

AUTOZONE INC  
Form 8-K  
November 03, 2003

**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

**November 3, 2003**  
Date of Report  
(Date of earliest event reported)

**AUTOZONE, INC.**  
(Exact name of registrant as specified in its charter)

<b>Nevada</b> (State or other jurisdiction of incorporation or organization)	<b>1-10714</b> (Commission File Number)	<b>62-1482048</b> (I.R.S. Employer Identification No.)
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**123 South Front Street**  
**Memphis, Tennessee 38103**  
(Address of principal executive offices) (Zip Code)

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

(not applicable)  
Former name, former address and former fiscal year, if changed since last report.

**Item 5. Other Events**

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On November 3, 2003, Citigroup Global Markets, Inc. ("Citigroup") issued a press release stating that ESL Investments, Inc. ("ESL") and Citigroup had agreed to modify the terms of the sale by partnerships associated with ESL of a portion of their interests in AutoZone, Inc. ("AutoZone"), which had been announced on October 31, 2003 (and was the subject of a Current Report on Form 8-K filed on October 31, 2003). The press release stated that the ESL partnerships will continue to sell, as previously announced, approximately 5.6 million shares of AutoZone common stock in a public offering underwritten by Citigroup for a purchase price to be paid to the partnerships of approximately \$550 million. The press release stated that ESL and Citigroup have, however, decided not to proceed with the proposed sale by the ESL partnerships of an over-the-counter option providing for the purchase by an affiliate of Citigroup of 4.4 million shares of AutoZone common stock. The press release further stated that, as a result of the decision regarding the proposed option, the affiliate of Citigroup will not offer, as previously announced, an additional 1.8 million AutoZone shares in transactions through Citigroup.

As previously announced, AutoZone will not sell any shares in the offering.

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**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/ Michael G. Archbold

Michael G. Archbold  
Senior Vice President & Chief Financial Officer  
Customer Satisfaction

Dated: November 3, 2003