4,498 | 392 |
| Net cash used in investing activities | (46,612) | (59,661) |
| Cash flows from financing activities | | |
| Net proceeds from commercial paper | 18,900 | 264,370 |
| Repayment of debt | (700) | (38,918) |
| Net proceeds from sale of common stock | 8,062 | 8,766 |
| Purchase of treasury stock | (272,123) | (349,990) |
| Income tax benefit from exercise of stock options | 1,520 | 1,795 |
| Payments of capital lease obligations | (3,979) | (3,874) |
| Other, net | | (374) |
| Net cash used in financing activities | (248,320) | (118,225) |

| | | |
|--|-----------|-----------|
| Effect of exchange rate changes on cash | (2,557) | |
| Net decrease in cash and cash equivalents | (156,705) | (6,841) |
| Cash and cash equivalents at beginning of period | 242,461 | 86,654 |
| Cash and cash equivalents at end of period | \$ 85,756 | \$ 79,813 |

See Notes to Condensed Consolidated Financial Statements

Table of Contents**AUTOZONE, INC.**

(Unaudited)

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS**Note A- General**

The accompanying unaudited condensed consolidated financial statements have been prepared in accordance with U.S. generally accepted accounting principles for interim financial information and with instructions to Form 10-Q and Article 10 of Regulation S-X. Accordingly, they do not include all of the information and footnotes required by U.S. generally accepted accounting principles for complete financial statements. In the opinion of management, all adjustments, including normal recurring accruals, considered necessary for a fair presentation have been included. For further information, refer to the consolidated financial statements and footnotes included in the 2008 Annual Report to Stockholders for AutoZone, Inc. (AutoZone or the Company) for the year ended August 30, 2008.

Operating results for the twelve weeks ended November 22, 2008 are not necessarily indicative of the results that may be expected for the fiscal year ending August 29, 2009. Each of the first three quarters of AutoZone's fiscal year consists of 12 weeks, and the fourth quarter consists of 16 or 17 weeks. The fourth quarter for fiscal 2008 had 17 weeks and for fiscal 2009 will have 16 weeks. Additionally, the Company's business is somewhat seasonal in nature, with the highest sales generally occurring in the spring and summer months of March through September and the lowest sales generally occurring in the winter months of December through February.

Recent Accounting Pronouncements: On August 25, 2007, the Company adopted the recognition and disclosure provisions of FASB Statement No. 158, Employers' Accounting for Defined Benefit Pension and Other Postretirement Plans (SFAS 158). SFAS 158 requires recognition in the balance sheet of the funded status of defined benefit pension and other postretirement plans, and the recognition in accumulated other comprehensive income (AOCI) of unrecognized gains or losses and prior service costs or credits. The funded status is measured as the difference between the fair value of the plan's assets and the projected benefit obligation (PBO) of the plan.

Additionally, SFAS 158 requires the measurement date for plan assets and liabilities to coincide with the sponsor's year end. On August 31, 2008, the Company adopted the measurement date provisions of SFAS 158. The adoption of the measurement date provisions of SFAS 158 had no material effect on our consolidated financial statements as of and for the twelve weeks ended November 22, 2008 or for any prior period presented, and it will not materially affect our operating results in future periods.

Effective August 31, 2008, the Company adopted FASB Statement No. 157, Fair Value Measurements (SFAS 157), which defines fair values, establishes a framework for measuring fair value in generally accepted accounting principles, and expands disclosure about fair value measurements. The adoption of SFAS 157 had no material impact on the consolidated financial statements as of and for the twelve weeks ended November 22, 2008. Refer to Note C Fair Value Measurements for disclosure about fair value measurements.

Note B- Share-Based Payments

Share-based payments include stock option grants and the discount on shares sold to employees under share purchase plans. Additionally, directors may defer a portion of their fees in units (Director Units) with value equivalent to the value of shares of common stock as of the grant date.

Total share-based expense (a component of operating, selling, general and administrative expenses) was \$4.5 million for the twelve week period ended November 22, 2008 and was \$4.2 million for the comparable prior year period.

