AutoZone

GO THE EXTRA MILE

2021 ANNUAL REPORT

Notice of Annual Meeting of Stockholders and Proxy Statement

Corporate Profile

AutoZone, Inc. is the leading retailer, and a leading distributor, of automotive replacement parts and accessories in the Americas. We began operations in 1979 and at August 28, 2021 operated 6,051 store in the United States ("U.S."); 664 stores in Mexico; and 52 stores in Brazil. Each store 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. At August 28, 2021 in 5,179 of our domestic stores, we also had 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 public sector accounts. We also have commercial programs in all stores in Mexico and Brazil. We also sell the ALLDATA brand diagnostic, repair and shop management software through www.alldata.com. Additionally, we sell automotive hard parts, maintenance items, accessories and non-automotive products through www.autozone.com, and our commercial customers can make purchases through www.autozonepro.com. We also provide product information on our Duralast branded products through www.duralastparts.com. We do not derive revenue from automotive repair or installation services.

- 6,767 stores (6,051 stores in 50 states in the U.S., 664 stores in Mexico, and 52 stores in Brazil)
- 5,179 domestic Commercial programs
- 12 Distribution centers (10 in the U.S. and two in Mexico)
- 105,000 AutoZoners

Selected Financial Highlights

(Dollars in millions, except per share data)	2017	2018	2019*	2020	**2021**
Net Sales	$10,889	$11,221	$11,864	$12,632	**$14,630**
Operating Profit	$2,080	$1,811	$2,216	$2,418	**$2,945**
Diluted Earnings per Share	$44.07	$48.77	$63.43	$71.93	**$95.19**
After-Tax Return on Invested Capital	29.9%	32.1%	35.7%	38.1%	**41.0%**
Domestic Same Store Sales Growth	0.5%	1.8%	3.0%	7.4%	**13.6%**
Operating Margin	19.1%	16.1%	18.7%	19.1%	**20.1%**
Cash Flow from Operations	$1,571	$2,080	$2,129	$2,720	**$3,519**

* FY2019 includes a 53rd week of results

AutoZone
GO THE EXTRA MILE

Dear Customers, AutoZoners and Stockholders,

Since opening our very first store in Forrest City, Arkansas, on July 4, 1979, AutoZone proudly exists to serve the needs of our customers, the motoring public. For over four decades, whether in times of natural disasters, difficult economic environments, or simply navigating the rigors of day-to-day life, our company, and in particular, our incredible AutoZoners, have remained committed to ensuring that our customers can safely and responsibly operate their vehicles. Our tremendous success, enabled by our unique and powerful culture of Customer Satisfaction, is a direct testament to the countless sacrifices, bold innovations, and unwavering commitment to excellence of AutoZoners both past and present. Words fall short of expressing my sincerest gratitude to each one of them.

Yet, no one could have imagined all that has happened as a result of the global pandemic caused by the novel coronavirus. The ever-changing landscape of the pandemic continues to force us all to make tough decisions and adapt. That said, since day one of the pandemic, our AutoZoners, especially those in our stores and distribution centers, have been on the front lines and their commitment to being safety leaders and putting our customers first has never wavered.

On behalf of our over 105,000 AutoZoners around the globe, I am honored to update you on our outstanding and record-setting progress during fiscal 2021 and to review our opportunities for 2022 and beyond. Our operating theme for 2022 is "Go The Extra Mile," which is both a call-to-action and constant reminder of what we must do, as a company and as AutoZoners, to meet the growing needs of our customers and for us to continuously challenge ourselves to position our company for even greater success during and well after these most extraordinary times.

As we look to our future, I continue to be enthusiastic about our company's ability to accelerate domestic and international historic growth rates, leverage ongoing and new investments, and increase both Retail and Commercial market share, all while being a responsible global corporate citizen. And, I remain very bullish about our near and long-term future.

Summary of 2021 Results

For fiscal 2021, our focus was to build upon the lessons we learned to accelerate growth in our Retail, Commercial and International businesses – which remain our strategic priorities. Again, as 1Team, across the entire enterprise, we were able to exceed even the loftiest of expectations for 2021.

In FY21, we reached a record $14.6 billion in sales and grew domestic same store sales by 13.6%. Building upon our record-setting performance in 2020, in 2021, we were able to meaningfully accelerate our growth establishing new all-time highs in average sales per store, average Commercial sales per program, earnings per share, and cash flow from operations.

We opened 218 net new stores and 172 net new domestic Commercial programs. Now, over 85% of our U.S. stores have a Commercial program along with every store in Mexico and Brazil. For the year, we averaged $12,600 in weekly sales per Commercial program in the U.S., which is up from the then record, $10,600 just last fiscal year.

During fiscal 2021, we continued to enhance our local market inventory availability by building new and expanding existing facilities and ended the year with 58 Mega Hubs and 179 regular Hub stores. As a point of reference, our regular Hub stores allow us to carry roughly 50,000 SKUs, more than twice the assortment of a typical store and our Mega Hubs allow us to carry about 80,000 to 110,000 SKUs – all of which provides a tremendous improvement in our ability us say “Yes, We’ve Got It!” to our customers more frequently, driving additional sales.

Aside from our outstanding and historic performance, I continue to be inspired by our Board and management team’s commitment to doing what is right, putting safety first, while caring deeply for our AutoZoners. As vaccinations were approved and introduced to those eligible, early on, we announced a cash incentive to encourage all AutoZoners to complete their COVID-19 vaccination. As a company, in addition to keeping the health and safety of our AutoZoners and customers our top priority, we also wanted to remove any potential work-related barriers and encourage our AutoZoners to get fully vaccinated.

Strong leadership was exemplified by our management team when we decided to offer additional days off this past year to eligible store and distribution center AutoZoners to deal with anything that arose, COVID-related or not. We provided an additional week of Emergency Time-Off (ETO) benefits in 2021, on top of the two weeks of ETO provided in 2020. Since the beginning of the pandemic, we have provided over $100 million of additional benefits to our AutoZoners to help them navigate this difficult and ever-changing environment. We could not be prouder to continue investing in and supporting our amazing AutoZoners during these most interesting of times.

Our Future

While we experienced historic sales growth in 2021, we are laser-focused on going the extra mile to deliver continued success in 2022.

For fiscal 2022, we will continue to drive for increased share gains across our Domestic Retail and Commercial customer bases and for continued accelerated growth Internationally. In all candor, as we have stated routinely, forecasting our sales performance in the short to mid-term is quite challenging in this environment. There has been significant volatility and we don't have clear line of sight to many potential drivers. How long will supply challenges persist? Will they worsen? Will there be additional stimulus or enhanced unemployment? How much inflation will we experience? Our charge is to optimize our sales and overall performance in light of the macro environment. And, while we understand our Domestic Retail business must lap extraordinary gains from last year, we remain focused on maintaining, and even growing, our Domestic Retail share gains generated during the pandemic.

Regarding our Domestic Commercial sales, we believe we can continue to grow this business despite macro influences. Last year's Domestic Commercial Sales grew 22.6%, as we finished with over $3.3 billion in sales. We believe that the significant investments we have made, including leveraging technology to improve deliveries, continuing to build and enhance the Duralast brand, ensuring we are priced right and improving our assortments, including our plans to aggressively add more Hub and Mega Hub stores, paired with the incredible ability of our AutoZoners to put customers first, will continue to yield benefits today, tomorrow and well into the future.

Regarding our International growth, we will continue to diligently expand our store base in Mexico and will double-down on our growth in Brazil. Growing internationally remains a key strategic priority for us. While we are the Retail Sales industry leader and growing in the U.S., our Domestic Commercial and International sales are growing rapidly. We are excited about our future opportunities everywhere.

Again, I want to thank all AutoZoners for their continued dedication and tireless efforts in 2021. The company's success is entirely due to our AutoZoners solving problems, adding value, and helping our customers with their needs. I also want to thank our vendor partners for their ongoing commitment to our success. Additionally, I would like to thank you, our stockholders, for the confidence you have placed in our team by your decision to invest in AutoZone. We remain committed to managing your capital wisely, achieving an appropriate return on incremental projects and returning excess cash through an orderly share repurchase program.

I would also like to take a moment to thank Mike Calbert, one of our Board Members, who has decided not to stand for re-election at the Company's Annual Meeting of Stockholders this December. It has been a privilege having Mike as a member of the Board, and his expertise and contributions will be sorely missed. I thank Mike for his leadership, guidance, and focus on the customer all while keeping us on track with growing shareholder value. I wish Mike the best in his future endeavors.

I would also like to take a moment to give special thanks to Ron Griffin, Senior Vice President and Chief Information Officer, for his many contributions and exceptional service to our customers and organization. After a nine-year AutoZone career, Ron decided to retire. AutoZone has truly benefited from his leadership and efforts to ensure a best-in-class shopping experience for our customers. We now welcome Michelle Borninkhof, our new Senior Vice President and Chief Information Officer, to the AutoZone family. Michelle is a proven leader and innovator who is very well-positioned to serve customers and contribute to our company's ongoing success.

We have a wonderful culture that has been built over the past 42 years and counting. We remain passionate about Living our Pledge and Values to earn our customers' trust and business every day. I continue to believe that our best days are ahead. Thank you for staying in the Zone with us for all these years!

Sincerely,

Bill Rhodes

Bill Rhodes
Chairman, President and CEO
Customer Satisfaction

Notice of Annual Meeting of Stockholders and Proxy Statement

AUTOZONE, INC.

NOTICE OF ANNUAL MEETING OF STOCKHOLDERS
DECEMBER 15, 2021

What:	Annual Meeting of Stockholders
When:	December 15, 2021, 8:00 a.m. Central Standard Time
Where:	In light of health and safety concerns regarding the continuing coronavirus (COVID-19) pandemic and related restrictions, the annual meeting will be held online via live webcast at https://meetnow.global/M4Y7U25.
Stockholders will vote regarding:	• Election of nine directors • Ratification of the appointment of Ernst & Young LLP as our independent registered public accounting firm for the 2022 fiscal year • Approval of an advisory vote on the compensation of named executive officers • Stockholder proposal on climate transition plan reporting • The transaction of other business that may be properly brought before the meeting
Record Date:	Stockholders of record as of October 18, 2021, may vote at the meeting.

By order of the Board of Directors,

/s/ Kristen C. Wright

Kristen C. Wright
Secretary

Memphis, Tennessee
October 25, 2021

YOUR VOTE IS IMPORTANT. PLEASE VOTE BY TOLL-FREE TELEPHONE CALL, VIA THE INTERNET OR BY COMPLETING, SIGNING, DATING AND RETURNING A PROXY CARD.

PROXY SUMMARY

This Proxy Summary provides general information about AutoZone and highlights information contained elsewhere in this Proxy Statement. As it is only a summary, please refer to the entire Proxy Statement and the Annual Report on Form 10-K for the fiscal year ended August 28, 2021 before you vote.

Meeting Information

Annual Meeting of Stockholders of AutoZone, Inc.

December 15, 2021 at 8:00 am CST

Online via live webcast at https://meetnow.global/M4Y7U25

Voting Information: Stockholders of record as of the close of business on October 18, 2021 are entitled to vote either during the live webcast of the Annual Meeting or by internet, telephone or mail. Additional information on voting can be found in this Proxy Statement.

Items of Business

The Board recommends a vote **FOR** the following proposals:

✔ 1. Election of nine directors

✔ 2. Ratification of the appointment of Ernst & Young LLP as our independent registered public accounting firm for the 2022 fiscal year

✔ 3. Approval of advisory vote on executive compensation

The Board recommends a vote **AGAINST** the following proposal:

✘ 4. Stockholder proposal on climate transition plan reporting

Director Nominees

Name	Age	Director Since	Independent	Audit Committee	Compensation Committee	Nominating & Corp Gov Committee
Douglas H. Brooks	69	2013	●		●	
Linda A. Goodspeed	59	2013	●	●	●	
Earl G. Graves, Jr.	59	2002	●			**Chair**
Enderson Guimaraes	62	2012	●			●
D. Bryan Jordan	59	2013	●	**Chair**		●
Gale V. King	65	2018	●		●	
George R. Mrkonic, Jr.	69	2006	●	●	**Chair**	
William C. Rhodes, III	56	2005				
Jill Soltau	54	2018	●			●

Age		Tenure		Diversity	
50 – 60 Years:	●●●●●	0 – 4 Years:	●●	Gender:	●●●
61 – 70 Years:	●●●●	5 – 9 Years:	●●●●	Ethnic / Racial:	●●●
		10 + Years:	●●●		

Name	CEO / C-Suite	Public Directorship	Retail	Information Technology	Accounting / Finance	International	Strategy / Bus Dev
Douglas H. Brooks	●	●		●	●	●	●
Linda A. Goodspeed	●	●		●	●	●	
Earl G. Graves, Jr.	●				●		●
Enderson Guimaraes	●	●		●	●	●	●
D. Bryan Jordan	●	●		●	●		●
Gale V. King	●	●			●		
George R. Mrkonic, Jr.	●	●	●		●	●	●
William C. Rhodes, III	●	●	●	●	●	●	●
Jill Soltau	●	●	●	●	●		●

Corporate Governance Highlights

- Board Leadership consists of Chairman, CEO and President as well as Lead Independent Director
- Committees made entirely of Independent Directors
- One class of outstanding shares with each share entitled to one vote
- Committee charters amended to reflect strong oversight of environmental, social and governance ("ESG") matters
- Keen focus on Board and Director evaluations to ensure diverse skillset and fresh perspectives as appropriate

Compensation Highlights

- Significant portion of executive's compensation is variable or at-risk compensation
- Annual Incentive Plan tied to economic profit, as a function of EBIT and ROIC
- Stockholder support for Say-On-Pay Vote at 95% on average for past ten years
- Compensation plans and practices reviewed to ensure they do not encourage excessive risk-taking
- Stock Ownership Guidelines aligned to compensation strategy

Corporate Social Responsibility Highlights

- Issued second Corporate Social Responsibility (CSR) Report
- Mapped disclosure to Sustainability Accounting Standards Board (SASB), Global Reporting Index (GRI) and U.N. Sustainable Development Goals (SDGs)
- Published EEO-1 compliant disclosure in CSR Report
- Established first energy reduction goal for Scope 1 and Scope 2 emissions for U.S. operations

Proxy

AutoZone, Inc.
123 South Front Street
Memphis, Tennessee 38103

Proxy Statement
for
Annual Meeting of Stockholders
December 15, 2021

The Annual Meeting of Stockholders of AutoZone, Inc. will be held online via live webcast at https://meetnow.global/M4Y7U25, at 8:00 a.m. CST on December 15, 2021 (the "Annual Meeting"). Our Board of Directors (the "Board") has sent you this Proxy Statement to solicit your vote at the Annual Meeting or any adjournment thereof. This Proxy Statement contains important information for you to consider when deciding how to vote on the matters brought before the Annual Meeting. Please read it carefully. In this Proxy Statement, we use the term "AutoZone," "we," "us," "our" and "the Company" to refer to AutoZone, Inc.

We began mailing our Notice of Internet Availability of Proxy Materials (the "Notice") to each stockholder entitled to vote at the Annual Meeting on or about October 25, 2021.

INFORMATION ABOUT THE ANNUAL MEETING, VOTING AND ATTENDANCE

Attending the Annual Meeting. You are entitled to attend the Annual Meeting only if you are a stockholder as of the close of business on October 18, 2021, the record date, or hold a valid proxy for the Annual Meeting. Due to health and safety concerns regarding the continuing coronavirus (COVID-19) pandemic and related restrictions, the Annual Meeting will be held entirely online via live webcast at https://meetnow.global/M4Y7U25. There will be no physical meeting location. Registered shareholders can attend the meeting by accessing the meeting site at https://meetnow.global/M4Y7U25 and entering the 15-digit control number found on the Notice or proxy card.

If you hold your shares through an intermediary, such as a bank or broker or other nominee, you must register in advance to attend the Annual Meeting. To register, you must obtain a legal proxy from your bank, broker or other nominee reflecting your AutoZone holdings and submit your name, email address and a copy of your legal proxy to Computershare. Requests for registration may be submitted by email to legalproxy@computershare.com with "Legal Proxy" in the subject line, or by mail to Computershare, AutoZone, Inc. Legal Proxy, P.O. Box 43001, Providence, RI 02940-3001. Requests for registration must be received no later than 5:00 p.m. (ET) on December 9, 2021. You will receive a confirmation of your registration by email from Computershare. At the time of the Annual Meeting, go to https://meetnow.global/M4Y7U25 and enter the control number provided to you by Computershare.

Stockholders will be afforded the same rights and opportunities to vote, ask questions and participate as they would at an in-person annual meeting. In particular, stockholders may submit questions in advance of, or live during, the Annual Meeting by following the instructions and rules of conduct on the Annual Meeting website. During the Annual Meeting, the Company intends to answer questions that are pertinent to the Company and the official business of the Annual Meeting, subject to time constraints.

Stockholders are encouraged to login to the virtual Annual Meeting prior to the start time in order to leave ample time to confirm the internet connection is sufficient to access the virtual meeting site and to allow sufficient time to login and familiarize themselves with the virtual meeting features. The virtual meeting platform is supported across different internet browsers (e.g. MS Edge, Firefox, Chrome and Safari) and various devices (desktops, laptops, tablets, and cell phones) that have the most updated version of applicable software and plugins installed. Meeting participants should ensure they have adequate WiFi connection. Technical support will be available beginning 15 minutes prior to, and through the conclusion of, the Annual Meeting. Stockholders encountering technical difficulties once they access the meeting can click on the "Support" link on the meeting platform site or call 1-888-724-2416.

Reviewing Proxy Materials Online. The rules of the U.S. Securities and Exchange Commission (the "SEC") allow us to furnish proxy materials to our stockholders on the Internet. We are pleased to take advantage of these rules and believe that they enable us to provide our stockholders with the information that they need, while lowering the cost of delivery and reducing the environmental impact of our Annual Meeting. Accordingly, this Proxy Statement and our annual report to security holders are available on our website at Investors.AutoZone.com. Additionally, you may access our proxy materials at www.envisionreports.com/AZO.

Requesting a Printed Copy of Proxy Materials. If you received a Notice by mail, you will not receive a printed copy of the proxy materials unless you request one. The Notice will instruct you as to how you may obtain a printed copy of our proxy materials at no charge. All requests for printed copies of proxy materials must be received by December 1, 2021.

Matters to be Voted Upon. At the Annual Meeting, stockholders will be asked to vote on the following proposals:

1. Election of nine directors;

2. Ratification of the appointment of Ernst & Young LLP as our independent registered public accounting firm for the 2022 fiscal year; and

3. Approval of an advisory vote on the compensation of our named executive officers.

4. Stockholder proposal on climate transition plan reporting.

Stockholders also will transact any other business that may be properly brought before the Annual Meeting.

