

AUTOZONE INC  
Form 8-K  
August 18, 2008

**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**

**August 18, 2008**  
**(August 16, 2008)**  
Date of Report  
(Date of earliest event reported)

**AutoZone, Inc.**

(Exact name of registrant as specified in its charter)

**Nevada**  
(State or other jurisdiction  
of incorporation)

**1-10714**  
(Commission File Number)

**62-1482048**  
(IRS Employer Identification No.)

**123 South Front Street, Memphis, Tennessee**  
(Address of principal executive offices)

**38103**  
(Zip Code)

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

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(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:

- 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 Principal Officers; Election of Directors; Appointment of Principal Officers.**

On August 16, 2008, the Board of Directors of AutoZone, Inc. (the "Company") elected Robert R. Grusky and William C. Crowley as directors of the Company. This action was taken pursuant to the Company's agreement with its largest shareholder, ESL Investments, Inc., dated as of June 25, 2008, in which the Company agreed to add three directors, two of whom would be identified by ESL. Messrs. Grusky and Crowley were identified by ESL.

The press release announcing the election is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

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

The following exhibit is filed with this Current Report pursuant to Item 5.02:

(d) Exhibits

99.1 Press Release dated August 16, 2008.

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**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.

**AutoZone, Inc.**

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(Registrant)

*/s/ HARRY L. GOLDSMITH*

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**August 18, 2008**

(Date)

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Harry L. Goldsmith

*Executive Vice President, General Counsel and Secretary*

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**Exhibit Index**

99.1 Press release dated August 16, 2008