During the quarter, the Company made stock option grants of 567,942 shares in connection with our annual grant. We granted options to purchase 619,240 shares during the first quarter of fiscal 2008. The weighted average fair value of the stock option awards, granted during the twelve week periods ended November 22, 2008 and November 17, 2007, using the Black-Scholes-Merton multiple-option pricing valuation model, was \$33.64 and \$29.96 per share, respectively, using the following weighted average key assumptions:

| | Twelve Weeks Ended | |
|---------------------------|----------------------|----------------------|
| | November 22, 2008 | November 17, 2007 |
| Expected price volatility | 27% | 24% |

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| | | |
|--|-------|-------|
| Risk-free interest rate | 2.5% | 4.1% |
| Weighted average expected lives in years | 4.1 | 4.0 |
| Forfeiture rate | 10.0% | 10.0% |
| Dividend yield | 0.0% | 0.0% |

See our 2008 Annual Report to Stockholders for a discussion of the methodology used in developing our assumptions used in determining the fair value of the option awards.

Table of Contents**Note C- Fair Value Measurements**

As previously discussed, during the twelve week period ended November 22, 2008, the Company adopted SFAS No. 157, which defines fair value, establishes a framework for measuring fair value in GAAP and expands disclosure requirements about fair value measurements. This standard defines fair value as the price received to transfer an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. SFAS 157 establishes a framework for measuring fair value by creating a hierarchy of valuation inputs used to measure fair value, and although it does not require additional fair value measurements, it applies to other accounting pronouncements that require or permit fair value measurements.

The hierarchy prioritizes the inputs into three broad levels:

Level 1 inputs unadjusted quoted prices in active markets for identical assets or liabilities that we have the ability to access. An active market for the asset or liability is one in which transactions for the asset or liability occurs with sufficient frequency and volume to provide ongoing pricing information.

Level 2 inputs inputs other than quoted market prices included in Level 1 that are observable, either directly or indirectly, for the asset or liability. Level 2 inputs include, but are not limited to, quoted prices for similar assets or liabilities in an active market, quoted prices for identical or similar assets or liabilities in markets that are not active and inputs other than quoted market prices that are observable for the asset or liability, such as interest rate curves and yield curves observable at commonly quoted intervals, volatilities, credit risk and default rates.

Level 3 inputs unobservable inputs for the asset or liability.

The following table provides the fair value measurement amounts for assets and liabilities recorded on the Company's Condensed Consolidated Balance Sheet at fair value as of November 22, 2008:

| | Total Fair Value Amounts at November 22, 2008 | Level 1 | Level 2 | Level 3 |
|--|--|----------------|----------------|----------------|
| Short-term investments ⁽¹⁾ | \$ 65,659 | \$ 65,659 | \$ | \$ |
| Fuel hedge derivative liability ⁽²⁾ | (2,705) | | (2,705) | |
| Interest rate swap derivative liabilities ⁽³⁾ | (6,111) | | (6,111) | |
| Total | \$ 56,843 | \$ 65,659 | \$ (8,816) | \$ |

(1) Included within Other current assets on the Condensed Consolidated Balance Sheet.

(2) Included within Accrued expenses and other current liabilities on the

Condensed
Consolidated
Balance Sheet.

- (3) Included within
Other long term
liabilities on the
Condensed
Consolidated
Balance Sheet.

Short-term investments are typically valued at the closing price in the principal active market as of the last business day of the quarter. The fair values of derivative assets and liabilities traded in the over-the-counter market are determined using quantitative models that require the use of multiple inputs including interest rates, prices and indices to generate pricing and volatility factors. The predominance of market inputs are actively quoted and can be validated through external sources, including brokers, market transactions and third-party pricing services. Our derivative instruments are valued using Level 2 measurements.

Table of Contents**Note D- Inventories**

Inventories are stated at the lower of cost or market using the last-in, first-out (LIFO) method. Included in inventory are related purchasing, storage, delivery and handling costs. Due to price deflation on the Company's merchandise purchases, the Company's inventory balances are effectively maintained under the first-in first-out method. The Company's policy is not to write up inventory in excess of replacement cost, resulting in cost of sales being reflected at the higher amount. The cumulative balance of this unrecorded adjustment, which is reduced upon experiencing price inflation on our merchandise purchases, was \$215.2 million at November 22, 2008, and \$225.4 million at August 30, 2008.