Stockholders Who May Vote. The record date for the Annual Meeting is October 18, 2021. Only stockholders of record at the close of business on that date are entitled to attend and vote at the Annual Meeting. The only class of stock that can be voted at the Annual Meeting is our common stock, which is the only class of stock of AutoZone that is issued and outstanding. Each share of common stock is entitled to one vote on all matters that come before the Annual Meeting. At the close of business on the record date, October 18, 2021, we had 20,967,962 shares of common stock outstanding.

How to Vote. If you are a stockholder of record as of the record date, you may vote your shares as set forth below.

By Proxy: You can vote by telephone, on the Internet or by mail. We encourage you to vote by telephone or Internet, both of which are convenient, cost-effective, and reliable alternatives to returning your proxy card by mail.

1. *By Telephone*: You may vote by telephone by following the instructions on the Notice or proxy card. If you submit your vote by telephone, you do not have to mail in your proxy card.

2. *On the Internet*: You may vote on the Internet by following the instructions on the Notice or proxy card. If you vote on the Internet, you do not have to mail in your proxy card.

3. *By Mail*: If you received printed proxy materials, you may vote by properly completing and signing the enclosed proxy card and returning it in the enclosed envelope.

During the Meeting: If you are a registered shareholder with a control number or a beneficial shareholder that has submitted a legal proxy and has received a control number from Computershare, you will be able to vote your shares electronically during the Annual Meeting by clicking on the "Cast Your Vote" link on the Meeting Center site. The electronic voting procedures are designed to authenticate your identity, to allow you to vote your shares and to confirm that your voting instructions have been properly recorded. If you hold your shares through an intermediary, such as a bank or broker or other nominee, you must register in advance as described above to attend and vote at the Annual Meeting.

Beneficial Owners: If your shares are held in a brokerage account, bank, trust or another nominee as custodian, you are considered the "beneficial owner" of shares and will receive materials and voting instructions directly from your broker, bank, trustee or other nominee.

You will receive multiple notices or voting instruction forms if you hold shares in different formats (e.g. both as a "record holder" and a "beneficial owner") or in different accounts. Please vote the shares represented by each notice or voting instruction form you receive to ensure that all your shares are voted.

How Votes are Counted. Your shares will be voted as you indicate on your proxy card. If you sign your card without indicating how you wish to vote, your shares will be voted FOR our nominees for director, FOR Ernst & Young LLP as independent registered public accounting firm, FOR the advisory vote on executive compensation, AGAINST the stockholder proposal on climate transition plan reporting and in the proxies' discretion on any other matter that may properly be brought before the Annual Meeting or any adjournment of the Annual Meeting. The votes will be tabulated and certified by our transfer agent, Computershare Inc. A representative of Computershare will serve as the inspector of election.

How to Change Your Vote. You may revoke your proxy at any time before it is voted at the Annual Meeting by giving written notice to our Secretary that you have revoked the proxy, providing a valid later-dated proxy, providing a later-dated vote by telephone or Internet or by voting in person at the Annual Meeting. Any written notice should be sent to the Secretary at 123 South Front Street, Dept. 8074, Memphis, Tennessee 38103 and received no later than 5:00 p.m. Central Standard Time on December 14, 2021. If you are a beneficial owner of shares, you may submit new voting instructions by contacting your bank, broker or other holder of record.

Quorum Requirements. Holders of a majority of the shares of the voting power of the Company's common stock must be present in person or by proxy in order for a quorum to be present. Shares abstaining from voting and shares as to which a broker non-vote occurs are considered present for purposes of determining whether a quorum exists. If a quorum is not present at the scheduled time of the Annual Meeting, we may adjourn the Meeting, without notice other than announcement at the Annual Meeting, until a quorum is present or represented. Any business which could have been transacted at the Annual Meeting as originally scheduled can be conducted at the adjourned meeting.

Broker Non-Votes. Broker non-votes occur when shares held by a brokerage firm are not voted with respect to a proposal because the firm has not received voting instructions from the beneficial owner of the shares and the firm does not have the authority to vote the shares in its discretion.

Costs of Solicitation. AutoZone will pay all expenses incurred in this proxy solicitation. We also may make additional solicitations in person, by telephone, facsimile, e-mail, or other forms of communication. Brokers, banks, and others who hold our stock for beneficial owners will be reimbursed by us for their expenses related to forwarding our proxy materials to the beneficial owners.

CORPORATE GOVERNANCE MATTERS

Board Leadership Structure

We do not have an express policy on whether the roles of Board Chairman and CEO should be combined or separated. Instead, the Board prefers to maintain the flexibility to determine which leadership structure best serves the interests of our stockholders. If the positions of the Chairman of the Board and CEO are held by the same person, or if the Chairman is otherwise employed by AutoZone, then the Board may select a non-employee director to serve as the Lead Director.

Currently, our Board believes that having a combined Chairman/CEO, a Lead Independent Director, Independent Committee Chairs, Independent Committee members and 90% of Independent Board members provides the best Board structure for AutoZone. This structure, together with our other corporate governance practices, provides strong independent oversight of management while ensuring clear strategic alignment throughout the Company. While we currently have a combined Chairman and CEO leadership structure, the Board regularly reevaluates this structure as part of the Board evaluation and Board succession planning processes.

Our Lead Director, Earl G. Graves, Jr., is a non-employee director who is elected by the Board annually. Our Corporate Governance Principles provide our Lead Director with clearly defined responsibilities as follows:

- Presides at all executive sessions of the Board (without management present) at every regularly scheduled Board meeting;
- Chairs Board meetings when the Chairman is not present;
- Works with management to determine the information and materials to be provided to Board members;
- Approves Board meeting agendas, schedules, and other information to be provided to the Board;
- Consults with the Chairman on such other matters as are pertinent to the Board and the Company;
- Has the authority to call meetings of the independent directors;
- Is available for direct communication and consultation with major shareholders upon request; and
- Serves as a liaison between the Chairman and the independent directors.

In addition, our Lead Director, Mr. Graves, serves as Chairman of the Nominating and Corporate Governance Committee which enables him to ensure the governance practices of the Board are best suited for the needs of the Company and its stockholders. In this capacity, Mr. Graves and the other independent members of the Nominating and Corporate Governance Committee oversee Board succession planning, Board evaluations and Board refreshment, among other things.

Risk Oversight

Oversight of risk management is a responsibility of the Board and is an integral part of the Board's oversight of AutoZone's business. AutoZone's management takes a variety of calculated risks in order to enhance Company performance and shareholder value. The primary responsibility for the identification, assessment and management of the various risks resides with AutoZone's management. The Board is primarily responsible for ensuring that management has established and adequately resourced processes for identifying and preparing the Company to manage risks effectively.

Strategic Planning and Operating Risks. Additionally, the Board reviews the Company's principal strategic and operating risks as part of its regular discussion and consideration of AutoZone's strategy and operating results. The Board also regularly reviews with the General Counsel legal matters that may have a material adverse impact on the Company's financial statements, the Company's compliance with laws, and any material reports received from regulatory agencies.

Financial Risks. The Audit Committee is involved in the Board's oversight of risk management. At each of its regular meetings, the Audit Committee reviews the Company's major financial exposures and the steps management has taken to identify, assess, monitor, control, remediate and report such exposures. The Audit Committee, along with management, also evaluates the effectiveness of the risk avoidance and mitigation processes in place. Such risk-related information is then summarized, reported and discussed at each quarterly Board meeting.

Enterprise Risks. To assist with risk management and oversight, AutoZone has adopted the concept of Enterprise Risk Management ("ERM") using the framework issued in 2004 by the Committee of Sponsoring Organizations of the Treadway Commission. The Company's Vice President of Internal Audit, who reports directly to the Audit Committee, has been charged with leading the Company's ERM processes with the assistance of Company management. The Vice President of Internal Audit presents to the Audit Committee a comprehensive review of the Company's ERM processes quarterly. This presentation includes an overview of all significant risks that have been identified and assessed and the strategies developed by management for managing such risks. The Vice President of Internal Audit leads open discussions with the Audit Committee members to analyze the significance of the risks identified and seeks to verify that the list is all-inclusive. Company management is also involved in these discussions to ensure that the Board gains a full understanding of the risks and the strategies that management has implemented to manage the risks.

Information Security Risks. The Audit Committee, in connection with its oversight of the Company's ERM processes described above, reviews and discusses the Company's information security risks directly with the Company's Chief Information Security Officer. This review takes place at each routine, quarterly committee meeting and includes a discussion of significant threats, risk mitigation strategies, any IT security program assessments and identified improvements. Additionally, information security matters are included within a broader IT update which is typically presented annually to the full Board of Directors.

Environmental, Social and Governance. The Board exercises its oversight responsibilities of environmental, social and governance ("ESG") matters both as a full Board and through its committees as appropriate for the subject matter. The Nominating and Corporate Governance Committee has primary responsibility for assisting the Board in overseeing Board governance policies and practices, AutoZone's diversity, equity and inclusion efforts, corporate social responsibility ("CSR") reporting, significant human capital management matters and ESG-related shareholder engagement efforts. The Compensation Committee considers risk in connection with the design of AutoZone's compensation programs and periodically reviews and discusses with management the alignment among AutoZone's compensation programs, company strategy and human capital management strategy. The Audit Committee provides oversight of the regulatory environment as part of ERM, including with respect to environmental and safety compliance.

Climate change is currently a matter of shared oversight. For example, reporting of initiatives and goals intended to reduce our impact on climate change is overseen by the Nominating & Corporate Governance Committee as part of their oversight of CSR Reporting; oversight of climate change as a matter of environmental-related compliance is overseen by the Audit Committee; and climate change, to the extent it presents a strategic risk and opportunity is overseen by the full Board.

Each of the Committees provide reports and feedback to the full Board for its collective review and discussion. In addition to providing routine oversight, the Board and its Committees may receive more focused updates on an ad hoc basis allowing greater interaction with members of the management team and deeper insight into a particular area of the business. For example, in fiscal year 2021, management provided the full Board with a dedicated update regarding the ESG landscape, including regulatory environment, internal workstreams and priorities, including the Company's energy reduction goal, CSR reporting and shareholder engagement efforts.

Board Meetings, Executive Sessions and Attendance

During the 2021 fiscal year, the Board held five meetings. The non-management members of our Board regularly meet in executive sessions in conjunction with each regularly scheduled Board meeting. Our Lead Director, Mr. Graves, presides at these sessions. All of our directors attended at least 75% of the meetings of the Board and their assigned committees during the past fiscal year.

Proxy

As a general matter, all directors are expected to attend our Annual Meetings. At our 2020 Annual Meeting, which was held virtually due to health and safety concerns around the global COVID-19 pandemic, all directors were present virtually and able to answer questions similar to an in-person annual meeting.

Board Committees & Governance Documents

Committees. AutoZone's Board has three standing committees: Audit Committee, Compensation Committee, and Nominating and Corporate Governance Committee, each consisting only of independent directors as further described above.

Governance Documents. Our Board has adopted Corporate Governance Principles; charters for its Audit, Compensation, and Nominating & Corporate Governance Committees; a Code of Conduct for directors, officers and employees of AutoZone; a Code of Ethical Conduct for Financial Executives and a Policy on Political Contributions and Lobbying Engagements. Each of these documents is available on our website at Investors.AutoZone.com and is also available, free of charge, in print to any stockholder who requests it.

Corporate Social Responsibility Report. As part of our commitment to continuous improvement and maximizing long-term shareholder value, the Company's commitment to sustainability has expanded over time. AutoZone has published a Corporate Social Responsibility Report, and the most current version of this report is available on our website at Investors.AutoZone.com.

Our website and the information contained therein or linked thereto are not intended to be incorporated into this Proxy Statement. Further, our Corporate Social Responsibility Report is not, and will not be deemed to be, a part of this Proxy Statement or incorporated by reference into any of our other filings with the SEC.

Audit Committee

The Audit Committee assists the Board in fulfilling its oversight responsibility of:

- the integrity of the Company's financial statements,
- the independent auditor's qualification, independence and performance,
- the performance of the Company's internal audit function, and
- the Company's compliance with legal and regulatory requirements.

The Audit Committee performs its duties by:

- evaluating, appointing or dismissing, determining compensation for, and overseeing the work of the independent public accounting firm employed to conduct the annual audit, which reports to the Audit Committee;
- pre-approving all audit and permitted non-audit services performed by the independent auditor, considering issues of auditor independence;
- conducting periodic reviews with Company officers, management, independent auditors, and the internal audit function;
- reviewing and discussing with management and the independent auditor the Company's annual audited financial statements, quarterly financial statements, internal controls report and the independent auditor's attestation thereof, and other matters related to the Company's financial statements and disclosures;

- overseeing the Company's internal audit function;
- reporting periodically to the Board and making appropriate recommendations; and
- preparing the report of the Audit Committee required to be included in the annual proxy statement.

The Audit Committee consists of Mr. Calbert, Ms. Goodspeed, Mr. Jordan (Chair), and Mr. Mrkonic, all of whom are independent as further described above. Further, the Board has determined that each Committee member meets the qualifications of an audit committee financial expert as defined by the Securities and Exchange Commission and is financially literate as defined by the New York Stock Exchange. During the 2021 fiscal year, the Audit Committee held seven meetings.

Audit Committee Report

The Audit Committee of the Board (the "Audit Committee") of AutoZone, Inc. has reviewed and discussed AutoZone's audited financial statements for the year ended August 28, 2021, with AutoZone's management. In addition, we have discussed with Ernst & Young LLP, AutoZone's independent registered public accounting firm, the matters required to be discussed by the Statement on Auditing Standards No.1301, *Communications with Audit Committees*, as amended and as adopted by the Public Company Accounting Oversight Board ("PCAOB") in Rule 3200T, the Sarbanes-Oxley Act of 2002, and the charter of the Audit Committee.

The Audit Committee also has received the written disclosures and the letter from Ernst & Young LLP required by the applicable requirements of the PCAOB regarding the firm's communications with the Audit Committee concerning independence, and we have discussed with Ernst & Young LLP their independence from the Company and its management. The Audit Committee has discussed with AutoZone's management and the auditing firm such other matters and received such assurances from them as we deemed appropriate.

As a result of our review and discussions, we have recommended to the Board the inclusion of AutoZone's audited financial statements in the Annual Report on Form 10-K for the fiscal year ended August 28, 2021 for filing with the Securities and Exchange Commission.

While the Audit Committee has the responsibilities and powers set forth in its charter, the Audit Committee does not have the duty to plan or conduct audits or to determine that AutoZone's financial statements are complete, accurate, or in accordance with generally accepted accounting principles; AutoZone's management and the independent auditor have this responsibility. Nor does the Audit Committee have the duty to assure compliance with laws and regulations and the policies of the Board.

Michael M. Calbert
Linda A. Goodspeed
D. Bryan Jordan (Chair)
George R. Mrkonic, Jr.

Compensation Committee

The Compensation Committee has the authority, based on its charter and the AutoZone Corporate Governance Principles, to:

- review and approve AutoZone's compensation philosophy, strategy and objectives;
- review and approve the compensation programs, plans, policies and awards for executive officers, including recommending equity-based plans for stockholder approval;

- lead the independent directors in the evaluation of the performance of the Chief Executive Officer ("CEO") in meeting established goals and objectives relevant to the compensation of the CEO;

- act as administrator as may be required by AutoZone's short- and long-term incentive plans and stock or stock-based plans; and

- review the compensation of AutoZone's non-employee directors from time to time and recommend to the full Board any changes that the Compensation Committee deems necessary.

The Compensation Committee may appoint subcommittees from time to time with such responsibilities as it may deem appropriate; however, the Compensation Committee may not delegate its authority to any other persons.

AutoZone's processes and procedures for the consideration and determination of executive compensation, including the role of the Compensation Committee and compensation consultants, are described in the "Compensation Discussion and Analysis" on page 23.

The Compensation Committee consists of Mr. Brooks, Ms. Goodspeed, Ms. King, and Mr. Mrkonic (Chair), all of whom are independent as further described above. During the 2021 fiscal year, the Compensation Committee held four meetings.

Nominating and Corporate Governance Committee

The Nominating and Corporate Governance Committee ensures that:

- qualified candidates are presented to the Board for election as directors;

- the Board has adopted appropriate corporate governance principles that best serve the practices and objectives of the Board; and

- AutoZone's Articles of Incorporation and By-Laws are structured to best serve the interests of the stockholders.

The Nominating and Corporate Governance Committee consists of Messrs. Graves (Chair), Guimaraes, Jordan, and Ms. Soltau, all of whom are independent directors as further described above. During the 2021 fiscal year, the Nominating and Corporate Governance Committee held three meetings.

Board Evaluations

The Nominating and Corporate Governance Committee annually reviews and approves the process by which the Board, its Committees and the individual directors conduct an evaluation. The most recent Board evaluation, at the recommendation of the Nominating and Corporate Governance Committee, was administered by an independent, third-party and consisted of both survey data and one-on-one interviews. These findings were then aggregated, analyzed and reported upon to the full Board collectively and each individual director. This process was designed to elicit more robust feedback from each of the Board members on the operation and effectiveness of the Board. While the Board and Committee evaluation process is typically administered by the Corporate Secretary's office, the Board has periodically determined to engage a third-party consultant to ensure the process remains dynamic and intentional. The evaluations also help inform Board succession planning and director nominations.

Board Refreshment

The Board has a variety of mechanisms in place to promote Board refreshment in a manner that aligns with the long-term interests of AutoZone and its stockholders. In particular, the Board relies upon thorough and meaningful evaluations as well as a resignation policy in the event a director experiences a change in professional role or responsibility. The Board does not have an age-based or tenure-based resignation policy as the Board believes neither can adequately assess an individual director's contribution, engagement and value to the overall effectiveness of the Board.

Director Nomination Process

The Board believes each individual director should possess certain personal characteristics, and that the Board as a whole should possess certain core competencies. Such personal characteristics are integrity and accountability, informed judgment, financial literacy, mature confidence, high performance standards, and passion. They should also have demonstrated the confidence to be truly independent, as well as be business savvy, have an owner orientation and have a genuine interest in AutoZone. Core competencies of the Board as a whole are accounting and finance, business judgment, management expertise, crisis response, industry knowledge, international markets, strategy and vision. These characteristics and competencies are set forth in more detail in AutoZone's Corporate Governance Principles, which are available on AutoZone's corporate website at Investors.AutoZone.com.