Note E- Pension Plans

The (income) cost components of net periodic benefit income related to our pension plans for all periods presented are as follows:

| | Twelve Weeks Ended | |
|------------------------------------|----------------------------------|------------------------------|
| | November 22, 2008 | November 17, 2007 |
| <i>(in thousands)</i> | | |
| Interest cost | \$ 2,457 | \$ 2,299 |
| Expected return on plan assets | (2,927) | (3,008) |
| Amortization of prior service cost | 14 | 23 |
| Amortization of net loss | 17 | 22 |
| Net periodic benefit income | \$ (439) | \$ (664) |

The Company makes contributions in amounts at least equal to the minimum funding requirements of the Employee Retirement Income Security Act of 1974. During the twelve week period ended November 22, 2008 the Company did not make any contributions to its funded plan and does not expect any additional funding for the remainder of this fiscal year.

Note F- Long-Term Debt

The Company's long-term debt consisted of the following:

| | November 22, 2008 | August 30, 2008 |
|---|------------------------------|----------------------------|
| <i>(in thousands)</i> | | |
| Bank Term Loan due December 2009, effective interest rate of 4.40% | \$ 300,000 | \$ 300,000 |
| 4.75% Senior Notes due November 2010, effective interest rate of 4.17% | 199,300 | 200,000 |
| 5.875% Senior Notes due October 2012, effective interest rate of 6.33% | 300,000 | 300,000 |
| 4.375% Senior Notes due June 2013, effective interest rate of 5.65% | 200,000 | 200,000 |
| 6.5% Senior Notes due January 2014, effective interest rate of 6.63% | 500,000 | 500,000 |
| 5.5% Senior Notes due November 2015, effective interest rate of 4.86% | 300,000 | 300,000 |
| 6.95% Senior Notes due June 2016, effective interest rate of 7.09% | 200,000 | 200,000 |
| 7.125% Senior Notes due August 2018, effective interest rate of 7.28% | 250,000 | 250,000 |
| Commercial paper, weighted average interest rate of 4.5% at November 22, 2008 | 18,900 | |
| | \$ 2,268,200 | \$ 2,250,000 |

Balances maturing in the next twelve months are classified as long-term in the accompanying condensed consolidated balance sheets as the Company has the ability and intent to refinance them on a long-term basis.

Note G- Stock Repurchase Program

On September 23, 2008, the Board of Directors increased the Company's cumulative share repurchase authorization from \$6.4 billion to \$6.9 billion. From January 1, 1998 to November 22, 2008, the Company has repurchased a total of 108.3 million shares at an aggregate cost of \$6.6 billion, including 2,233,052 shares of our common stock at an aggregate cost of \$272.1 million during the twelve week period ended November 22, 2008. Considering cumulative repurchases as of November 22, 2008, the Company has \$337.0 million remaining under the Board's authorization to repurchase its common stock.

On December 17, 2008, the Board of Directors increased the Company's cumulative share repurchase authorization from \$6.9 billion to \$7.4 billion.

Table of Contents**Note H- Comprehensive Income**

Comprehensive income includes foreign currency translation adjustments; the impact from certain derivative financial instruments designated and effective as cash flow hedges, including changes in fair value, as applicable; the reclassification of gains and/or losses from accumulated other comprehensive loss to net income to offset the earnings impact of the underlying items being hedged; and changes in the fair value of certain investments classified as available for sale. The foreign currency translation adjustment of \$41.6 million in the twelve weeks ended November 22, 2008, was attributable to the weakening of the Mexican Peso against the US Dollar, which as of November 22, 2008, had decreased by approximately 25% when compared to August 30, 2008.

Comprehensive income for all periods presented is as follows:

| | Twelve Weeks Ended | |
|--|----------------------------------|------------------------------|
| | November 22, 2008 | November 17, 2007 |
| <i>(in thousands)</i> | | |
| Net income, as reported | \$ 131,371 | \$ 132,516 |
| Foreign currency translation adjustment | (41,600) | 812 |
| Net impact from derivative instruments | (1,257) | (3,542) |
| Unrealized gains (losses) from marketable securities | (432) | 246 |
| Comprehensive income | \$ 88,082 | \$ 130,032 |

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Report of Independent Registered Public Accounting Firm
The Board of Directors and Stockholders
AutoZone, Inc.

We have reviewed the condensed consolidated balance sheet of AutoZone, Inc. as of November 22, 2008, the related condensed consolidated statements of income and cash flows for the twelve week periods ended November 22, 2008 and November 17, 2007. These financial statements are the responsibility of the Company's management.

We conducted our review in accordance with the standards of the Public Company Accounting Oversight Board (United States). A review of interim financial information consists principally of applying analytical procedures and making inquiries of persons responsible for financial and accounting matters. It is substantially less in scope than an audit conducted in accordance with the standards of the Public Company Accounting Oversight Board, the objective of which is the expression of an opinion regarding the financial statements taken as a whole. Accordingly, we do not express such an opinion.

Based on our review, we are not aware of any material modifications that should be made to the condensed consolidated financial statements referred to above for them to be in conformity with U.S. generally accepted accounting principles.

We have previously audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), the consolidated balance sheet of AutoZone, Inc. as of August 30, 2008, and the related consolidated statements of income, changes in stockholders' equity, and cash flows for the year then ended, not presented herein, and, in our report dated October 20, 2008, we expressed an unqualified opinion on those consolidated financial statements. In our opinion, the information set forth in the accompanying condensed consolidated balance sheet as of August 30, 2008 is fairly stated, in all material respects, in relation to the consolidated balance sheet from which it has been derived.

/s/ Ernst & Young LLP
Memphis, Tennessee
December 16, 2008

Table of Contents**Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations.****Overview**

We are the nation's leading retailer and a leading distributor of automotive parts and accessories. As of November 22, 2008, we operated 4,272 stores including 150 stores in Mexico, compared with 4,096 stores including 124 stores in Mexico at November 17, 2007. Each of our stores carries an extensive product line for cars, sport utility vehicles, vans and light trucks, including new and remanufactured automotive hard parts, maintenance items, accessories and non-automotive products. In many of our stores we also have a commercial sales program that provides commercial credit and prompt delivery of parts and other products to local, regional and national repair garages, dealers, service stations and government agencies. We also sell the ALLDATA brand automotive diagnostic and repair software. On the web, we sell diagnostic and repair information and automotive hard parts, maintenance items, accessories and non-automotive products through www.autozone.com. We do not derive revenue from automotive repair or installation.

Operating results for the twelve weeks ended November 22, 2008, are not necessarily indicative of the results that may be expected for the fiscal year ending August 29, 2009. Each of the first three quarters of our fiscal year consists of 12 weeks, and the fourth quarter consists of 16 or 17 weeks. The fourth quarter for fiscal 2008 had 17 weeks and for fiscal 2009 will have 16 weeks. Our business is somewhat seasonal in nature, with the highest sales generally occurring in the spring and summer months of March through September and the lowest sales generally occurring in the winter months of December through February. Additionally, we believe the two statistics that have the closest correlation to our market growth are the number of seven year old or older vehicles on the road and miles driven.

Executive Summary

Net sales were up 1.6% for the quarter as we experienced modest same store sales declines. Early in the quarter our net sales were negatively impacted by two major hurricanes in September, which were followed by gas shortages in the Southeast, but later in the quarter gas prices declined and our sales trends ran generally consistent with our recent quarterly performance.

In the midst of a very challenging macro environment, our business displayed a great deal of resilience. The sales of new vehicles have declined significantly while scrappage rates have remained stable. This leads to an aging U.S. fleet which historically has been beneficial to us. On the other hand, miles driven declined for the twelfth straight month in October. While we believe higher gas prices have contributed to these trends, we have seen a material decline in gas prices in the last few months and we are optimistic that, over time, the decline in gas prices will lead to a more normalized trend in miles driven which could eliminate one of the major challenges our industry has faced for the last couple of years.

As we continue to see specific discretionary categories being negatively impacted by the current environment, we have increased our focus on selling the parts, products and related items necessary to complete the job, improving our proprietary sales tool, Z-net, and enhancing training and promotions.

Twelve Weeks Ended November 22, 2008,**Compared with Twelve Weeks Ended November 17, 2007**

Net sales for the twelve weeks ended November 22, 2008, increased \$22.6 million to \$1.478 billion, or 1.6% over net sales of \$1.456 billion for the comparable prior year period. Domestic same store sales (sales for stores opened at least one year) decreased 1.5%. Domestic retail sales increased 0.7%, domestic commercial sales increased 1.8%, and combined sales from our ALLDATA and Mexico operations increased 14.2%.