Prior to each annual meeting of stockholders at which directors are to be elected, the Nominating and Corporate Governance Committee considers incumbent directors and other qualified individuals, if necessary, as potential director nominees. In evaluating a potential nominee, the Nominating and Corporate Governance Committee considers the personal characteristics described above, reviews the composition of the full Board and reflects upon learnings from the Board evaluations to determine the areas of expertise and core competencies needed to enhance the function of the Board. The Nominating and Corporate Governance Committee may also consider other factors such as the size of the Board, whether a candidate is independent, how many other public company directorships a candidate holds and the listing standards requirements of the New York Stock Exchange.

The Nominating and Corporate Governance Committee recognizes the importance of selecting directors from various backgrounds and professions in order to ensure that the Board as a whole has a variety of experiences and perspectives which contribute to a more effective decision-making process. The Board does not have a specific diversity policy, but considers diversity of race, ethnicity, gender, age, cultural background and professional experiences in evaluating candidates for Board membership.

The Nominating and Corporate Governance Committee uses a variety of methods for identifying potential nominees for director. Candidates may come to the attention of the Nominating and Corporate Governance Committee through current Board members, stockholders or other persons. The Nominating and Corporate Governance Committee may retain a search firm or other consulting firm from time to time to identify potential nominees. Nominees recommended by stockholders in accordance with the procedure described below, i.e., submitted in writing to AutoZone's Secretary, accompanied by the biographical and business experience information regarding the nominee and the other information required by Article III, Section 1 of AutoZone's Seventh Amended and Restated By-Laws ("By-Laws"), will receive the same consideration as the Nominating and Corporate Governance Committee's other potential nominees.

Stockholder Nominations. The Nominating and Corporate Governance Committee's policy is to consider director candidate recommendations from stockholders if they are submitted in writing to AutoZone's Secretary in accordance with the procedure set forth in Article III, Section 1 of By-Laws, including biographical and business experience, information regarding the nominee and other information required by said Article III, Section 1. Copies of the By-Laws will be provided upon written request to AutoZone's Secretary and are also available on AutoZone's corporate website at Investors.AutoZone.com.

Independence

Our Board has determined that nine of our current ten directors are independent: Douglas H. Brooks, Michael M. Calbert, Linda A. Goodspeed, Earl G. Graves, Jr., Enderson Guimaraes, D. Bryan Jordan, Gale V. King, W. George R. Mrkonic, Jr and Jill A. Soltau. All of these directors meet the independence standards of our Corporate Governance Principles and the New York Stock Exchange listing standards.

In accordance with AutoZone's Corporate Governance Principles, a director is considered independent if the director meets the independence requirements of the applicable New York Stock Exchange listing standards. Independence of committee members are reviewed against these requirements as well as the additional independence requirements specific to compensation committee membership, and, with respect to the Audit Committee, the applicable Securities and Exchange Commission rules.

In determining the independence of our directors, the Board considers relationships involving directors and their immediate family members that are relevant under applicable laws and regulations, the listing standards of the New York Stock Exchange, and the standards contained in our Corporate Governance Principles. The Board relies on information from Company records and questionnaires completed annually by each director.

As part of its most recent independence determinations, the Board noted that AutoZone does not have, and did not have during fiscal 2021, significant commercial relationships with companies at which Board members served as officers or directors, or in which Board members or their immediate family members held an aggregate of 10% or more direct or indirect interest.

The Board considered the fact that Mr. Jordan is the Chief Executive Officer and a member of the board of directors of First Horizon National Corporation, parent company of First Tennessee Bank, which: participates in one of AutoZone's supplier confirmed receivables programs (under which some AutoZone vendors are borrowers, but AutoZone is not); offers brokerage services to AutoZone employees exercising stock options, and holds various AutoZone deposit accounts. The Board also considered the fact that Mr. Brooks is a member of the board of directors of Southwest Airlines, and during fiscal 2021, AutoZone purchased airline tickets from Southwest Airlines in the ordinary course of business. Additionally, AutoZone did business with J.B. Hunt Transport Services, Inc., for which Ms. King is a member of the board of directors, during fiscal 2021 in arm's length transactions. The Board also reviewed donations made by the Company to not-for-profit organizations with which Board members or their immediate family members were affiliated by membership or service or as directors or trustees.

None of the transactions identified above were, individually or cumulatively, material to AutoZone and did not materially benefit any of our directors, either directly or indirectly.

Based on its review of the above matters, the Board determined that none of Messrs. Brooks, Calbert, Graves, Guimaraes, Jordan, Mrkonic, or Mses. Goodspeed, King, or Soltau has a material relationship with the Company other than in their capacity as a Board member and that all of them are independent within the meaning of the AutoZone Corporate Governance Principles and applicable law and listing standards. The Board also determined that Mr. Rhodes is not independent since he is an employee of the Company.

Procedure for Communication with the Board of Directors

Stockholders and other interested parties may communicate with the Board by writing to the Board, to any individual director or to the non-management directors as a group c/o Corporate Secretary, AutoZone, Inc., 123 South Front Street, Dept. 8074, Memphis, Tennessee 38103. The Company's General Counsel and Secretary will review all such correspondence and will forward correspondence that, in her opinion, deals with the function of the Board or that she otherwise determines requires the attention of any member, group or committee of the Board. Communications addressed to the Board or to the non-management directors as a group, and determined by the Company's General Counsel and Secretary to merit their attention, will be forwarded to the Chair of the Nominating and Corporate Governance Committee, and communications addressed to a committee of the Board, and determined by the Company's General Counsel and Secretary to merit their attention, will be forwarded to the chair of that committee.

Compensation of Directors

AutoZone's current director compensation program became effective January 1, 2020 (the "Director Compensation Program").

Annual Retainer Fees. Non-employee directors receive an annual retainer fee (the "Annual Retainer"). Furthermore, each director is eligible to receive an additional fee ("Additional Fee"), the amount of which varies depending on his or her role. The Additional Fees and the Annual Retainer, enumerated below, together comprise the "Director Compensation". There are no meeting fees.

Director compensation components	($)
Annual Retainer	225,000
Additional Fees:	
Lead Director	30,000
Audit Committee Chair	25,000
Audit Committee Member	12,500
Compensation Committee Chair	20,000
Nominating & Corporate Governance Committee Chair	15,000

Under the 2020 Omnibus Incentive Award Plan (the "2020 Omnibus Incentive Plan") and Director Compensation Program, non-employee directors receive Director Compensation in the form of Restricted Stock Units, which are contractual rights to receive in the future a share of AutoZone common stock. A non-employee director may elect to receive a fixed portion of the Annual Retainer plus any Additional Fees in the form of cash, paid in quarterly installments (the "Cash Election"), with the remainder of the Annual Retainer paid in the form of Restricted Stock Units. The Cash Election during calendar year 2020 and 2021 was $95,000 each year. All Restricted Stock Units are granted on January 1 of the applicable calendar year.

If a non-employee director is elected to the Board, or assumes a different position, after January 1 of the applicable year, he or she will receive the Annual Retainer and/or Additional Fees, prorated based on the number of days remaining in the calendar year, for Restricted Stock Units or quarter, for cash, as appropriate.

Restricted Stock Units granted to non-employee directors are fully vested on the date of grant and become payable, or are settled, on the date on which the non-employee director ceases to be a director (the "Payment Date"), or at the director's election, on the first or fifth anniversary of the grant date. Upon timely delivery of an election form, a non-employee director may elect to receive payment on the date on which he or she ceases to be a director. Restricted Stock Units are payable in shares of AutoZone common stock no later than the fifteenth day of the third month following the end of the tax year in which such Payment Date occurs.

Compensation-Setting Process. The Compensation Committee reviews the Board's compensation on a regular basis to ensure that non-employee directors are reasonably compensated in relation to AutoZone's peer group companies (discussed in detail under Benchmarking) and to comparable U.S. companies in general. AutoZone's 2020 Omnibus Incentive Plan contains a dollar limit of $750,000 on the total amount of annual compensation payable to its non-employee directors, provided that the Board may make exceptions to this limit under extraordinary circumstances.

Proxy

Director Compensation Table

This table shows the compensation paid to our non-employee directors during the 2021 fiscal year.

Name (1)	Fees Paid in Cash ($) (2)	Stock Awards ($) (3)(4)	Total ($)
Douglas H. Brooks	95,000	130,000	225,000
Michael M. Calbert	—	237,500	237,500
Linda A. Goodspeed	—	237,500	237,500
Earl G. Graves, Jr.	—	270,000	270,000
Enderson Guimaraes	—	225,000	225,000
D. Bryan Jordan	—	250,000	250,000
Gale King	—	225,000	225,000
George R. Mrkonic, Jr.	—	257,500	257,500
Jill A. Soltau	—	225,000	225,000

(1) William C. Rhodes, III, our Chairman, President and Chief Executive Officer, serves on the Board but does not receive any compensation for his service as a director. His compensation as an employee of the Company is shown in the Summary Compensation Table on page 37.

(2) This column represents the portion of the Director Compensation that was paid in cash and earned in fiscal year 2021 pursuant to the Cash Election, as described above.

(3) The "Stock Awards" column represents the aggregate grant date fair value computed in accordance with FASB ASC Topic 718 for awards of Restricted Stock Units under the 2020 Omnibus Incentive Plan during fiscal 2021. *See* Note B Share-Based Payments, to our consolidated financial statements in our Annual Report on Form 10-K for the fiscal year ended August 28, 2021 (the "FY2021 Form 10-K") for a discussion of our accounting for share-based awards and the assumptions used. The aggregate number of outstanding awards of common stock under the AutoZone, Inc. 2003 Director Compensation Plan ("Stock Units") and Restricted Stock Units held by each director at the end of fiscal 2021 are shown in the following footnote 4. *See* "Security Ownership of Management and Board of Directors" on page 14 for more information about our directors' stock ownership.

(4) As of August 28, 2021, each current non-employee director had the following aggregate number of outstanding Restricted Stock Units and Stock Units:

Name	Restricted Stock Units (#)	Stock Units (#)
Douglas H. Brooks	1,506	—
Michael M. Calbert	535	—
Linda A. Goodspeed	2,456	—
Earl G. Graves	4,561	3,417
Enderson Guimaraes	2,829	—
D. Bryan Jordan	2,493	—
Gale V. King	843	—
George R. Mrkonic, Jr.	3,862	1,405
Jill A. Soltau	761	—
	19,846	4,822

Stock Ownership Requirement

The Board has established a stock ownership requirement for non-employee directors. Each director is required to own AutoZone common stock and/or restricted stock units having a cumulative fair market value in an amount equal to seven times the value of the cash Annual Retainer payable pursuant to the Director Compensation Program within five years of joining the Board, and to maintain such ownership level thereafter. Exceptions to this requirement may only be made by the Board under compelling mitigating circumstances. Shares, Stock Units and Restricted Stock Units issued under the AutoZone, Inc. Second Amended and Restated Director Compensation Plan, the 2003 Director Compensation Plan, the 2011 Equity Plan, the Amended 2011 Equity Plan and the 2020 Omnibus Incentive Plan count toward this requirement. As of the date of this Proxy Statement, each director meets or exceeds his or her obligations under the requirement.

Other Predecessor Plans

The AutoZone, Inc. Second Amended and Restated Director Compensation Plan was terminated in December 2002 and was replaced by the AutoZone, Inc. First Amended and Restated 2003 Director Compensation Plan (the “2003 Director Compensation Plan”) and the AutoZone, Inc. First Amended and Restated 2003 Director Stock Option Plan (the “2003 Director Stock Option Plan”). The 2003 Director Compensation Plan and the 2003 Director Stock Option Plan were terminated in December 2010 and replaced by the 2011 Equity Plan. The 2011 Equity Plan was terminated in December 2015 and replaced with the Amended 2011 Equity Plan. In December 2020, stockholders approved the 2020 Omnibus Incentive Plan and no further grants have been made under the Amended 2011 Equity Plan. However, grants made under those plans continue in effect under the terms of the grant made and are included in the aggregate awards outstanding shown above.

OTHER INFORMATION

Security Ownership of Management and Board of Directors

This table shows the beneficial ownership of common stock by each director, the Principal Executive Officer, the Principal Financial Officer and the other three most highly compensated executive officers, and all current directors and executive officers as a group as of October 18, 2021. Unless stated otherwise in the notes to the table, each person named below has sole authority to vote and invest the shares shown.

Name of Beneficial Owner	Shares	Deferred Stock Units (1)	Option Awards (2)	Restricted Stock Units (3)	Total (#)	Ownership Percentage
Douglas H. Brooks	772	—	—	1,506	2,278	*
Michael M. Calbert	2,000	—	—	535	2,535	*
Linda A. Goodspeed	—	—	—	2,456	2,456	*
Earl G. Graves, Jr.	—	3,417	—	4,561	7,978	*
Enderson Guimaraes	—	—	—	2,829	2,829	*
D. Bryan Jordan	240	—	—	2,493	2,733	*
Gale King	—	—	—	843	843	*
George R. Mrkonic, Jr.	—	1,405	—	3,862	5,267	*
Jill A. Soltau	—	—	—	761	761	*
William C. Rhodes III (4)	32,111	—	135,275	—	167,386	*
Jamere Jackson	4		2,465		2,469	*
William T. Giles (5)	9,479	—	42,873	—	52,352	*
Thomas B. Newbern	3,219	—	24,663	—	27,882	*
Mark A. Finestone (6)	4,507	—	37,347	—	41,854	*
Seong Ohm	—	—	1,997	—	1,997	*
All current directors and executive officers as a group (25) persons	66,876	4,822	450,291	19,846	541,834	2.6%

* Less than 1%.

(1) Includes shares that may be acquired immediately upon termination as a director by conversion of Stock Units.

(2) Includes shares that may be acquired upon exercise of stock options either immediately or within sixty (60) days of October 18, 2021.

(3) Includes fully-vested Restricted Stock Units that may be settled within sixty (60) days, one or five years after grant date or, termination of service as a director.

(4) Includes 219 shares held as trustee of a trust for Mr. Rhodes' son, 220 shares held as trustee of a trust for Mr. Rhodes' daughter, 1,043 shares held as trustee of trusts for Mr. Rhodes' nieces and nephews, 100 shares held as co-trustee of a trust for one of Mr. Rhodes' siblings, 6,942 shares owned by grantor retained annuity trusts and 1,936 shares owned by a trust for Mr. Rhodes' family in which his wife is trustee. Also includes 3,071 shares held by a charitable foundation for which Mr. Rhodes is president and a director and for which he shares investment and voting power.

(5) Includes 4,000 shares owned by a grantor retained annuity trust. Prepared based upon Company's records.

(6) Includes 147 shares held as trustee of a trust for Mr. Finestone's son, 148 shares held as trustee of a trust for Mr. Finestone's daughter and 4,034 shares owned by a revocable living trust.

Security Ownership of Certain Beneficial Owners

The following entities are known by us to own more than five percent of our outstanding common stock:

Name and Address of Beneficial Owner	Shares	Ownership Percentage (1)
Vanguard Group, Inc. (2) 100 Vanguard Blvd. Malvern, PA 19355	2,008,623	9.58%
BlackRock, Inc. (3) 55 East 52nd Street New York, NY 10055	1,528,410	7.29%

(1) The ownership percentages are calculated based on the number of shares of AutoZone common stock outstanding as of October 18, 2021.

(2) Amounts reported in the table are based on information contained in a Form 13F filed by Vanguard Group Inc. on August 13, 2021 for the quarter ending June 30, 2021. Based on information contained in a Schedule 13G/A filed on February 10, 2021 by The Vanguard Group ("Vanguard"), as of December 31, 2020, Vanguard beneficially owned 2,115,696 shares of common stock, including (a) 0 shares over which it had sole voting power, (b) 40,743 shares over which it had shared voting power, (c) 2,011,249 shares over which it had sole dispositive power and (d) 104,447 shares over which it had shared dispositive power.

(3) Amounts reported in the table are based on information contained in a Form 13F filed by BlackRock, Inc. ("BlackRock") on August 11, 2021 for the quarter ending June 30, 2021. Based on information contained in a Schedule 13G/A filed on January 29, 2021 by BlackRock, Inc. ("BlackRock"), as of December 31, 2020, BlackRock beneficially owned 1,683,482 shares of common stock, including (a) 1,495,981 shares over which it had sole voting power and (b) 1,683,482 shares over which it had sole dispositive power.

THE PROPOSALS

PROPOSAL 1 — Election of Directors

Nine directors will be elected at the Annual Meeting to serve until the next annual meeting of stockholders in 2022. Pursuant to AutoZone's Seventh Amended and Restated By-Laws, in an uncontested election of directors, a nominee for director is elected to the Board if the number of votes cast for such nominee's election exceed the number of votes cast against such nominee's election. (If the number of nominees were to exceed the number of directors to be elected, i.e., a contested election, directors would be elected by a plurality of the votes cast at the Annual Meeting.) Pursuant to AutoZone's Corporate Governance Principles, incumbent directors must agree to tender their resignation if they fail to receive the required number of votes for re-election, and in such event the Board will act within 90 days following certification of the shareholder vote to determine whether to accept the director's resignation. These procedures are described in more detail in our Corporate Governance Principles, which are available on our corporate website Investors.AutoZone.com. The Board may consider any factors it deems relevant in deciding whether to accept a director's resignation. If a director's resignation offer is not accepted by the Board, that director will continue to serve until AutoZone's next annual meeting of stockholders or until his or her successor is duly elected and qualified, or until the director's earlier death, resignation, or removal.

Any director nominee who is not an incumbent director and who does not receive a majority vote in an uncontested election will not be elected as a director, and a vacancy will be left on the Board. The Board, in its sole discretion, may either fill a vacancy resulting from a director nominee not receiving a majority vote pursuant to the By-Laws or decrease the size of the Board to eliminate the vacancy.

Shares abstaining from voting and shares as to which a broker non-vote occurs are not considered votes cast or shares entitled to vote with respect to such matter. Accordingly, abstentions and broker non-votes will have no effect on the outcome of Proposal 1.

The Board recommends that the stockholders vote FOR each of these nominees. These nominees have consented to serve if elected. Should any nominee be unavailable to serve, your proxy will be voted for a substitute nominee recommended by the Board, or the Board may reduce the number of directors on the Board.

Each of the nominees named below was elected a director at the 2020 annual meeting and served as a director during the prior year. Michael M. Calbert is not standing for re-election to the Board. As part of the Board's determination to nominate each of the existing directors for reelection, the Board has determined that each of the directors have valuable experiences, skills and qualifications as further described below and also the integrity, energy, and willingness to spend time on and interest in AutoZone.