Gross profit for the twelve weeks ended November 22, 2008, was \$741.2 million, or 50.1% of net sales, compared with \$726.4 million, or 49.9% of net sales, during the comparable prior year period. The improvement in gross margin rate was primarily due to ongoing category management efforts, including an increase in vendor supported promotional activities that were partially offset by increased product costs.

Operating, selling, general and administrative expenses for the twelve weeks ended November 22, 2008, were \$502.7 million, or 34.0% of net sales, compared with \$489.1 million, or 33.6% of net sales, during the comparable prior year period. The increase in operating expenses, as a percentage of sales, was primarily due to higher occupancy costs and self insurance expenses versus last year.

Interest expense, net for the twelve weeks ended November 22, 2008, was \$31.2 million compared with \$28.1 million during the comparable prior year period. This increase was primarily due to the increase in debt over the comparable prior year period. Average borrowings for the twelve weeks ended November 22, 2008, were \$2.256 billion, compared with \$2.035 billion for the comparable prior year period. Weighted average borrowing rates were 5.8% at November 22, 2008 and 5.4% at November 17, 2007.

Our effective income tax rate was 36.6% of pretax income for the twelve weeks ended November 22, 2008, and 36.7% for the comparable prior year period. The annual rate for fiscal 2009 will depend on a number of factors, including the amount and source of operating income and the timing and nature of discrete income tax events.

Net income for the twelve week period ended November 22, 2008, decreased by \$1.1 million to \$131.4 million, and diluted earnings per share increased by 10.1% to \$2.23 from \$2.02 in the comparable prior year period driven by stock repurchases.

Table of Contents**Liquidity and Capital Resources**

The primary source of our liquidity is our cash flows realized through the sale of automotive parts and accessories. For the twelve weeks ended November 22, 2008, our net cash flows from operating activities provided \$140.8 million as compared with \$171.0 million during the comparable prior year period. The decrease was primarily due to a decrease in accounts payable and accrued expenses due to timing of payments and an increase in cash used to build inventory.

Our net cash flows from investing activities for the twelve weeks ended November 22, 2008, used \$46.6 million as compared with \$59.7 million used in the comparable prior year period. Capital expenditures for the twelve weeks ended November 22, 2008, were \$51.1 million compared to \$44.9 million for the comparable prior year period. During this twelve week period, we opened 32 stores, including two new stores in Mexico. In the comparable prior year period, we opened 41 stores, including one in Mexico. Investing cash flows were also impacted by our wholly-owned insurance captive, which purchased \$5.3 million and sold \$5.3 million in marketable securities during the twelve weeks ended November 22, 2008. During the comparable prior year period, this captive purchased \$20.4 million in marketable securities and sold \$5.2 million in marketable securities. Capital asset disposals provided \$4.5 million during the current period and \$0.4 million in the prior year period.

Our net cash flows from financing activities for the twelve weeks ended November 22, 2008, used \$248.3 million compared to \$118.2 million used in the comparable prior year period. Net proceeds from commercial paper borrowings were \$18.9 million versus \$264.4 million in the comparable prior year period. Repayment of debt was \$0.7 million as compared to \$38.9 million in the comparable prior year period. Stock repurchases were \$272.1 million in the current twelve week period as compared with \$350.0 million in the comparable prior year period. For the twelve weeks ended November 22, 2008, proceeds from the sale of common stock and exercises of stock options provided \$9.6 million, including \$1.5 million in related tax benefits. In the comparable prior year period, proceeds from the sale of common stock and exercises of stock options provided \$10.6 million, including \$1.8 million in related tax benefits.

We expect to invest in our business consistent with historical rates during fiscal 2009, primarily related to our new store development program and enhancements to existing stores and systems. In addition to the building and land costs, our new store development program requires working capital, predominantly for inventories. Historically, we have negotiated extended payment terms from suppliers, reducing the working capital required. We plan to continue leveraging our inventory purchases; however, our ability to do so may be impacted by a prolonged tightening of the credit markets which may directly limit our vendors' capacity to factor their receivables from us.

Depending on the timing and magnitude of our future investments (either in the form of leased or purchased properties or acquisitions), we anticipate that we will rely primarily on internally generated funds and available borrowing capacity to support a majority of our capital expenditures, working capital requirements and stock repurchases. The balance may be funded through new borrowings. We anticipate that we will be able to obtain such financing in view of our credit ratings.

Credit Ratings

At November 22, 2008, AutoZone had a senior unsecured debt credit rating from Standard & Poor's of BBB and a commercial paper rating of A-2. Moody's Investors Service had assigned the Company a senior unsecured debt credit rating of Baa2 and a commercial paper rating of P-2. Fitch Ratings assigned the Company a BBB rating for senior unsecured debt and an F-2 rating for commercial paper. As of November 22, 2008, Moody's, Standard & Poor's and Fitch had AutoZone listed as having a stable outlook. If our credit ratings drop, our interest expense may increase; similarly, we anticipate that our interest expense may decrease if our investment ratings are raised. If our commercial paper ratings drop below current levels, we may have difficulty continuing to utilize the commercial paper market and our interest expense will likely increase, as we will then be required to access more expensive bank lines of credit. If our senior unsecured debt ratings drop below investment grade, our access to financing may become more limited.

Debt Facilities

We maintain \$1.0 billion of revolving credit facilities with a group of banks to primarily support commercial paper borrowings, letters of credit and other short-term unsecured bank loans. The credit facilities may be increased to \$1.3 billion at AutoZone's election and subject to bank credit capacity and approval, may include up to \$200 million in letters of credit, and may include up to \$100 million in capital leases. As the available balance is reduced by

commercial paper borrowings and certain outstanding letters of credit, the Company had \$841.6 million in available capacity under these facilities at November 22, 2008. The rate of interest payable under the credit facilities is a function of Bank of America's base rate or a Eurodollar rate (each as defined in the facility agreements), or a combination thereof. These facilities expire in May 2010.

The 6.50% and 7.125% notes issued during August, 2008, are subject to an interest rate adjustment if the debt ratings assigned to the notes are downgraded and a provision where repayment of the notes may be accelerated if we experience a change in control (as defined in the agreements). Our borrowings under our other Senior Notes arrangements contain minimal covenants, primarily restrictions on liens. Under our other borrowing arrangements, covenants include limitations on total indebtedness, restrictions on liens, a minimum fixed charge coverage ratio and a provision where repayment obligations may be accelerated if AutoZone experiences a change in control (as defined in the agreements). All of the repayment obligations under our borrowing arrangements may be accelerated and come due prior to the scheduled payment date if covenants are breached or an event of default occurs. As of November 22, 2008, we were in compliance with all covenants and expect to remain in compliance with all covenants.

Table of Contents*Stock Repurchases*

On September 23, 2008, the Board of Directors increased the Company's cumulative share repurchase authorization from \$6.4 billion to \$6.9 billion. From January 1, 1998 to November 22, 2008, we have repurchased a total of 108.3 million shares at an aggregate cost of \$6.6 billion, including 2,233,052 shares of our common stock at an aggregate cost of \$272.1 million during the twelve week period ended November 22, 2008. Considering cumulative repurchases as of November 22, 2008, the Company has \$337.0 million remaining under the Board's authorization to repurchase our common stock.

On December 17, 2008, the Board of Directors increased the Company's cumulative share repurchase authorization from \$6.9 billion to \$7.4 billion.

Off-Balance Sheet Arrangements

In conjunction with our commercial sales program, we offer credit to some of our commercial customers. The majority of our receivables related to the credit program are sold to a third party at a discount for cash with limited recourse. We have established a reserve for this recourse. At November 22, 2008, the receivables facility had an outstanding balance of \$56.4 million and the balance of the recourse reserve was approximately \$1.4 million.

Since fiscal year end, we have cancelled, issued new and modified existing stand-by letters of credit that are primarily renewed on an annual basis to cover premium and deductible payments to our workers' compensation carrier. Our total standby letters of credit commitment at November 22, 2008, was \$114.0 million compared with \$113.3 million at August 30, 2008, and our total surety bonds commitment at November 22, 2008, was \$13.1 million compared with \$13.8 million at August 30, 2008.