Nominees

The nominees are:

Douglas H. Brooks, 69, has been a director since 2013. Until his retirement in 2013, he had held various positions with Brinker International, including serving as Non-Executive Chairman of the Board of Brinker International from January 2013 until December 2013; Chairman, President and Chief Executive Officer of Brinker from 2004 until January 2013, and President and Chief Operating Officer from 1999 to 2004. He served on the Brinker board of directors from 1999 through 2013 and on the Club Corp. board of directors from 2013 through 2017. Mr. Brooks is also a director of Southwest Airlines.

Experience, Skills and Qualifications: The Board believes Mr. Brooks is qualified to serve as a director of the Company based on his strategic and operational business background, his experience as a chief executive officer of a public company, his knowledge of and experience with international operations, his experience managing a company with a large employee base and significant focus on customer service, his owner orientation, and his board experience.

Linda A. Goodspeed, 59, has been a director since 2013. She retired in 2017 as the Chief Operating Officer and a Managing Partner at WealthStrategies Financial Advisors, positions she had held since 2007. She had served as Senior Vice President and Chief Information Officer of ServiceMaster from 2011 to 2014. From 2008 to September 2011, Ms. Goodspeed served as Vice President, Information Systems and Chief Information Officer for Nissan North America, Inc., a subsidiary of Nissan Motor Company, a global manufacturer of vehicles. From 2001 to 2008, Ms. Goodspeed served as Executive Vice President at Lennox International, Inc., a global manufacturer of air conditioning, heating and commercial refrigeration equipment. She is also a director of American Electric Power Co., Inc., and Darling Ingredients Inc., and was a director of Global Power Equipment Group through April 2018 and Columbus McKinnon Corp. through 2017.

Experience, Skills and Qualifications: The Board believes Ms. Goodspeed is qualified to serve as a director of the Company based on her experience in key strategic and operational roles with several large global companies, her expertise in information technology (IT), both as an executive leading complex IT organizations and as a director overseeing and advising on IT strategy and operations, her previous position as the chief information officer, her owner orientation, her board experience and her experience in the automotive industry.

Earl G. Graves, Jr., 59, has been a director since 2002 and was elected Lead Director in January 2009. He has been the President and Chief Executive Officer of Black Enterprise, publisher of Black Enterprise Magazine, since January 2006, and was President and Chief Operating Officer from 1998 to 2006. Mr. Graves has been employed by the same company in various capacities since 1988.

Experience, Skills and Qualifications: The Board believes Mr. Graves is qualified to serve as a director of the Company based on his business, management and strategic planning experience, his knowledge of advertising and marketing, his owner orientation, and his board experience. Mr. Graves also has extensive experience overseeing and advising on matters of governance, strategy and human capital management.

Enderson Guimaraes, 62, has been a director since 2012. In 2017, he retired as the President and Chief Operating Officer for Laureate Education, Inc., positions he had held since 2015. From 2011 to 2015, he was President of Global Operations, CEO of Europe and Sub-Sahara Africa and Head of Global Categories and Operations at PepsiCo. Mr. Guimaraes previously had served as Executive Vice President of Electrolux and Chief Executive Officer of its major appliances business in Europe, Africa and the Middle East from 2008 to 2011. Prior to this, Mr. Guimaraes held various leadership positions during his 10 years at Philips Electronics and also worked in various marketing positions at Johnson & Johnson. He is also a director of Refresco Group B.V. and Darling Ingredients Inc.

Experience, Skills and Qualifications: The Board believes Mr. Guimaraes is qualified to serve as a director of the Company based on his extensive experience leading the marketing and operations of well-known consumer brands, his experience leading and developing strategy for international operations, his owner orientation and his board experience.

D. Bryan Jordan, 59, has been a director since 2013. Since 2008, Mr. Jordan has served as President, Chief Executive Officer and a director of First Horizon National Corporation, where he also served as Chairman of the Board from 2012 through July 1, 2020. From May 2007 until September 2008, Mr. Jordan was Executive Vice President and Chief Financial Officer of First Horizon and First Tennessee Bank National Association, and prior to that he served in various positions at Regions Financial Corporation and its subsidiary Regions Bank, including (beginning in 2002) as Chief Financial Officer.

Experience, Skills and Qualifications: The Board believes Mr. Jordan is qualified to serve as a director of the Company based on his extensive experience in the banking and financial services industry, his experience serving as the chief executive officer and the chief financial officer of public companies, his knowledge of corporate finance and management and his owner orientation.

Proxy

Gale V. King, 65, has been a director since 2018. She was the Executive Vice President and Chief Administrative Officer for Nationwide Mutual Insurance Company from 2012 through July 2021 and served as the Executive Vice President – Chief Human Resources Officer from 2009 to 2012. Ms. King is also a director of J.B. Hunt Transport Services, Inc.

Experience, Skills and Qualifications: The Board believes Ms. King is qualified to serve as a director of the Company based on her extensive experience in human resources and human capital management, her owner orientation, her executive management skills and her board experience.

George R. Mrkonic, Jr., 69, has been a director since 2006. He is the non-Executive Chairman of Maru Group, a London, UK based research, insight and advisory services firm. Previously, he was the Non-Executive Chairman of Paperchase Products Limited, London, UK, a retailer of cards, stationery, wraps and gifts in the UK, Europe and the Middle East, since 2005, and had been a director since 1999. Prior to that, he was President of Borders Group, Inc. from 1994 to 1997 and Vice Chairman of Borders Group, Inc. from 1994 to 2002. He is also a director of Brinker International, Inc., and Ulta Salon, Cosmetics & Fragrance, Inc. Mr. Mrkonic was a director of Syntel, Inc. from 2009 to May 2016.

Experience, Skills and Qualifications: The Board believes Mr. Mrkonic is qualified to serve as a director of the Company based on his vast experience as a senior executive and leader at several retail companies, his knowledge and understanding of corporate strategy, finance, and governance, his owner orientation, and his board experience.

William C. Rhodes, III, 56, was elected Chairman in June 2007. He has been President, Chief Executive Officer, and a director since 2005. Prior to his appointment as President and Chief Executive Officer, he served in various capacities within the Company since 1994. Prior to 1994, Mr. Rhodes was a manager with Ernst & Young LLP. Mr. Rhodes is also a director of Dollar General Corporation.

Experience, Skills and Qualifications: The Board believes Mr. Rhodes, AutoZone's Chairman, President and Chief Executive Officer, is qualified to serve as a director of the Company based on his 25 plus years' experience with the Company, which have included responsibility for corporate strategy, executive management, operations, finance, supply chain and information technology, his knowledge and understanding of the automotive aftermarket and retail industries, his financial background, his owner orientation and his board experience.

Jill A. Soltau, 54, has been a director since 2018. She served as the Chief Executive Officer and a member of the Board of Directors of the J.C. Penney Company, Inc., from October 2018 to December 2020. She previously served as President and Chief Executive Officer of JoAnn Stores Inc. from February 2015 to October 2018. Prior to joining JoAnn, Ms. Soltau served as President of Shopko Stores Operating Co. LLC and has held senior level positions in national and regional retailers, including Kohl's and former Saks Inc. subsidiaries. Ms. Soltau is also a director nominee of Yesway, Inc.

Experience, Skills and Qualifications: The Board believes Ms. Soltau is qualified to serve as a director of the Company based on her experience as a chief executive officer in the retail industry, her deep knowledge of merchandising, operations and strategic planning, her owner orientation and her executive management skills.

PROPOSAL 2 — Ratification of Independent Registered Public Accounting Firm

Ernst & Young LLP, our independent auditor for the past thirty-four fiscal years, has been selected by the Audit Committee to be AutoZone's independent registered public accounting firm for the 2022 fiscal year. Representatives of Ernst & Young LLP will be present at the Annual Meeting to make a statement if they so desire and to answer any appropriate questions.

Proxy

The Audit Committee recommends that you vote FOR ratification of Ernst & Young LLP as AutoZone's independent registered public accounting firm.

Under Nevada law and the Company's By-Laws, if a quorum is present, Ernst & Young LLP will be ratified as AutoZone's independent registered public accounting firm if the number of votes cast in favor of the matter exceeds the number of votes cast in opposition to the matter. Shares abstaining from voting and shares as to which a broker non-vote occurs are not considered votes cast or shares entitled to vote with respect to such matter. Accordingly, abstentions and broker non-votes will have no effect on the outcome of Proposal 2. The Audit Committee is not bound by a vote either for or against the firm. The Audit Committee will consider a vote against the firm by the stockholders in selecting our independent registered public accounting firm in the future.

During the past two fiscal years, the aggregate fees for professional services rendered by Ernst & Young LLP were as follows:

	2021 (1)	2020
Audit Fees	$ 2,128,236	$ 2,486,303
Audit-Related Fees (2)	$ 12,000	$ —
Tax and other Non-Audit-Related Fees (3)	$ 150,000	$ 160,652

(1) Includes amounts estimated to be billed for services rendered.

(2) Audit-Related Fees for 2021 were for attest services rendered for compliance purposes for the Company's operations in Mexico.

(3) Tax and other Non-Audit-Related Fees for 2021 and 2020 were for state, local and international tax services.

The Audit Committee pre-approves all services performed by the independent registered public accounting firm under the terms contained in the Audit Committee charter, a copy of which can be obtained at our website at Investors.AutoZone.com. The Audit Committee pre-approved 100% of the services provided by Ernst & Young LLP during the 2021 and 2020 fiscal years. The Audit Committee considers the services listed above to be compatible with maintaining Ernst & Young LLP's independence.

PROPOSAL 3 — Advisory Vote on Executive Compensation – "Say-on-Pay"

In accordance with Section 14A of the Securities Exchange Act, we are asking stockholders to approve the following advisory resolution on the compensation of our Principal Executive Officer, our Principal Financial Officer (current and former) and our other three most highly paid executive officers (collectively, the "Named Executive Officers") at the Annual Meeting:

> "RESOLVED, that the compensation paid to AutoZone's Named Executive Officers, as disclosed in this Proxy Statement pursuant to the compensation disclosure rules of the Securities and Exchange Commission, including the Compensation Discussion and Analysis, the accompanying compensation tables and the related narrative discussion, is hereby APPROVED."

This advisory vote, commonly known as a "say-on-pay" proposal, gives our stockholders the opportunity to endorse or not endorse our executive pay program. The Board recommends a vote "FOR" this resolution because it believes that AutoZone's executive compensation program, described in the Compensation Discussion and Analysis, is effective in achieving the Company's goals of rewarding financial and operating performance and the creation of stockholder value.

Our Board and Compensation Committee believe that there should be a strong relationship between pay and corporate performance, and our executive compensation program reflects this belief. While the overall level and balance of compensation elements in our compensation program are designed to ensure that AutoZone can retain key executives and, when necessary, attract qualified new executives to the organization, the emphasis of

AutoZone's compensation program is linking executive compensation to business results and intrinsic value creation, which is ultimately reflected in increases in stockholder value.

AutoZone sets appropriate financial and operating goals, and a significant amount of an executive's annual cash compensation is tied to these objectives and therefore "at risk"—payment is earned only if performance warrants it.

AutoZone's compensation program is intended to support long-term focus on stockholder value, so it emphasizes long-term rewards. At target levels, the majority of an executive officer's total compensation package each year is the potential value of his or her stock options, which yield value to the executive only if the stock price appreciates.

Our management stock ownership requirement, as discussed on page 33, effectively promotes meaningful and significant stock ownership by our Named Executive Officers and further aligns their interests with those of our stockholders.

We urge you to read the Compensation Discussion and Analysis, as well as the Summary Compensation Table and related compensation tables and narrative, beginning on page 23, which provide detailed information on our compensation philosophy, policies and practices and the compensation of our Named Executive Officers.

Because the vote on this proposal is advisory in nature, it is not binding on AutoZone, the Board or the Compensation Committee. The vote on this proposal will, therefore, not affect any compensation already paid or awarded to any Named Executive Officer and will not overrule any decisions made by the Board or the Compensation Committee. Because we highly value the opinions of our stockholders, however, the Board and the Compensation Committee will consider the results of this advisory vote when making future executive compensation decisions.

Under Nevada law and the Company's By-Laws, if a quorum is present, this matter will be approved if the number of votes cast in favor of the matter exceeds the number of votes cast in opposition to the matter. Shares abstaining from voting and shares as to which a broker non-vote occurs are not considered votes cast or shares entitled to vote with respect to such matter. Accordingly, abstentions and broker non-votes will have no effect on the outcome of Proposal 3.

The Board recommends that the stockholders vote FOR this proposal.

PROPOSAL 4 — Non-Binding Vote on Stockholder Proposal on Climate Transition Plan Reporting

We have received notice of the intention of As You Sow, on behalf of stockholder Elizabeth Gale Michaels Rev Tr, to present the following proposal at the Annual Meeting. In accordance with federal securities regulations, the text of the stockholder proposal and supporting statement appears below exactly as received, other than minor formatting changes. The contents of the proposal or supporting statement are the sole responsibility of As You Sow, and AutoZone is not responsible for the content of the proposal or any inaccuracies it may contain. We will promptly provide the address and the number of shares owned by the proponent upon request directed to our Secretary.

As explained below, the Company and the Board do not support the adoption of this proposal and ask stockholders to consider the Company's response following the proponent's statement below. If the proposal is properly presented at the Annual Meeting, **the Board recommends that the stockholders vote AGAINST this proposal**.

Proxy

Climate Transition Plan Reporting

Whereas: The increasing rate and number of climate related disasters affecting society is causing alarms to be raised globally, making the corporate sector's contribution to climate mitigation a significant policy issue.

In addition to environmental and social harms, climate change is creating systemic risks to the economy. The Commodity Futures Trading Commission last year underscored that climate change could impair the productive capacity of the U.S. economy.[1]

Shareholders are increasingly concerned about material climate risk to their companies and their portfolios and seek clear and consistent disclosures from the companies in which they invest, including credible climate transition plans. BlackRock's CEO notes that investment flows into "sustainable" and climate aligned assets will drive long term outperformance and that companies should disclose plans for how their business model will be compatible with a net zero economy.[2]

In response to material climate risk, the Climate Action 100+ initiative (CA100+), a coalition of more than 575 investors with over $54 trillion in assets, issued a Net Zero Benchmark (Benchmark) outlining metrics that create climate accountability for companies and transparency for shareholders. Indicators 1 through 5 of the Benchmark seek reporting on companies' net zero emissions ambitions; short, medium and long term greenhouse gas (GHG) reductions goals; and strategic action plans to achieve decarbonization targets.[3]

AutoZone, Inc. is a leading retailer and distributor of automotive replacement parts with over 6,000 global stores. Our company has not set enterprise wide GHG emission reduction targets or aligned its GHG reductions plans with Paris net zero goals. The limited activities its has taken to reduce greenhouse gas emissions, including lighting and heating upgrades in its buildings, reducing transportation fleet idle times, and increasing fleet fuel economy, are good initial steps. By setting and disclosing scope 1 through 3 GHG emissions reduction targets, including net zero ambitions, and developing and disclosing a clear climate transition plan, AutoZone can provide investors with assurance that management is reducing its full climate impact, building on climate-related opportunities, and addressing growing climate risk, including a radically changing landscape for vehicles.

Resolved: Shareholders request that AutoZone, Inc. issue a report within a year, and annually thereafter, at reasonable expense and excluding confidential information, that discloses short, medium, and long term GHG gas reduction targets aligned with the Paris Agreement's goal of maintaining global temperature rise at 1.5 degrees Celsius, and progress made in achieving them. Reporting should cover the company's full range of operational and product related emissions.

Supporting Statement: Proponents suggest, at Board and Company discretion, the report describe:

- The Company's climate transition plans;
- How the Company's capital allocation plans align with the Company's climate transition plans, where relevant;
- A rationale for any decision not to set targets aligned with the Paris Agreement's 1.5 degree goal;

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[1] https://www.cftc.gov/sites/default/files/2020-09/9-9-20%20Report%20of%20the%20Subcommittee%20on%20Climate-Related%20Market%20Risk%20-%20Managing%20Climate%20Risk%20in%20the%20U.S.%20Financial%20System%20for%20posting.pdf
[2] https://www.blackrock.com/corporate/literature/whitepaper/bii-portfolio-perspectives-february-2020.pdf; [Fink CEO Letter]
[3] https://www.climateaction100.org/wp-content/uploads/2021/03/Climate-Action-100-Benchmark-Indicators-FINAL-3.12.pdf

- Other information the Board deems appropriate.

Statement in Opposition of the Stockholder Proposal

The Board of Directors has carefully considered the proposal and does not believe that its prescriptive approach is in the best interests of AutoZone and its stockholders at this time, particularly in light of the actions AutoZone is already taking to methodically address climate change and sustainability.

Demonstrated Commitment to Sustainability

At AutoZone, our culture is what sets us apart from the competition. We sell auto parts, but *parts are just a part of what we do*. Our purpose is to passionately serve our customers, the motoring public, provide great career opportunities for our AutoZoners, and provide value to our shareholders. We recognize the importance of the issue of climate change and are deeply committed to creating a more equitable, sustainable and better global environment for all. In fact, for years, we have invested considerable time, effort and resources toward improving environmental sustainability. For example, we provide our customers with a safe and easy way to dispose of used oil, automotive batteries, oil filters and cores from automotive hard parts by simply dropping these items off in our stores; we follow best practices for disposing of chemical products and hazardous waste items; we recycle many tons of wood pallets, plastic, cardboard and steel annually at our distribution centers; we donate excess inventory to non-profit organizations; and more. Over the past several years, we have accelerated our efforts to reduce the harmful impacts of climate change by testing and implementing numerous energy and water efficient initiatives in our retail stores and distribution centers, lowering fuel consumption through the use of innovative technologies in our tractor-trailer fleets, and optimizing product packaging to reduce waste.

Shareholder Engagement on ESG Matters – You Spoke, and We Listened

We value our relationships with our shareholders, and we have a long-standing practice of shareholder engagement. Over the past fiscal year, our Chairman, President and CEO or other members of our leadership team engaged directly with investors representing, in the aggregate, over 30% of our outstanding shares to specifically discuss environmental, social and governance matters. These engagement efforts allowed us to better understand our shareholders' priorities, perspectives, and concerns, and positioned us to address environmental, social and governance, or ESG, issues more effectively.

In true AutoZone fashion, we embraced feedback, positively evolved, and doubled down on our drive to be an even more transparent and responsible corporate contributor. In July 2021, we published our second Corporate Social Responsibility Report (2021 CSR Report) with significantly more ESG disclosure, including full EEO-1 compliant data, and mapped our data to the Sustainability Accounting Standards Board (SASB) Index (now under the Value Reporting Foundation), Global Reporting Initiative (GRI) Index and the United Nations Sustainable Development Goals (SDG). Additionally, our Board of Directors revised its committee charters to ensure the Board, or a designated committee of the Board, has appropriate oversight and visibility of our significant ESG work. And we're proud to state that the feedback we've received from our investor community thus far has been overwhelmingly positive.