Recent Accounting Pronouncements

On August 25, 2007, we adopted the recognition and disclosure provisions of FASB Statement No. 158, *Employers Accounting for Defined Benefit Pension and Other Postretirement Plans* (SFAS 158). SFAS 158 requires recognition in the balance sheet of the funded status of defined benefit pension and other postretirement plans, and the recognition in accumulated other comprehensive income (AOCI) of unrecognized gains or losses and prior service costs or credits. The funded status is measured as the difference between the fair value of the plan's assets and the projected benefit obligation (PBO) of the plan.

Additionally, SFAS 158 requires the measurement date for plan assets and liabilities to coincide with the sponsor's year end. On August 31, 2008, we adopted the measurement date provisions of SFAS 158. The adoption of the measurement date provisions of SFAS 158 had no material effect on our consolidated financial statements as of and for the twelve weeks ended November 22, 2008 or for any prior period presented, and it will not materially affect our operating results in future periods.

Effective August 31, 2008, the Company adopted FASB Statement No. 157, *Fair Value Measurements* (SFAS 157), which defines fair values, establishes a framework for measuring fair value in generally accepted accounting principles, and expands disclosure about fair value measurements. The adoption of SFAS 157 had no impact on our financial statements as of and for the twelve weeks ended November 22, 2008.

Forward-Looking Statements

Certain statements contained in this Quarterly Report on Form 10-Q are forward-looking statements. Forward-looking statements typically use words such as believe, anticipate, should, intend, plan, will, expect, estimate, positioned, strategy and similar expressions. These are based on assumptions and assessments made by our management in light of experience and perception of historical trends, current conditions, expected future developments and other factors that we believe to be appropriate. These forward-looking statements are subject to a number of risks and uncertainties, including without limitation, competition; product demand; the economy; credit markets; the ability to hire and retain qualified employees; consumer debt levels; inflation; weather; raw material costs of our suppliers; energy prices; war and the prospect of war, including terrorist activity; availability of consumer transportation; construction delays; access to available and feasible financing; and changes in laws or regulations. Forward-looking statements are not guarantees of future performance and actual results, developments and business decisions may differ from those contemplated by such forward-looking statements, and such events could materially and adversely affect our business. Forward-looking statements speak only as of the date made. Except as required by applicable law, we undertake no obligation to update publicly any forward-looking statements, whether as a result of

new information, future events or otherwise. Actual results may materially differ from anticipated results. Please refer to the Risk Factors section contained in our Annual Report on Form 10-K for the fiscal year ended August 30, 2008, for more information related to those risks.

Item 3. Quantitative and Qualitative Disclosures About Market Risk.

At November 22, 2008, the only material changes to our instruments and positions that are sensitive to market risk since the disclosures in our 2008 Annual Report to Stockholders were the \$18.9 million net increase in commercial paper and the execution of two fuel swap contracts to economically hedge a portion of our unleaded fuel exposure. The fuel swap contracts have not been designated by us as hedging instruments under the provisions of SFAS 133, and thus do not qualify for hedge accounting treatment. Accordingly, mark-to-market losses of \$2.7 million were recorded in operating, selling, general and administrative expenses in the twelve weeks ended November 22, 2008.

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The fair value of our debt was estimated at \$1.962 billion as of November 22, 2008, and \$2.235 billion as of August 30, 2008, based on the quoted market prices for the same or similar debt issues or on the current rates available to AutoZone for debt of the same remaining maturities. Such fair value is less than the carrying value of debt by \$306.0 million at November 22, 2008, and less than the carrying value of debt by \$15.0 million at August 30, 2008. Considering the effect of any interest rate swaps designated and effective as cash flow hedges, we had \$18.9 million of variable rate debt outstanding at November 22, 2008, and no variable rate debt outstanding at August 30, 2008. At these borrowing levels for variable rate debt, a one percentage point increase in interest rates would have had an unfavorable annual impact on our pre-tax earnings and cash flows of \$0.2 million in fiscal 2009, which includes the effects of interest rate swaps. The primary interest rate exposure on variable rate debt is based on LIBOR. Considering the effect of any interest rate swaps designated and effective as cash flow hedges, we had outstanding fixed rate debt of \$2.249 billion at November 22, 2008, and \$2.250 billion at August 30, 2008. A one percentage point increase in interest rates would reduce the fair value of our fixed rate debt by \$69.4 million at November 22, 2008 and \$90.7 million at August 30, 2008.