Intensifying our Efforts to Address Climate Change

Despite our progress and the accomplishments made to date, there will always be room for us to do more. Rather than rest on our past performance, we look to the future and strive for continuous evolution and growth. In fact, as we disclosed in our 2021 CSR Report, we have partnered with both an existing global energy management specialist and an ESG specialist, and we are collaborating to develop and act on specific short-, medium- and long-term sustainability goals including, for example, greenhouse gas (GHG) reduction targets. We also announced our commitment to conduct a yearly GHG emissions inventory in order to create a consistent and reliable approach to monitoring and measuring progress on such goals and keeping our stockholders apprised of the same. Finally, we proudly announced an ambitious short-term goal of decreasing the Scope 1 and 2 energy-related emissions stemming from our U.S. store operations by 15%, against a 2019 baseline, by 2025. This goal builds upon our longstanding commitment to environmentally responsible practices. We also understand that sustainability work is truly a journey, and we are committed to identifying additional opportunities and continuing our progress.

Proxy

While AutoZone is aligned with the Proponent's mission, we strive for meaningful, enduring change that will be impactful to all stakeholders - our customers, employees, communities, and our shareholders. We have operated with the highest integrity for 42 years and honor our commitments; we do not make them lightly. We serve thousands of customers every day by coming together as a team of over 100,000 AutoZoners; by providing Wow! Customer Service in our more than 6,700 stores; by leveraging our network of 13 distribution centers, hundreds of fleet vehicles and global store support centers; and by partnering with thousands of suppliers and vendors in all facets of our business. As such, we do not believe it is responsible to commit to the Proponent's requested actions without first conducting the necessary foundational steps, **steps which we began to take prior to receipt of the Proponent's proposal**. Specifically, we have partnered with a leading energy management specialist for comprehensive energy and sustainability management services and are now working to expand this partnership to include a carbon footprint assessment. We've also begun conducting an ESG materiality assessment to develop an ESG strategy and multi-year roadmap. We believe these actions will allow us to make more informed and responsible decisions about how to prioritize our efforts and allocate our resources in the next phase of this journey. We take our commitment to corporate social responsibility and reducing our carbon footprint seriously and intend to develop data-driven goals and targets by December 2022 after the relevant data collection and assessments have been completed. For these reasons, we do not believe it is in the Company's or our shareholders' best interests to make the commitments as requested by the Proponent at this time.

Therefore, the Board of Directors unanimously recommends a vote **AGAINST** this shareholder proposal.

Other Matters

We do not know of any matters to be presented at the Annual Meeting other than those discussed in this Proxy Statement. If, however, other matters are properly brought before the Annual Meeting, your proxies will be able to vote those matters in their discretion.

EXECUTIVE COMPENSATION

<u>Compensation Discussion and Analysis</u>

This Compensation Discussion and Analysis provides a principles-based overview of AutoZone's executive compensation program. It discusses our rationale for the types and amounts of compensation that our executive officers receive and how compensation decisions affecting these officers are made. It also discusses AutoZone's total rewards philosophy, the key principles governing our compensation program, and the objectives we seek to achieve with each element of our compensation program.

Our fiscal 2021 Named Executive Officers are (i) our CEO, (ii) our CFO, (iii) our retired CFO and (iv) each of our three other most highly compensated executive officers who were employed as of the last day of fiscal 2021:

William C. Rhodes III	Chairman, President and Chief Executive Officer
Jamere Jackson	Executive Vice President, Chief Financial Officer, Finance & Store Development
William T. Giles	Executive Vice President, Chief Financial Officer, Finance, IT & Store Development (retired)
Thomas B. Newbern	Executive Vice President, International, IT & ALLDATA
Mark A. Finestone	Executive Vice President, Strategy & Innovation
Seong Ohm	Senior Vice President, Merchandising

The Company's 2021 fiscal year was from August 30, 2020 through August 28, 2021 and therefore this Compensation Discussion and Analysis covers that time period. Mr. Rhodes, Mr. Giles, Mr. Finestone and Mr. Newbern were NEOs for fiscal 2020 and remain NEOs in fiscal 2021. Mr. Jackson and Ms. Ohm were appointed to their respective positions effective September 23, 2020 and October 26, 2020, respectively, and are NEOs for the first time.

Compensation Principles and Objectives

Pay for performance. The primary emphasis of AutoZone's compensation program is linking executive compensation to business results and intrinsic value creation, which is ultimately reflected in increases in stockholder value. Base salary levels are intended to be competitive in the U.S. marketplace for executives, but the more potentially valuable components of executive compensation are incentive compensation. Annual cash incentives depend on the achievement of pre-determined business goals and long-term equity compensation is based on the value of our stock.

The primary driver of long-term compensation is our stock option program. AutoZone grants stock options due to their inherent sensitivity to stock price appreciation. Stock options only have value when AutoZone's stock price rises above the grant date price; therefore, our executives can realize gains only when the price rises over time.

Attract and retain talented AutoZoners. The overall level and balance of compensation elements in our compensation program are designed to ensure that AutoZone can retain key executives and, when necessary, attract qualified new executives to the organization. We believe that a company which provides quality products and services to its customers, and delivers solid financial results, will generate long-term stockholder returns, and that this is the most important component of attracting and retaining executive talent.

Drive high performance. AutoZone sets appropriate financial and operating goals to advance progress on key strategic initiatives and to position us for future success, and a significant amount of an executive's annual cash compensation is tied to these objectives and therefore "at risk"—payment is earned only if performance goals and objectives are met.

Drive long-term stockholder value. AutoZone's compensation program is intended to support long-term focus on stockholder value, so it emphasizes long-term rewards. At target levels, the majority of an executive officer's total compensation package each year is the potential future value of his or her AutoZone equity.

The table below illustrates how AutoZone's compensation program weights the base salary and "at-risk" components of its NEOs' fiscal 2021 target total compensation excluding any sign-on awards. See the Summary Compensation Table for additional details about fiscal 2021 compensation for all of the NEOs.

Executive	Base Salary	Annual Incentive	Long-Term Incentive	Total At-Risk
William C. Rhodes III	10%	14%	76%	90%
Average of all Other NEOs	22%	16%	62%	78%

Key Elements of Compensation

The Chief Executive Officer and the other NEOs, as well as the other senior executives comprising AutoZone's Executive Committee, participate in the compensation program outlined in this Compensation Discussion and Analysis. However, many elements of the compensation program also apply to other levels of AutoZone management. The intent is to ensure that management is motivated to pursue, and is rewarded for achieving, the same financial, operating and stockholder objectives.

The table below summarizes the key elements of AutoZone's executive compensation program and the objectives they are designed to achieve. More details on these elements follow throughout the Compensation Discussion and Analysis and this Proxy Statement, as appropriate.

Compensation Element	**Description**	**Objectives**
Base salary	• Annual fixed cash compensation.	• Attract and retain talented executives. • Recognize differences in relative size, scope and complexity of positions as well as individual performance over the long term.

Annual cash incentive	• Annual variable pay tied to the achievement of short-term economic profit, objectives, as operationalized by our primary measures of:
	  ◦ Earnings before interest and taxes, and
	  ◦ Return on invested capital
	• Actual payout depends on the results achieved. For fiscal 2021, company attainment was capped at 300% of target due to uncertainty related to the COVID-19 pandemic and any individual potential payout is capped at $4 million; however, payout is zero if threshold targets are not achieved.
	• The Compensation Committee may reduce payouts in its discretion when indicated by individual performance or other reasons but does not have discretion to increase payouts beyond established individual Performance Goals and Company incentive payout matrix.
		• Communicate key financial and operating objectives.
		• Drive high levels of performance by ensuring that executives' total cash compensation is linked to achievement of financial and operating objectives.
		• Support and reward consistent, balanced growth to generate profitable earnings efficiently in a manner that is sustainable for the future and links to stockholder returns.
		• Drive cross-functional collaboration and a total-company perspective.

Compensation Element	Description	Objectives
Stock options and other equity compensation	• Senior executives receive non-qualified stock options (NQSOs). • All stock options are granted at fair market value on the grant date (discounted options are prohibited). • AutoZone's equity compensation plan prohibits re-pricing of stock options. • AutoZone may grant awards of stock or units with either performance or time-based restrictions.	• Align long-term compensation with stockholder results. Opportunities for significant wealth accumulation by executives are tightly linked to stockholder returns. • Provide retention incentives to ensure business continuity and facilitate succession planning and executive knowledge transfer.
Stock purchase plans	• AutoZone maintains a broad-based employee stock purchase plan (ESPP) which is qualified under Section 423 of the Internal Revenue Code. The Employee Stock Purchase Plan allows AutoZoners to make quarterly purchases of AutoZone shares at 85% of the fair market value on the first or last day of the calendar quarter, whichever is lower. The annual contribution limit under the ESPP is 10% of annual earnings up to a max of $15,000. • The Company has implemented an Executive Stock Purchase Plan so that executives may continue to purchase AutoZone shares beyond the limit the IRS and the Company set for the Employee Stock Purchase Plan. An executive may make purchases using up to 25% of their prior fiscal year's eligible compensation.	• Allow all AutoZoners to participate in the growth of AutoZone's stock. • Encourage ownership, and therefore alignment of executive and stockholder interests.
Management stock ownership requirement	• Executive officers must meet specified minimum levels of ownership, using a multiple of base salary approach.	• Align with executive and stockholder interests by requiring executive officers to meet specified levels of ownership.

Compensation Element	Description	Objectives
Retirement plans	The Company maintains two retirement plans: • 401(k) defined contribution plan, • Non-qualified deferred compensation plan Stock options: • Retired executives, who meet the definition of retirement, do not receive any additional vesting of their long-term incentives but may hold vested options for the full original term of any given grant.	• Provide competitive executive retirement benefits. • The non-qualified plan enables executives to defer 25% of base salary and 75% of annual cash incentives, independent of the IRS limitations set for the qualified 401(k) plan. • Retirees' vested stock options remain subject to original term to motivate successful succession planning.
Health and other benefits	Executives are eligible for a variety of benefits, including: • Medical, dental and vision plans; • Executive Physical Program; • Life and disability insurance plans; and • Charitable contribution match program. Senior executives are permitted to use the Company's private aircraft for personal travel as long as they reimburse the Company for the direct, incremental cost of such usage.	• Provide competitive benefits. • Minimize perquisites while ensuring a competitive overall rewards package.

Annual cash compensation. Annual cash compensation consists of base salary and annual cash incentives.

Base Salary. Salaries are determined within the context of a targeted total cash compensation level for each position. Base salary is a fixed portion of the targeted annual cash compensation, with the specific portion varying based on differences in the size, scope or complexity of the jobs as well as the tenure and individual performance level of incumbents in the positions. AutoZone utilizes a variety of survey data to monitor the market.

The survey data used to periodically adjust salary ranges is broad-based, including data submitted by hundreds of companies. Examples of the types of information contained in salary surveys include summary statistics (e.g., mean, median, 25th percentile, etc.) related to:

- base salaries
- variable compensation
- total annual cash compensation
- long-term incentive compensation
- total direct compensation

The salary ranges which apply to the NEOs, including the Principal Executive Officer, are part of the structure applicable to thousands of AutoZone's employees. Each grade in the current salary structure has a salary range associated with it. This range has a midpoint, to which we compare summary market salary data (generally median pay level) of the types discussed above.

Over time, as the median pay levels in the competitive market change, as evidenced by the salary survey data, AutoZone will make appropriate adjustments to salary range midpoints so that on average, these midpoints are positioned at roughly 100% of the market median value for base salaries as revealed by the surveys. This positioning relative to the market allows for competitive base salary levels. This maintains our stated philosophy of delivering competitive total rewards at or above the market median through our performance-based variable compensation.

Annual Cash Incentive.

✓ Annual Incentive Plan tied to economic profit, as a function of EBIT and ROIC	✓ No payout unless threshold or hurdle is achieved
✓ Portion of executive's Performance-Based Compensation increases as level of responsibility increases	✓ Payout may not exceed 100% unless EBIT exceeds 100% of plan. ROIC alone, while a driver of economic profit, will not result in greater incentive plan payouts.
✓ Individual Performance measured against pre-established individual goals	✓ Compensation Committee may not exercise positive discretion under Annual Incentive Plan
✓ Individual Performance serves as a modifier to adjust bonus payout, positively or negatively	✓ Compensation Committee must certify attainment of goals prior to payout.

Overview. Executive officers are eligible to receive annual cash incentives pursuant to the AutoZone, Inc. 2015 Executive Incentive Compensation Plan ("EICP") based on the Company's attainment of certain performance objectives set by the Compensation Committee at the beginning of the fiscal year. The annual cash incentive target for each position, is expressed as a percentage of base salary, which percentage is based on the individual's level within the organization. As a general rule, as an executive's level of management responsibility increases, the portion of his or her total performance-based compensation increases.

The threshold and target annual incentive amounts (as a percentage of base salary) for the NEOs for fiscal 2021 are shown in the table below.

Principal Position	**Threshold (50% of Target)**	**Target**
Chairman, President & CEO	65 %	130 %
Executive Vice Presidents	37.5 %	75 %
Senior Vice Presidents	30 %	60 %

The actual incentive amount paid depends on Company performance relative to the target objectives initially established.

The Compensation Committee may in its sole discretion reduce the calculated incentive awards paid to NEOs. However, under the EICP, the Compensation Committee may not exercise discretion in granting awards in cases where no awards are indicated, nor may the Compensation Committee increase any calculated awards. Any such "positive" discretionary changes, were they to occur, would be paid outside of the EICP and to the extent required, reported under the Bonus column in the Summary Compensation Table on page 37; however, the Compensation Committee has not historically exercised its discretion to make such changes.

Additionally, under the EICP, the Compensation Committee may (but is not required to) adjust for the effect of one-time charges and extraordinary events such as asset write-downs, litigation judgments or settlements, changes in tax laws, accounting principles or other laws or provisions affecting reported results, accruals for reorganization or restructuring, and any other extraordinary non-recurring items, acquisitions or divestitures and any foreign exchange gains or losses on the calculation of performance.

After the end of each fiscal year, the Compensation Committee must certify the attainment of goals and direct the amount to be paid to each participant in cash.

2021 Plan Design and Payout Matrix. In October 2020, in conjunction with the full Board's review of the Company's fiscal year operating plan and budget, the Compensation Committee approved the Company's performance metrics for the 2021 annual incentive plan, which consisted of: (i) Earnings before interest and taxes ("EBIT") and (ii) Return on invested capital ("ROIC"). These metrics are also key inputs to the calculation of economic profit, which is then extrapolated to develop a payout matrix. Accordingly, annual incentive payouts are driven by EBIT and ROIC and their corresponding impact to economic profit against planned economic profit.

The Compensation Committee, along with management, believe that EBIT and ROIC are important factors in enhancing stockholder value, growing our business and ensuring efficient use of capital deployment. Once EBIT and ROIC goals are set, we use economic profit as a test to ensure that growth and the cost of growth are balanced; that the Company is using capital to generate profitable earnings efficiently and in a manner that is sustainable for the future. Specifically, we are aligning short-term compensation goals to long-term value creation.

First, the annual incentive plan is subject to a pre-established threshold or hurdle such that no annual incentive awards are paid out unless the Company achieves 90% of planned economic profit. Additionally, the payout may not exceed 100% unless the EBIT target is exceeded; in other words, exceeding the ROIC target alone will not be sufficient to result in an above 100% payout. The rationale for this is that there must be "incremental EBIT" (or EBIT in excess of target EBIT) to fund the additional incentive payout. Finally, the aggregate value of annual incentive awards to all bonus-eligible employees is subject to a cap so that the aggregate portion of the payout in excess of 100% is capped at an amount equal to 20% of "incremental EBIT." This cap on incentive compensation serves as a further limitation on the amount of incentive compensation that may be paid to officers and employees in a given year in order to ensure that the Company and its stockholders realize the benefit from superior performance.

Description of Measures. For purposes of the annual incentive plan, EBIT is defined as net income plus interest and taxes and ROIC is defined as after-tax operating profit (excluding rent) divided by average invested capital (which includes a factor to consider operating leases as financing leases). ROIC is also calculated on a 14-point trailing fiscal period average to mitigate potential risk related to short-term actions which could inflate calculations. Economic profit is calculated as net operating profit (including rent) after taxes, less the cost of capital using a capital charge rate of 10.5%.

Individual Performance Goals. Payouts are further modified based on each individual's performance against pre-established individual performance goals. Performance is measured on a five-point rating scale and the modifier may be 0% (consistently did not meet expectations), 80% (did not meet expectations), 100% (meets expectations), 120% (exceeded expectations); or 130% (consistently exceeded expectations).

2021 Performance and Actual Payout. The 2021 incentive awards for each NEO were based on the following performance:

	Economic Profit ($MMs)
EICP Target	1,438.2
Actual (as adjusted)	1,984.4
Surplus $	546.20
Surplus %	38.0%

Proxy

As noted our fiscal 2021 economic profit was 38.0% above plan. While EBIT target was below FY20 EBIT, the plan was built off a normalized, pre-pandemic levels of expected profit growth from a stable FY19. Accordingly, the incentive payout for fiscal year 2021, before adjusting for the individual performance component, was 289.9%. Additionally, Messrs. Newbern and Rhodes received an individual rating of “Exceeds Expectations” based on their individual achievement of performance goals. Mr. Rhodes has respectfully declined the additional compensation that he is eligible to receive pursuant to the “Exceeds Expectations” rating, both for his MIP cash payout (up to the allowable cap) and his FY22 annual stock option grant. Accordingly, Mr. Rhodes has foregone $42,865 in MIP (after giving effect to the $4M cap) and $2,056,074 of value in additional stock options in his FY22 annual grant. The remaining named executive officers received an individual rating of “Meets Expectations” and no upward or downward adjustment to their annual incentive awards were made due to individual performance.

Effect of Performance on Total Annual Cash Compensation. Because AutoZone emphasizes pay for performance, it is only when the Company exceeds its target objectives that an executive’s total annual cash compensation begins to climb relative to the median market level.

Stock compensation. To emphasize achievement of long-term stockholder value, AutoZone’s senior executives receive a significant portion of their targeted total compensation in the form of non-qualified stock options. Stock Options are granted with an exercise price equal to the closing stock price on the grant date, typically vest 25% annually on October 1 of each of the four fiscal years following the fiscal year in which the grant is made and have a maximum term of ten (10) years. We believe that meeting our long-term strategic goals will increase our stock price.

Although stock options have potential worth at the time they are granted, they only confer actual value if AutoZone’s stock price appreciates between the grant date and the exercise date. For this reason, we believe stock options are performance-based as they’re directly tied to stock price appreciation and mirrors stockholders’ positions. Stock options are a highly effective long-term compensation vehicle to reward executives for creating stockholder value. We want our executives to realize total compensation levels well above the market norm, because when they do, such success is the result of achievement of Company financial and operating objectives that leads to growth in the per-share value of AutoZone common stock.

AutoZone grants stock options annually, typically near the beginning of the fiscal year and makes a limited number of promotional or new hire grants during the fiscal year. The annual grants are reviewed and approved by the Compensation Committee in the meeting (typically in late September or early October) at which it reviews prior year results, determines incentive payouts, and takes other compensation actions affecting its executive officers. The Compensation Committee has not delegated its authority to grant stock options; all grants are directly approved by the Compensation Committee. Option grant amounts for the Chief Executive Officer’s direct reports and other senior executives are recommended to the Compensation Committee by the Chief Executive Officer, based on individual performance and the size and scope of the position held.

Newly promoted or hired officers may receive an option or restricted stock grant shortly after their hire or promotion. New hire or promotional grants are individually approved at a regularly scheduled meeting of the Compensation Committee, or via a special called meeting, or by unanimous written consent of the Compensation Committee. The grants are recommended to the Compensation Committee by the Chief Executive Officer based on individual circumstances (e.g., what may be required in order to attract a new executive). Internal promotional grants are prorated based on the time elapsed since the officer received a regular annual grant of stock options or restricted stock.

Stock purchase plans. AutoZone maintains the Seventh Amended and Restated AutoZone, Inc. Employee Stock Purchase Plan (“Employee Stock Purchase Plan”) which enables all employees to purchase AutoZone common stock at a discount, subject to IRS-determined limitations. Based on IRS rules, we limit the annual purchases in the Employee Stock Purchase Plan to no more than $15,000, and no more than 10% of eligible compensation. To support and encourage stock ownership by our executives, AutoZone also established a non-qualified stock purchase plan. The AutoZone, Inc. Sixth Amended and Restated Executive Stock Purchase Plan (“Executive Stock Purchase Plan”) permits participants to acquire AutoZone common stock in excess of the purchase limits contained in AutoZone’s Employee Stock Purchase Plan. Because the Executive Stock Purchase

Plan is not required to comply with the requirements of Section 423 of the Internal Revenue Code of 1986, as amended, or any successor statute thereto and the regulations thereunder (the “Internal Revenue Code”), it has a higher limit on the percentage of a participant’s compensation that may be used to purchase shares (25%) and places no dollar limit on the amount of a participant’s compensation that may be used to purchase shares under the plan.

The Executive Stock Purchase Plan operates in a similar manner to the tax-qualified Employee Stock Purchase Plan, in that it allows executives to contribute after-tax compensation for use in making quarterly purchases of AutoZone common stock. Options are granted under the Executive Stock Purchase Plan each calendar quarter and consist of two parts: a restricted share option and an unvested share option. Shares are purchased under the restricted share option at 100% of the closing price of AutoZone stock at the end of the calendar quarter (i.e., not at a discount), and a number of shares are issued under the unvested share option at no cost to the executive, so that the total number of shares acquired upon exercise of both options is equivalent to the number of shares that could have been purchased with the contributions at a price equal to 85% of the stock price at the end of the quarter. The unvested shares are subject to forfeiture if the executive does not remain with the company for one year after the grant date. After one year, the shares vest, and the executive owes taxes based on the share price on the vesting date (unless a so-called 83(b) election was made on the date of grant).

The table below can be used to compare and contrast the stock purchase plans. For more information about our stock-based plans, including the Executive Stock Purchase Plan, see Grants of Plan-Based Awards Table on page 39.

	Employee Stock Purchase Plan	Executive Stock Purchase Plan
Contributions	After tax, limited to lower of 10% of eligible compensation or $15,000	After tax, limited to 25% of eligible compensation
Discount	15% discount based on lowest price at beginning or end of the quarter	15% discount based on quarter-end price
Vesting	None (one-year holding period only)	Shares granted to represent 15% discount vest after one year; one-year holding period for shares purchased at fair market value

Company Aircraft

Senior Executives may periodically use AutoZone’s private aircraft for personal travel pursuant to an agreement with the Company. Under the agreement, the Company must be reimbursed for the direct, incremental cost to the Company arising from the personal use of the aircraft. These expenses include the cost of fuel, aircraft maintenance plan costs related to the trip, ramp fees, pilot expenses (if contract pilots are used on the trip), any special insurance for the trip, and other smaller direct costs to the Company. All of the fixed costs related to the use of the private aircraft, such as regular insurance premiums, hangar fees, depreciation and subscription costs, are paid by the Company, and reimbursement is not required for such costs.

Oversight of the Compensation Program

The Company’s executive compensation program is administered and overseen by the Compensation Committee with assistance from the CEO, the Senior Vice President, Human Resources and other senior leaders, as appropriate. The Compensation Committee in fiscal year 2021 selected and retained an independent compensation consultant, Pearl Meyer, who reports directly to the Compensation Committee to assist it in the performance of its

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duties. The following table identifies the roles and responsibilities of the Compensation Committee and management in the oversight of the Company's executive compensation program:

Compensation Committee	Management

• Sets policies and gives direction to management on all aspects of the executive compensation program
• Based upon performance, evaluates, determines and approves compensation (salary, bonus and equity awards) for each executive officer
• Determines the terms and conditions of equity incentive awards for all award recipients
• Reviews succession planning to mitigate the risk of executive departure and to help ensure individual development and bench-strength through different tiers of Company leadership
• Evaluates and considers regulatory and legal perspectives on compensation matters, rating agency opinions on executive pay and published investor compensation policies and position parameters.
• Coordinates with the other committees of the Board to identify, evaluate and address potential compensation risks, where they exist
	• Analyzes competitive information supplied by the independent compensation consultant and others in light of the Company's financial and operational circumstances
	• Evaluates market data for each executive position within the context of:
	  • Importance of each role to the Company's business model;
	  • The Company's organizational structure;
	  • Expected contribution of each executive considering the responsibilities inherent in his or her position
	• The risks inherent in the annual operating plan
	• Considers how other factors may affect pay decision-making, such as the Company's annual operating plan, targeted earnings, internal pay equity, overall financial performance and the Company's ability to absorb increases in compensation costs
	• Uses the data and analysis referenced above to formulate recommendations for the Compensation Committee's review and consideration

Most of the year's significant compensation decisions (those pertaining to the setting of base salaries, bonus targets and equity award percentages) are typically made at the meetings of the Compensation Committee and Board that follow the end of the prior fiscal year. In reaching its decisions regarding pay levels, the Compensation Committee does not aim to mirror any other company's compensation levels or practices. Nonetheless, the Compensation Committee does consider other companies' practices that might be pertinent to a company with similar margins and to the fact that we operate in multiple geographic locations with differing regulatory obligations and market considerations.

The Compensation Committee selects and engages a compensation consulting firm, from time to time, and authorizes its work. Reports and advice from the consultant may be requested by and are shared between the Compensation Committee, the Board, and management. In March 2021, the Compensation Committee evaluated Pearl Meyer's independence using the factors set forth in NYSE Rule 303A.05(c) and confirmed Pearl Meyer's independence.

The Chief Executive Officer attends most meetings of the Compensation Committee and participates in the process by answering Compensation Committee questions about pay philosophy and by ensuring that the Compensation Committee's requests for information are fulfilled. He also assists the Compensation Committee in determining the compensation of the executive officers by providing recommendations and input about such matters as individual performance, tenure, and size, scope and complexity of their positions. The Chief Executive Officer makes specific recommendations to the Compensation Committee concerning the compensation of his direct reports and other senior executives, including the executive officers. These recommendations usually relate to base salary increases, changes to annual incentive targets and stock option grants. The Chief Executive Officer also recommends pay packages for newly hired executives. Management provides the Compensation Committee with data, analyses and perspectives on market trends and annually prepares information to assist the Compensation Committee in its consideration of such recommendations. Annual incentive awards are based on achievement of business objectives set by the Compensation Committee, but the Compensation Committee may exercise negative discretion, and if it does so, it is typically in reliance on the Chief Executive Officer's assessment of an individual's performance.

The Chief Executive Officer is not a party to the deliberations of the Compensation Committee regarding his own compensation. The Senior Vice President, Human Resources has direct discussions with the Compensation Committee Chair regarding the Compensation Committee's recommendations on the Chief Executive Officer's compensation. The Compensation Committee also receives input from the independent consultant regarding Chief Executive Officer compensation.

Chief Executive Officer. The Compensation Committee establishes the compensation level for the Chief Executive Officer, including base salary, annual cash incentive compensation, and stock-based awards. The Chief Executive Officer's compensation is reviewed annually by the Compensation Committee in conjunction with a review of his individual performance by the non-management directors, considering all forms of compensation, including base salary, annual cash incentive, stock options and other stock-based awards, and the value of other benefits received.

Other Executive Officers. The Compensation Committee reviews and approves base salaries for AutoZone's executive officers (other than the Chief Executive Officer) based on each executive officer's individual performance during the past fiscal year and on the recommendations of the Chief Executive Officer. The Compensation Committee approves the annual cash incentive amounts for the executive officers, which are determined by objectives approved by the Compensation Committee at the beginning of each fiscal year as discussed above. The actual incentive amount paid depends on their annual performance.

The Compensation Committee, together with its independent compensation consultant, periodically conducts a detailed review of the overall executive compensation program to determine if the program supports the company's strategic objectives. In making decisions related to compensation of the NEOs, the Compensation Committee uses the survey data and salary ranges as context in reviewing compensation levels and approving pay actions. Other elements that the Compensation Committee considers are individual performance, Company performance, individual tenure, internal equity, position tenure, and succession planning.

The Compensation Committee approves stock-based compensation to all eligible levels of management, including executive officers. Stock options are granted to executive officers upon initial hire or promotion, and thereafter are typically granted annually in accordance with guidelines established by the Compensation Committee as discussed above. The actual grant is determined by the Compensation Committee based on the guidelines and the performance of the individual in the position. The Compensation Committee considers the recommendations of the Chief Executive Officer. Other than grants of stock made pursuant to the stock purchase plans discussed above, the Compensation Committee has sole authority to approve any other individual awards of stock-based compensation for executive officers.

Management Stock Ownership Requirement. To further reinforce AutoZone's objective of driving long-term stockholder results, AutoZone maintains a stock ownership requirement for all Executive Committee members. Covered executives must attain a specified minimum level of stock ownership, based on a multiple of their base salary, within five years of the executive's placement into a covered position. Executives who are promoted into a position with a higher multiple will have an additional three years to attain the increased required ownership level. In order to calculate whether each executive meets the ownership requirement, we total the value of each executive's holdings of whole shares of stock, sixty percent of the intrinsic (or "in-the-money") value of vested stock options, and sixty percent of the intrinsic value of unvested restricted stock units, based on the fiscal year-end closing price of AutoZone stock, and compare that value to the appropriate multiple of fiscal year-end base salary. We include net value of vested stock options in the ownership calculation because the long-term retention and ownership of such stock options aligns the executive's interests with the long-term interests of our shareholders. This is consistent with our longstanding history of pay-for-performance and our long-term practice granting stock options to emphasize achievement of long-term stockholder value. Without giving effect to recently hired or promoted executives who are permitted 5 years to comply with stock ownership guidelines, the average EC multiple of base compensation is 25 and all EC members are in compliance with stock ownership requirements.

To encourage full participation in our equity plans, all AutoZone stock acquired under those plans is included in the executive's holdings for purposes of calculating his or her ownership. This includes vested stock options, unvested restricted stock units and vested shares which have restrictions on sale.

Key features of the stock ownership requirement are summarized in the table below:

Ownership Requirement	• Chief Executive Officer 7 times base salary • Executive Vice President 3 times base salary • Senior Vice President 2 times base salary
Holding Requirements	• Individuals who have not achieved the ownership requirement within the specified period will be required to hold 50% of net after-tax shares upon exercise of any stock option and may not sell any shares of AZO. • Guidelines will no longer apply after an executive reaches age 62, in order to facilitate appropriate financial planning as potential retirement approaches. The Compensation Committee may waive the guidelines for any other executive at its discretion.
Ownership Definition	• Shares of stock directly owned; • Indirectly held shares reportable as beneficial holdings; • Unvested Shares acquired via the Executive Stock Purchase Plan • 60% of vested stock options (based on the "after tax in-the-money" value); and • 60% of unvested Restricted Stock Units (based on the "after tax" value).

Unlawful Insider Trading and Anti-Hedging Policy. AutoZone has adopted policies and procedures designed to prohibit unlawful insider trading, hedging transactions and related practices. Specifically, AutoZone's employees, officers and directors are prohibited from trading in AutoZone securities while in the possession of material, nonpublic information, from pledging AutoZone securities as collateral, holding AutoZone securities in a margin account and entering into transactions that are designed to hedge or offset decreases in the market value of AutoZone securities. Prohibited transactions include equity swaps, prepaid variable forward contracts, put or call options (other than employee stock option grants), short sales or other derivative instruments. Additionally, certain employees and officers may be subject to routine and non-routine blackout periods during which times trading in our securities is not permitted, as well as pre-clearance procedures to ensure compliance with applicable internal policies.

Incentive Compensation Recovery Policy. AutoZone maintains an incentive compensation recovery, or "clawback", policy. The purpose of the policy is to enable AutoZone's Board, at its discretion, to recover excess incentive compensation in the event that the Company is required to prepare an accounting restatement to correct an error that is material to previously issued financial statements. "Excess" compensation is generally the amount of performance-based compensation paid above what would have been received had the statements in question been accurate. The Company will revise and administer this policy in compliance with the Dodd-Frank Act provisions, once the rules implementing those provisions become effective.

Benchmarking

AutoZone reviews publicly available data from a peer group of companies to help us ensure that our overall compensation remains competitive. The peer group data we use is from proxy filings and other published sources – it is not prepared or compiled especially for AutoZone. AutoZone does not engage in strict benchmarking of compensation levels, i.e., we do not use specific data to support precise targeting of compensation, such as setting an executive's base pay at the 50th percentile of an identified group of companies.

We periodically review the appropriateness of this peer group. It typically has changed when such events as acquisitions and spin-offs have occurred, and in the event a member company experiences significant performance challenges. The criteria used to select the peer group companies include:

- Direct competitors;
- Companies with which we compete for talent, customers and capital; and
- Companies with key financial measures within a reasonable range compared to those same measures for AutoZone (e.g., revenues between 50% and 200% of AutoZone's).

AutoZone FY2021 Peer Group

Advance Auto Parts	Gap Stores	Sherwin Williams
Darden Restaurants	Genuine Parts	Tractor Supply Company
Dick's Sporting Goods	L Brands	Ulta Beauty
Dollar General	LKQ Corporation	W.W. Grainger
Dollar Tree	O'Reilly Automotive	Yum! Brands
Foot Locker	Ross Stores	

AutoZone reviews peer group compensation data as a point of reference but we do not use information from the peer group or other published sources to set precise compensation targets or make individual compensation decisions. We use such data as context in reviewing AutoZone's overall compensation levels and approving recommendations. Broad survey data and peer group information are just two elements that we find useful in maintaining a reasonable and competitive compensation program. Other elements that we consider are individual performance, Company performance, individual tenure, position tenure, and succession planning.

Taxation of Compensation

Prior to the Tax Cuts and Jobs Act ("Tax Reform") that was signed into law December 22, 2017, the Compensation Committee considered the provisions of Section 162(m) of the Internal Revenue Code which allowed the Company to take an income tax deduction for compensation up to $1 million and for certain compensation exceeding $1 million paid in any taxable year to a "covered employee" as that term is defined in the Code. There was an exception for qualified performance-based compensation, and AutoZone's compensation program was designed to maximize the tax deductibility of compensation paid to executive officers, where possible. The Tax Reform includes substantial changes to Section 162(m), which generally eliminate tax deductions for any compensation in excess of $1 million paid to covered employees.

Section 409A of the Internal Revenue Code was created with the passage of the American Jobs Creation Act of 2004. These tax regulations create strict rules related to non-qualified deferred compensation earned and vested on or after January 1, 2005. The Internal Revenue Service periodically releases Notices and other guidance related to Section 409A, and AutoZone continues to take actions necessary to comply with the Section's requirements by the deadlines established by the Internal Revenue Service.

Compensation Committee Report

The Compensation Committee of the Board (the "Committee") has reviewed and discussed with management the Compensation Discussion and Analysis ("CD&A"). Based on the review and discussions, the Committee recommended to the Board of Directors that the CD&A be included in this proxy statement.

Members of the Compensation Committee:
George R. Mrkonic, Jr. (Chair)
Douglas H. Brooks
Linda A. Goodspeed
Gale V. King

Compensation Committee Interlocks and Insider Participation

The Compensation Committee is composed solely of independent, non-employee directors. None of the members of the Compensation Committee (i) was an officer or employee of the Company at any time during or prior to fiscal 2021 or (ii) is or was a participant in a "related person" transaction with the Company since the beginning of fiscal 2021. No executive officer of the Company serves, or in the past fiscal year has served, on the compensation committee or board of any company that has one or more of its executive officers serving as a member of the Company's Compensation Committee or Board.

Compensation Program Risk Assessment

AutoZone's management conducts periodic assessments of the compensation plans and programs that apply throughout the Company, including those plans and programs in which our executives participate. The assessments are performed by key members of AutoZone's human resources, finance, operations, and legal teams, and entails thorough discussions of each plan's or program's design and operation. Significant findings are reviewed by senior management prior to being reviewed and discussed with the Compensation Committee.

Plan elements which are reviewed include participants, performance measures, performance and payout curves or formulas, how target level performance is determined (including whether any thresholds and caps exist), how frequently payouts occur, and the mix of fixed and variable compensation which the plan delivers. The plans and programs are also reviewed from the standpoint of reasonableness (e.g., how target and above-target pay levels compare to similar plans for similar populations at other companies, and how payout amounts relate to the results which generate the payment), how well the plans and programs are aligned with AutoZone's goals and objectives, and from an overall standpoint, whether these plans and programs represent an appropriate mix of short- and long-term compensation.