Item 4. Controls and Procedures.

An evaluation was performed under the supervision and with the participation of our management, including the Chief Executive Officer and Chief Financial Officer, of the effectiveness of the design and operation of our disclosure controls and procedures as of November 22, 2008. Based on that evaluation, our management, including the Chief Executive Officer and Chief Financial Officer, concluded that our disclosure controls and procedures were effective as of November 22, 2008. During or subsequent to the quarter ended November 22, 2008, there were no changes in our internal controls that have materially affected or are reasonably likely to materially affect, internal controls over financial reporting.

Item 4T. Controls and Procedures.

Not applicable.

PART II. OTHER INFORMATION**Item 1. Legal Proceedings.**

As of the date of this filing, there have been no additional material legal proceedings or material developments in the legal proceedings disclosed in Part I, Item 3, of our Annual Report on Form 10-K for the fiscal year ended August 30, 2008.

Item 1A. Risk Factors.

As of the date of this filing, there have been no material changes in our risk factors from those disclosed in Part I, Item 1A, of our Annual Report on Form 10-K for the fiscal year ended August 30, 2008.

Item 2. Unregistered Sales of Equity Securities and Use of Proceeds.

Shares of common stock repurchased by the Company during the quarter ended November 22, 2008, were as follows:

Issuer Repurchases of Equity Securities

| Period | Total Number of Shares Purchased | Average Price Paid per Share | Total Number of Shares Purchased as Part of Publicly Announced Plans or Programs | Maximum Dollar Value that May Yet Be Purchased Under the Plans or Programs |
|--|---|---------------------------------------|--|--|
| August 31, 2008 to September 27, 2008 | 764,782 | \$ 137.29 | 106,821,233 | \$ 504,085,328 |
| September 28, 2008 to October 25, 2008 | 1,075,870 | 111.22 | 107,897,103 | 384,428,341 |
| October 26, 2008 to November 22, 2008 | 392,400 | 120.96 | 108,289,503 | 336,961,903 |

| | | | | |
|-------|-----------|-----------|-------------|----------------|
| Total | 2,233,052 | \$ 121.86 | 108,289,503 | \$ 336,961,903 |
|-------|-----------|-----------|-------------|----------------|

All of the above repurchases were part of publicly announced plans that were authorized by the Company's Board of Directors for the purchase of a maximum of \$6.9 billion in common shares as of November 22, 2008. The program was initially announced in January 1998, and was most recently amended on December 17, 2008, to increase the repurchase authorization to \$7.4 billion from \$6.9 billion. The program does not have an expiration date.

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Item 3. Defaults Upon Senior Securities.

Not applicable.

Item 4. Submission of Matters to a Vote of Security Holders.

Not applicable.

Item 5. Other Information.

Not applicable.

Item 6. Exhibits.

The following exhibits are filed as part of this report:

- 3.1 Restated Articles of Incorporation of AutoZone, Inc. incorporated by reference to Exhibit 3.1 to the Form 10-Q for the quarter ended February 13, 1999.
- 3.2 Fourth Amended and Restated By-laws of AutoZone, Inc. Incorporated by reference to Exhibit 99.2 to the Form 8-K dated September 28, 2007.
- 12.1 Computation of Ratio of Earnings to Fixed Charges.
- 15.1 Letter Regarding Unaudited Interim Financial Statements.
- 31.1 Certification of Principal Executive Officer Pursuant to Rules 13a-14(a) and 15d-14(a) under the Securities Exchange Act of 1934, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
- 31.2 Certification of Principal Financial Officer Pursuant to Rules 13a-14(a) and 15d-14(a) under the Securities Exchange Act of 1934, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
- 32.1 Certification of Principal Executive Officer Pursuant to 18 U.S.C. Section 1350 as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
- 32.2 Certification of Principal Financial Officer Pursuant to 18 U.S.C. Section 1350 as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.

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 thereunto duly authorized.

AUTOZONE, INC.

By: /s/ WILLIAM T. GILES
William T. Giles
Chief Financial Officer, Executive Vice
President,
Finance, Information Technology and
Store Development
(Principal Financial Officer)

By: /s/ CHARLIE PLEAS, III
Charlie Pleas, III

Senior Vice President, Controller
(Principal Accounting Officer)

Dated: December 19, 2008

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