The purpose of these reviews is to determine whether the risks related to the design and operation of these plans and programs, if present, are reasonably likely to have a material adverse effect on the Company. We believe that our compensation plans, policies and practices do not encourage excessive risk-taking and are not reasonably likely to have a material adverse effect on the Company. The various mitigating factors which support this conclusion include:

- Oversight of the management incentive plan and all stock-based compensation by the Compensation Committee of the Board;
- Senior management oversight of key plans and programs, including approving target level payouts, setting financial and operating goals, and approving payouts;
- Administration and oversight of plans and programs by multiple functions within the Company (e.g., finance, operations, legal and human resources);
- Existence of an incentive compensation recovery ("clawback") policy;
- Interrelationship between measures (e.g., correlation between economic profit performance and appreciation in the per-share price of AutoZone's stock);
- Vesting and stock ownership requirements for executive officers which encourage long-term perspectives among participants; and

- A preference for performance measures which result in payments only upon achievement of ultimate financial results.

SUMMARY COMPENSATION TABLE

This table shows the compensation paid to the NEOs during the 2021, 2020 and 2019 fiscal years.

Name and Principal Position	Year	Salary ($)(1)	Bonus ($)(2)	Stock Awards ($) (3)(4)	Option Awards ($) (4)	Non-Equity Incentive Plan Compensation ($) (5)	All Other Compensation ($) (6)	Total ($)
William C. Rhodes III	2021	1,050,000	—	90,672	9,495,777	3,957,135	245,412	14,838,996
Chairman, President &	2020	1,050,000	—	89,399	7,269,523	2,941,849	180,590	11,531,361
Chief Executive Officer	2019	1,062,500	—	90,187	5,888,287	1,401,417	175,171	8,617,562
Jamere Jackson	2021	673,077	1,200,000	—	3,037,480	1,463,438	69,389	6,443,384
CFO/Executive Vice								
President,								—
Finance & Store								
Development								—
William T. Giles	2021	266,308	—	13,001	—	579,020	125,897	984,226
CFO/Executive Vice								
President,	2020	678,538	—	28,321	2,031,501	1,096,790	125,013	3,960,163
Finance & IT (Retired)	2019	674,711	—	28,230	1,822,036	513,422	103,223	3,141,622
Thomas B. Newbern	2021	593,538	—	—	2,141,205	1,548,600	77,499	4,360,842
Executive Vice President,	2020	576,154	—	—	2,246,944	776,080	68,750	3,667,928
International, IT &								
ALLDATA	2019	562,058	—	—	1,733,156	513,229	56,137	2,864,580
Mark A. Finestone	2021	584,538	—	27,484	2,141,205	1,270,933	132,837	4,156,996
Executive Vice President,	2020	568,538	—	28,321	1,925,763	765,823	108,687	3,397,132
Strategy & Innovation	2019	562,058	—	24,352	1,733,156	427,698	109,267	2,856,531
Seong Ohm	2021	325,769	350,000	—	2,479,142	566,643	50,176	3,771,730
Senior Vice President, Merchandising								

(1) Fiscal year 2019 was a 53-week fiscal year, so the 2019 salary and bonus amounts reflect an extra week of pay.

(2) Annual incentive awards were paid pursuant to the EICP and therefore appear in the "non-equity incentive plan compensation" column of the table. We provided Mr. Jackson with an initial $1.2 million cash sign-on bonus and Ms. Ohm with an initial $350,000 cash sign-on bonus as make-whole awards for the awards that were forfeited when they left their previous company.

(3) Represents shares acquired pursuant to the Executive Stock Purchase Plan. See "Compensation Discussion and Analysis" on page 23 for more information about the Executive Stock Purchase Plan. See Note B, Share-Based Payments, to our consolidated financial statements in our 2021 Annual Report for a description of the Executive Stock Purchase Plan and the accounting and assumptions used in calculating expenses in accordance with FASB ASC Topic 718.

(4) The value of stock awards and option awards was determined as required by FASB ASC Topic 718. There is no assurance that these values will be realized. See Note B, Share-Based Payments, to our consolidated financial statements in our 2021 Annual Report for details on assumptions used in the valuation. To address compensation forfeited at their respective former employers, we provided each of Mr. Jackson and Ms. Ohm with an initial long-term incentive grant of approximately $1.0 million in stock options. Ms. Ohm received the sign-on and annual award combined on one grant date.

(5) Incentive amounts were earned for the 2021 fiscal year pursuant to the EICP and were paid in October 2021. See "Compensation Discussion and Analysis" on page 23 for more information about this plan.

(6) All Other Compensation includes the following:

Name		Perquisites and Personal Benefits ($)(A)	Tax Gross-ups ($)(D)	Company Contributions to Defined Contribution Plans ($)(E)	Life Insurance Premiums ($)
William C. Rhodes III	2021	55,370 (B)	25,542	159,582	4,918
Jamere Jackson	2021	64,690 (C)	3,368	—	1,331
William T. Giles	2021	53,694 (B)	9,262	61,982	959
Thomas B. Newbern	2021	7,022	13,767	54,189	2,521
Mark A. Finestone	2021	56,022 (B)	20,830	53,541	2,444
Seong Ohm	2021	46,385 (C)	3,144	—	647

(A) Perquisites and personal benefits for all NEOs include matching charitable contributions under the AutoZone Matching Gift Program, Company-provided home security system and/or monitoring services, airline club memberships and status upgrades, Company-paid spouse business-related travel, and Company-paid long-term disability insurance premiums.

(B) The perquisites or personal benefits which exceeded the greater of $25,000 or 10% of the total amount of perquisites and personal benefits for an executive officer, consisted of matching charitable contributions made under the AutoZone Matching Gift program, under which executives may contribute to qualified charitable organizations and AutoZone provides a matching contribution to the charities in an equal amount, up to $50,000 in the aggregate for each executive officer annually, are as follows:

Name	2021 ($)
William C. Rhodes III	50,000
William T. Giles	50,000
Mark A. Finestone	50,000

(C) Mr. Jackson and Ms. Ohm received relocation benefits as part of our relocation program.

(D) Represents amounts related to imputed earnings on taxable life insurance.

(E) Represents employer contributions to the AutoZone, Inc. 401(k) Plan and the AutoZone, Inc. Executive Deferred Compensation Plan.

GRANTS OF PLAN-BASED AWARDS

The following table sets forth information regarding plan-based awards granted to the Company's NEOs during the 2021 fiscal year.

Name	Equity Plans Grant Date	Estimated Future Payments Under Non-equity Incentive Plans (1) Threshold ($)	Target ($)	Maximum ($)	All other Stock Awards: Number of shares of Stock or Units (#) (2)	All other Option Awards: Number of securities underlying options (#) (3)	Exercise or base price of option awards ($)	Grant date fair value of stock and option awards ($)
William C. Rhodes III		682,500	1,365,000	4,000,000				
	10/7/2020					30,600	1,139.99	9,495,777
	9/30/2020				9			10,599
	12/31/2020				48			56,901
	3/31/2021				8			11,234
	6/30/2021				8			11,938
								9,586,449
Jamere Jackson		252,404	504,808	4,000,000				
	9/23/2020					2,962	1,128.95	896,275
	10/7/2020					6,900	1,139.99	2,141,205
								3,037,480
William T. Giles		99,866	199,731	4,000,000				
	9/30/2020				5			5,888
	12/31/2020				6			7,113
								13,001
Thomas B. Newbern		222,577	445,154	4,000,000				
	10/7/2020					6,900	1,139.99	2,141,205
								2,141,205
Mark A. Finestone		219,202	438,404	4,000,000				
	10/7/2020					6,900	1,139.99	2,141,205
	9/30/2020				5			5,888
	12/31/2020				6			7,113
	3/31/2021				5			7,022
	6/30/2021				5			7,461
								2,168,689
Seong Ohm		97,731	195,461	4,000,000				
	10/26/2020					7,989	1,152.00	2,479,142
								2,479,142

(1) Represents potential threshold, target and maximum incentive compensation for the 2021 fiscal year under the EICP based on each officer's salary on the date the 2021 fiscal year targets were approved. The amounts actually paid for the 2021 fiscal year are described in the "Non-Equity Incentive Plan Compensation" column in the Summary Compensation Table. The "threshold" is the minimum payment level under the EICP which is 50% of the target amount. There was a temporary cap of 300% for fiscal year 2021; however, awards paid to any individual pursuant to the EICP may not exceed $4 million. See "Compensation Discussion and Analysis" at page 23.

(2) Represents shares awarded pursuant to the Executive Stock Purchase Plan. See "Compensation Discussion and Analysis" at page 23 and the discussion following this table for more information on the Executive Stock Purchase Plan.

(3) Represents options awarded pursuant to the Amended 2011 Equity Plan or 2020 Omnibus Incentive Plan. See "Compensation Discussion and Analysis" at page 23.

OUTSTANDING EQUITY AWARDS AT FISCAL YEAR-END

The following table sets forth information regarding outstanding stock option awards under the Amended 2011 Equity Plan, the 2011 Equity Plan, 2020 Omnibus Incentive Plan, other outstanding equity awards under the Amended 2011 Equity Plan and the 2011 Equity Plan, and unvested shares under the Executive Stock Purchase Plan for the Company's NEOs as of August 28, 2021:

		Option Awards					
		Number of securities underlying unexercised options (1)					
Name	Grant Date	Exercisable	Unexercisable	Option Exercise Price	Option Expiration Date	Number of shares of stock that have not vested (2)	Market value of Shares of stock that have not vested (3)
William C. Rhodes III	9/23/2014	17,400	—	$ 507.79	9/24/2024		
	10/6/2015	7,850	—	$ 744.62	10/7/2025		
	10/7/2015	50,000	— (4)	$ 736.00	10/8/2025		
	9/23/2016	6,750	—	$ 744.85	9/24/2026		
	9/26/2017	9,000	3,000	$ 587.13	9/27/2027		
	9/25/2018	13,250	13,250	$ 772.80	9/26/2028		
	10/7/2019	6,875	20,625	$ 1,060.81	10/8/2029		
	10/7/2020	—	30,600	$ 1,139.99	10/8/2030		
	9/30/2020					9	$ 13,936
	12/31/2020					48	$ 74,328
	3/31/2021					8	$ 12,388
	6/30/2021					8	$ 12,388
Totals		**111,125**	**67,475**			**73**	**$ 113,040**
Jamere Jackson	9/23/2020	—	2,962	$ 1,128.95	9/24/2030		
	10/7/2020	—	6,900	$ 1,139.99	10/8/2030		
Totals		**—**	**9,862**				
William T. Giles	10/1/2013	3,800	—	$ 425.11	10/2/2023		
	9/23/2014	10,600	—	$ 507.79	9/24/2024		
	10/6/2015	10,600	—	$ 744.62	10/7/2025		
	9/23/2016	9,120	—	$ 744.85	9/24/2026		
	9/26/2017	6,532	—	$ 587.13	9/27/2027		
	9/25/2018	4,100	—	$ 772.80	9/26/2028		
	10/7/2019	1,921	—	$ 1,060.81	10/8/2029		
	9/30/2020					5	7,742
	12/31/2020					6	9,291
Totals		**46,673**	**—**			**11**	**$ 17,033**
Thomas B. Newbern	10/6/2015	3,250	—	$ 744.62	10/7/2025		
	9/23/2016	7,740	—	$ 744.85	9/24/2026		
	9/26/2017	—	1,848	$ 587.13	9/27/2027		
	9/25/2018	3,900	3,900	$ 772.80	9/26/2028		
	10/7/2019	2,125	6,375	$ 1,060.81	10/8/2029		
	10/7/2020	—	6,900	$ 1,139.99	10/8/2030		
Totals		**17,015**	**19,023**				
Mark A. Finestone	10/6/2015	11,000	—	$ 744.62	10/7/2025		
	9/23/2016	7,740	—	$ 744.85	9/24/2026		
	9/26/2017	5,542	1,848	$ 587.13	9/27/2027		
	9/25/2018	3,900	3,900	$ 772.80	9/26/2028		
	10/7/2019	1,821	5,464	$ 1,060.81	10/8/2029		
	10/7/2020	—	6,900	$ 1,139.99	10/8/2030		
	9/30/2020					5	$ 7,742
	12/31/2020					6	$ 9,290
	3/31/2021					5	$ 7,742
	6/30/2021					5	$ 7,742
Totals		**30,003**	**18,112**			**21**	**$ 32,516**
Seong Ohm	10/26/2020	—	7,989	1,152.00	10/27/2030		
Totals		**—**	**7,989**				

(1) Unless indicated otherwise, stock options vest annually in one-fourth increments over a four-year period.

(2) Represents shares acquired pursuant to unvested shares granted under the Executive Stock Purchase Plan. Such shares vest on the first anniversary of the date the option was exercised under the plan and will vest immediately upon a participant's termination of employment without cause or the participant's death or disability.

(3) Based on the closing price of AutoZone common stock on August 28, 2021 ($1,548.49 per share).

(4) Represents a one-time grant of non-qualified stock options pursuant to the 2011 Equity Plan. Fifty percent (50%) of the shares vested on the fourth anniversary of the grant, and the other fifty percent (50%) vested on the fifth anniversary of the grant.

Proxy

OPTION EXERCISES AND STOCK VESTED

The following table sets forth information regarding stock option exercises and vested stock awards for the Company's NEOs during the fiscal year ended August 28, 2021:

	Option Awards		Stock Awards	
Name	Number of shares acquired on exercise (#)	Value realized on exercise ($) (1)	Number of shares acquired on vesting (#) (2)	Value realized on vesting ($) (3)
William C. Rhodes III	41,700	39,890,157	80	100,758
Jamere Jackson	—	—	—	—
William T. Giles	17,500	15,316,598	12	14,178
Thomas B. Newbern	15,267	7,462,920	—	—
Mark A. Finestone	16,600	15,237,769	27	35,858
Seong Ohm	—	—	—	—

(1) If the shares were sold immediately upon exercise, the value realized on exercise of the option is the difference between the actual sales price and the exercise price of the option. Otherwise, the value realized is the difference between the closing price of AutoZone common stock on the New York Stock Exchange on the date of exercise and the exercise price of the option.

(2) Represents shares acquired pursuant to the Executive Stock Purchase Plan. See "Compensation Discussion and Analysis" on page 23 for more information about this plan.

(3) Based on the closing price of AutoZone common stock on the vesting date.

NONQUALIFIED DEFERRED COMPENSATION

The following table sets forth information regarding nonqualified deferred compensation for the Company's NEOs as of and for the year ended August 28, 2021.

Name	Executive Contributions in Last FY ($) (1)	Company Contributions in Last FY ($) (2)	Aggregate Earnings in Last FY ($) (3)	Aggregate withdrawals / distributions ($)	Aggregate Balance at Last FYE ($)
William C. Rhodes III	1,040,070	148,274	6,296,542	—	25,723,897
Jamere Jackson	22,890	—	1,084	—	23,974
William T. Giles	169,342	59,829	560,829	—	2,428,773
Thomas B. Newbern	273,800	42,942	142,860	—	2,629,491
Mark A. Finestone	67,493	42,171	649,793	—	2,776,325
Seong Ohm	12,591	—	871	—	13,462

(1) Represents contributions by the NEOs under the AutoZone, Inc. Executive Deferred Compensation Plan (the "EDCP"). Such contributions are included under the appropriate "Salary" and "Non-Equity Incentive Plan Compensation" columns for the NEOs in the Summary Compensation Table.

(2) Represents matching contributions by the Company under the EDCP. Such contributions are included under the "All Other Compensation" column for the NEOs in the Summary Compensation Table.

(3) Represents the difference between the aggregate balance at end of fiscal 2021 and the end of fiscal 2020, excluding (i) contributions made by the executive officer and the Company during fiscal 2021 and (ii) any withdrawals or distributions during fiscal 2021. None of the earnings in this column were included in the Summary Compensation Table because they were not preferential or above market.

Officers of the Company with the title of vice president or higher based in the United States are eligible to participate in the EDCP after their first year of employment with the Company. As of August 28, 2021, there were 54 such officers of the Company. The EDCP is a nonqualified plan that allows officers to make a pretax deferral of base salary and bonus compensation. Officers may defer up to 25% of base salary and up to 75% of bonus compensation. The Company match is calculated based on 100% of the first 3% of deferred compensation and 50% of the next 2% deferred, less the maximum value of the Company match available generally to participants in AutoZone's 401(k) Plan. Participants may select among various mutual funds in which to invest their deferral accounts. Participants may elect to receive distribution of their deferral accounts at retirement or starting in a specific future year of choice before or after anticipated retirement (but not later than the year in which the participant reaches age 75). If a participant's employment with AutoZone terminates other than by retirement or death, the account balance will be paid in a lump sum payment six months after termination of employment. There are provisions in the EDCP for withdrawal of all or part of the deferral account balance in the event of an extreme and unforeseen financial hardship.

Proxy

POTENTIAL PAYMENTS UPON TERMINATION OR CHANGE IN CONTROL

Our NEOs may receive certain benefits if their employment terminates under specified circumstances. These benefits derive from Company policies, plans, agreements and arrangements described below.

Agreement with Mr. Rhodes

In 2008, Mr. Rhodes and AutoZone entered into an agreement (the "Agreement") providing that if Mr. Rhodes' employment is terminated by the Company without cause, he will receive severance benefits consisting of an amount equal to 2.99 times his then-current base salary, a lump sum prorated share of any unpaid annual bonus incentive for periods during which he was employed, and AutoZone will pay the cost of COBRA premiums to continue his medical, dental and vision insurance benefits for up to 18 months to the extent such premiums exceed the amount Mr. Rhodes had been paying for such coverage during his employment. The Agreement further provides that Mr. Rhodes will not compete with AutoZone or solicit its employees for a three-year period after his employment with AutoZone terminates.

Executive Officer Agreements (Messrs. Jackson, Giles, Finestone and Newbern, and Ms. Ohm)

AutoZone's executive officers who do not have written employment agreements, including Messrs. Jackson, Giles, Finestone and Newbern and Ms. Ohm, have entered into agreements ("Severance and Non-Compete Agreements") with the Company providing that if their employment is involuntarily terminated without cause, and if they sign an agreement waiving certain legal rights, they will receive severance benefits in the form of salary continuation for a period of time ranging from 12 to 24 months, depending on their length of service at the time of termination. Other than Mr. Jackson and Ms. Ohm, the aforementioned executives all have greater than 5 years of service.

Years of Service	Severance Period
Less than 2	12 months
2 – less than 5	18 months
5 or more	24 months

The executives will also receive a lump sum prorated share of their annual bonus incentive when such incentives are paid to similarly-situated executives. Medical, dental and vision insurance benefits generally continue through the severance period up to a maximum of 18 months, with the Company paying the cost of COBRA premiums to the extent such premiums exceed the amount the executive had been paying for such coverage. An appropriate level of outplacement services may be provided based on individual circumstances.

The Severance and Non-Compete Agreement further provides that the executive will not compete with AutoZone or solicit its employees for a two-year period after his or her employment with AutoZone terminates.

Equity Plans

All outstanding, unvested stock options, including those held by the NEOs, will vest immediately upon the option holder's death pursuant to the terms of the stock option agreements.

Unvested shares under our Executive Stock Purchase Plan, which normally are subject to forfeiture if a participant's employment terminates prior to the first anniversary of their acquisition, will vest immediately if the termination is by reason of the participant's death, disability, termination by the Company without cause, or retirement on or after the participant's normal retirement date. The plan defines "disability," "cause," and "normal retirement date."

Life Insurance

AutoZone provides all salaried employees in active full-time employment in the United States a company-paid life insurance benefit in the amount of two times annual earnings. “Annual earnings” exclude stock compensation and gains realized from stock option exercises but include salary and incentive compensation received. Additionally, salaried employees are eligible to purchase additional life insurance subject to insurability above certain amounts. The maximum benefit of the company-paid and the additional coverage combined is $7,500,000. All the NEOs are eligible for this benefit.

Disability Insurance

All full-time officers at the level of vice president and above are eligible to participate in two executive long-term disability plans, until age 65. Accordingly, AutoZone purchases individual disability policies for its executive officers that pay 70% of the first $7,143 of insurable monthly earnings in the event of disability. Additionally, the executive officers are eligible to receive an executive long-term disability plan benefit in the amount of 70% of the next $35,714 of insurable monthly earnings to a maximum benefit of $25,000 per month. AutoZone purchases insurance to cover this plan benefit. These two benefits combined provide a maximum benefit of $30,000 per month. The benefit payment for these plans may be reduced by deductible sources of income and disability earnings.

The following table shows the amounts that the NEOs would have received if their employment had been terminated under specified circumstances on August 28, 2021. This table does not include amounts related to the NEOs’ vested benefits under our deferred compensation and pension plans or pursuant to stock option awards, all of which are described in the tables above. Mr. Giles has been omitted from the table as he retired on January 17, 2021 and received an annual incentive award prorated through the date of his retirement.

Proxy

Name	Voluntary or For Cause Termination ($)	Involuntary Termination Not For Cause ($)	Change in Control ($)	Disability ($)	Death ($)	Normal Retirement ($)
William C. Rhodes, III (1)						
Severance Pay	—	3,139,500	—	—	—	—
Annual Incentive	—	3,957,135	—	3,957,135	3,957,135	3,957,135
Benefits Continuation	—	33,253	—	—	4,207	—
Unvested Stock Options	—	—	—	—	37,481,275	—
Unvested Stock Awards	—	113,040	—	113,040	113,040	—
Disability Benefits	—	—	—	3,120,000	—	—
Life Insurance Benefits	—	—	—	—	5,000,000	—
Total	**—**	**7,242,928**	**—**	**7,190,175**	**46,555,657**	**3,957,135**
Jamere Jackson (2)						
Severance Pay	—	700,000	—	—	—	—
Annual Incentive	—	1,463,438	—	1,463,438	1,463,438	1,463,438
Benefits Continuation	—	36,120	—	—	3,893	—
Unvested Stock Options	—	—	—	—	4,061,327	—
Unvested Stock Awards	—	—	—	—	—	—
Disability Benefits	—	—	—	4,500,000	—	—
Life Insurance Benefits	—	—	—	—	1,400,000	—
Total	**—**	**2,199,558**	**—**	**5,963,438**	**6,928,658**	**1,463,438**
Thomas B. Newbern (2)						
Severance Pay	—	1,192,000	—	—	—	—
Annual Incentive	—	1,548,600	—	1,548,600	1,548,600	1,548,600
Benefits Continuation	—	36,120	—	—	3,893	—
Unvested Stock Options	—	—	—	—	10,729,394	—
Disability Benefits	—	—	—	2,130,000	—	—
Life Insurance Benefits	—	—	—	—	2,718,000	—
Total	**—**	**2,776,720**	**—**	**3,678,600**	**14,999,887**	**1,548,600**
Mark A. Finestone (2)						
Severance Pay	—	1,174,000	—	—	—	—
Annual Incentive	—	1,270,933	—	1,270,933	1,270,933	1,270,933
Benefits Continuation	—	21,132	—	—	2,024	—
Unvested Stock Options	—	—	—	—	10,285,118	—
Unvested Stock Awards	—	32,516	—	32,516	32,516	—
Disability Benefits	—	—	—	1,590,000	—	—
Life Insurance Benefits	—	—	—	—	2,680,000	—
Total	**—**	**2,498,581**	**—**	**2,893,449**	**14,270,591**	**1,270,933**
Seong Ohm (2)						
Severance Pay	—	385,000	—	—	—	—
Annual Incentive	—	566,643	—	566,643	566,643	566,643
Benefits Continuation	—	31,509	—	—	3,893	—
Unvested Stock Options	—	—	—	—	3,167,559	—
Unvested Stock Awards	—	—	—	—	—	—
Disability Benefits	—	—	—	2,021,250	—	—
Life Insurance Benefits	—	—	—	—	770,000	—
Total	**—**	**983,152**	**—**	**2,587,893**	**4,508,094**	**566,643**

(1) Severance Pay, Annual Incentive and Benefits Continuation amounts shown under the "Involuntary Termination Not for Cause" column reflect the terms of Mr. Rhodes' Agreement described above. Unvested stock options are those outstanding, unvested stock options which will vest immediately upon the option holder's death. Unvested stock awards are shares under the Executive Stock Purchase Plan, which vest upon involuntary termination not for cause, disability, or death. Annual Incentive is shown at actual annual incentive amount for the 2021 fiscal year; it would be prorated if the triggering event occurred other than on the last day of the fiscal year. Disability Benefits are benefits under a Company-paid individual long-term disability insurance policy. Life Insurance Benefits are benefits under a Company-paid life insurance policy.

(2) Severance Pay, Annual Incentive and Benefits Continuation amounts shown under the "Involuntary Termination Not for Cause" column reflect payments to Mr. Jackson, Mr. Finestone, Mr. Newbern and

Ms. Ohm under the Severance and Non-Compete Agreements described above. Annual Incentive is shown at actual annual incentive amount for the 2021 fiscal year; it would be prorated if the triggering event occurred other than on the last day of the fiscal year. Benefits Continuation refers to medical, dental and vision benefits. Unvested stock options are those outstanding, unvested stock options which will vest immediately upon the option holder's death. Unvested stock awards are share options under the Executive Stock Purchase Plan, which vest upon involuntary termination not for cause, disability, or death. Disability Benefits are benefits under a Company-paid individual long-term disability insurance policy. Life Insurance Benefits are benefits under a Company-paid life insurance policy.

Ratio of the Annual Total Compensation of the Median-Paid Employee to the CEO

Pursuant to Item 402(u) of Regulation S-K, we have conducted an analysis of our global employee population in order to estimate and disclose the total compensation paid to our median paid employee, not including our CEO, as well as the ratio of the total compensation paid to said median employee as compared to the total compensation paid to our CEO. The analysis, which is described below, yielded the following results:

Total compensation for the median employee for fiscal 2021 (not including the CEO):	$ 30,375
Total compensation for the CEO* :	$ 14,838,996
Resulting CEO-to-median employee pay ratio:	488:1

* See Summary Compensation Table for details

Measurement date. We identified the median employee from our population as of June 30, 2021.

Compensation measure. The regulations require us to use a "consistently applied compensation measure", or CACM, to identify the median employee. Based on an analysis of the AutoZone workforce, we determined that fixed or guaranteed compensation, including overtime and earnings for paid time off, plus variable compensation (e.g., bonus or commission pay) closely approximate the annual total direct compensation of our employees. We converted the earnings paid in local (non-U.S.) currency to U.S. dollars using published exchange rates as of June 30, 2021. We did not apply pay adjustments allowed by the rules in order to ensure a conservative estimate (i.e., it is unlikely that the estimate could have been higher than that calculated).

Excluded population. We excluded from the analysis AutoZone employees in Brazil, Canada, China, Germany and the United Kingdom, pursuant to the *de minimus* exemption under the rules. The 675 employees in these locations represent less than 5% of the total employee population of 100,956 as of June 30, 2021.

Related Party Transactions

Our Board has adopted a Related Person Transaction Policy (the "Policy") which requires the Audit Committee of the Board to conduct a reasonable prior review of, and approve or ratify all Related Person Transactions. The Audit Committee is to consider all of the available relevant facts and circumstances of each transaction, including but not limited to the benefits to the Company; the impact on a director's independence in the event the Related Person is a director, an immediate family member of a director or an entity in which a director is a partner, shareholder or executive officer; the availability of other sources for comparable products or services; the terms of the transaction; the terms available to unrelated third parties generally and the existence of any potential conflicts of interest. The Policy further provides that the Audit Committee shall not approve or ratify any such transaction it determines to be inconsistent with the interests of the Company and its shareholders. Related Person Transactions must also comply with the policies and procedures specified in our Code of Conduct and Corporate Governance Principles, as described below.

The Policy also requires disclosure of all Related Person Transactions that are required to be disclosed in AutoZone's filings with the Securities and Exchange Commission, in accordance with all applicable legal and regulatory requirements.

A "Related Person Transaction" is defined in the Policy as a transaction, arrangement or relationship (or any series of similar transactions, arrangements or relationships) that occurred since the beginning of the Company's most recent fiscal year in which the Company (including any of its subsidiaries) was, is or will be a participant and the amount involved exceeds $120,000 and in which any Related Person had, has or will have a direct or indirect material interest. "Related Persons" include a director or executive officer of the Company, a nominee to become a director of the Company, any person known to be the beneficial owner of more than 5% of any class of the Company's voting securities, any immediate family member of any of the foregoing persons, and any firm, corporation or other entity in which any of the foregoing persons is employed or is a partner or principal or in a similar position or in which such person has a 5% or greater beneficial ownership interest.

Our Board has adopted a Code of Conduct (the "Code of Conduct") that applies to the Company's directors, officers and employees. The Code of Conduct prohibits directors and executive officers from engaging in activities that create conflicts of interest, taking corporate opportunities for personal use or competing with the Company, among other things. Our Board has also adopted a Code of Ethical Conduct for Financial Executives (the "Financial Code of Conduct") that applies to the Company's officers and employees who hold the position of principal executive officer, principal financial officer, principal accounting officer or controller as well as to the Company's officers and employees who perform similar functions ("Financial Executives"). The Financial Code of Conduct requires the Financial Executives to, among other things, report any actual or apparent conflicts of interest between personal or professional relationships involving the Company's management or any other Company employee with a role in financial reporting disclosures or internal controls. Additionally, our Corporate Governance Principles require each director who is faced with an issue that presents, or may give the appearance of presenting, a conflict of interest to disclose that fact to the Chairman of the Board and the Secretary, and to refrain from participating in discussions or votes on such issue unless a majority of the Board determines, after consultation with counsel, that no conflict of interest exists as to such matter.

We have concluded there are no material Related Party Transactions or agreements that were entered into during the fiscal year ended August 28, 2021, and through the date of this proxy statement requiring disclosure under these policies, except as follows: The daughter of Grant McGee, Senior Vice President, Commercial, has been employed by the Company since 2015 and currently serves as Manager, DIY Promotions and Cost Admin in Merchandising. She received aggregate compensation and benefits in fiscal 2021 in excess of $120,000 and at a level consistent with that provided to employees in comparable positions and tenure.

Equity Compensation Plans

The following table sets forth certain information as of August 28, 2021, with respect to compensation plans under which shares of AutoZone common stock may be issued.

Plan Category	Number of securities to be issued upon exercise of outstanding options, warrants and rights	Weighted-average exercise price of outstanding options, warrants and rights	Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in the first column)
Equity compensation plans approved by security holders (1)	1,201,754	$ 784.27	1,558,480
Equity compensation plans not approved by security holders (2)	438	74.21	—
Total	1,202,192	$ 787.71	1,558,480

(1) Consists of the Amended 2011 Equity Plan, 2020 Omnibus Incentive Plan, the Employee Stock Purchase Plan, the Executive Stock Purchase Plan and the 2003 Director Compensation Plan. Column (a) consists of shares of common stock issuable upon exercise of outstanding options and upon vesting and payment of outstanding restricted stock units, stock appreciation rights and deferred shares under each of the foregoing plans. Restricted stock units and deferred shares are settled for shares of common stock on a one-for-one basis and have no exercise price. Accordingly, they have been excluded for purposes of computing the weighted-average exercise price in column (b). Column (c) consists of shares available for issuance pursuant to the 2020 Omnibus Incentive Plan, the Employee Stock Purchase Plan and the Executive Stock Purchase Plan.

(2) Consists of the AutoZone, Inc. Second Amended and Restated Director Compensation Plan, which was approved by the Board but was not submitted for approval by the stockholders as then permitted under the rules of the New York Stock Exchange. This plan was terminated in December 2002. Any outstanding awards consist of stock appreciation rights that may be converted into shares immediately upon termination as a director.

Delinquent Section 16(a) Reports

Securities laws require our executive officers, directors, and beneficial owners of more than ten percent of our common stock to file insider trading reports (Forms 3, 4, and 5) with the Securities and Exchange Commission and the New York Stock Exchange relating to the number of shares of common stock that they own, and any changes in their ownership. To our knowledge, based solely on our records and certain written representations received from our executive officers and directors, during the fiscal year ended August 28, 2021, all persons related to AutoZone that are required to file these insider trading reports have filed them in a timely manner, except for a Form 3/A filed on September 3, 2021 for Seong Ohm to include a holding of 42 shares of common stock of the Company not previously reported. Copies of the insider trading reports can be found on the AutoZone corporate website at Investors.AutoZone.com.

STOCKHOLDER PROPOSALS FOR 2022 ANNUAL MEETING

Stockholder proposals for inclusion in the Proxy Statement for the Annual Meeting in 2022 must be received by June 27, 2022. In accordance with our By-Laws, stockholder proposals received after August 17, 2022, but before September 16, 2022, may be presented at the Annual Meeting, but will not be included in the Proxy Statement. Any stockholder proposal received on or after September 16, 2022, will not be eligible to be presented for a vote to the stockholders in accordance with our By-Laws. Any proposals must be mailed to AutoZone, Inc., Attention: Secretary, Post Office Box 2198, Dept. 8074, Memphis, Tennessee 38101-2198.

ANNUAL REPORT

A copy of our Annual Report has been posted online, along with this Proxy Statement, each of which is accessible by following the instructions in the Notice. The Annual Report is not incorporated into this Proxy Statement and is not considered proxy-soliciting materials. We filed our Annual Report with the SEC on October 25, 2021. We will mail, without charge, upon written request, a copy of our Annual Report, without exhibits. Please send a written request to our Secretary at 123 South Front Street, Dept. 8074, Memphis, Tennessee 38103.

By order of the Board of Directors,

/s/ Kristen C. Wright

Kristen C. Wright
Secretary

Memphis, Tennessee
October 25, 2021

AutoZone®

Form 10-K

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 10-K

(Mark One)

☒ Annual Report pursuant to section 13 or 15(d) of the Securities Exchange Act of 1934

For the fiscal year ended August 28, 2021.

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 (Address of principal executive offices)	**38103** (Zip Code)

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

Securities registered pursuant to Section 12(b) of the Act:

Title of Each Class	Trading Symbol(s)	Name of Each Exchange on which Registered
Common Stock ($0.01 par value)	**AZO**	**New York Stock Exchange**

Securities registered pursuant to Section 12(g) of the Act: **None**

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes ☒ No ☐

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act. Yes ☐ No ☒

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 has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit such files). Yes ☒ No ☐

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

Large accelerated filer ☒ Accelerated filer ☐ Non-accelerated filer ☐ Smaller reporting company ☐ 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. ☐

Indicate by check mark whether the registrant has filed a report on and attestation to its management's assessment of the effectiveness of its internal control over financial reporting under Section 404(b) of the Sarbanes-Oxley Act (15 U.S.C. 7262(b)) by the registered public accounting firm that prepared or issued its audit report. ☒

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

The aggregate market value of the voting and non-voting common equity held by non-affiliates computed by reference to the price at which the common equity was last sold, or the average bid and asked price of such common equity, as of the last business day of the registrant's most recently completed second fiscal quarter was $24,697,255,765.

The number of shares of Common Stock outstanding as of October 18, 2021, was 20,967,962.

Documents Incorporated By Reference

Portions of the definitive Proxy Statement to be filed within 120 days of August 28, 2021, pursuant to Regulation 14A under the Securities Exchange Act of 1934 for the Annual Meeting of Stockholders to be held December 15, 2021, are incorporated by reference into Part III.

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Forward-Looking Statements

Certain statements contained in this annual report constitute forward-looking statements that are subject to the safe harbor provisions of the Private Securities Litigation Reform Act of 1995. Forward-looking statements typically use words such as “believe,” “anticipate,” “should,” “intend,” “plan,” “will,” “expect,” “estimate,” “project,” “positioned,” “strategy,” “seek,” “may,” “could” 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: product demand; energy prices; weather; competition; credit market conditions; cash flows; access to available and feasible financing; future stock repurchases; the impact of recessionary conditions; consumer debt levels; changes in laws or regulations; risks associated with self-insurance; war and the prospect of war, including terrorist activity; the impact of public health issues, such as the ongoing global coronavirus (“COVID-19”) pandemic; inflation; the ability to hire, train and retain qualified employees; construction delays; the compromising of confidentiality, availability or integrity of information, including due to cyber-attacks; historic growth rate sustainability; downgrade of our credit ratings; damage to our reputation; challenges in international markets; failure or interruption of our information technology systems; origin and raw material costs of suppliers; inventory availability; disruption in our supply chain; impact of tariffs; anticipated impact of new accounting standards; and business interruptions. Certain of these risks and uncertainties are discussed in more detail in the “Risk Factors” section contained in Item 1A under Part 1 of this Annual Report on Form 10-K for the year ended August 28, 2021, and these Risk Factors should be read carefully. 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 events described above and in the “Risk Factors” could materially and adversely affect our business. However, it should be understood that it is not possible to identify or predict all such risks and other factors that could affect these forward-looking statements. 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.

PART I

Item 1. Business

Introduction

AutoZone, Inc. ("AutoZone," the "Company," "we," "our" or "us") is the leading retailer, and a leading distributor, of automotive replacement parts and accessories in the Americas. We began operations in 1979 and at August 28, 2021, operated 6,051 stores in the United States ("U.S."), 664 stores in Mexico and 52 stores in Brazil. Each store 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. At August 28, 2021, in 5,179 of our domestic stores, we also had 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 public sector accounts. We also have commercial programs in all stores in Mexico and Brazil. We also sell the ALLDATA brand automotive diagnostic, repair and shop management software through www.alldata.com. Additionally, we sell automotive hard parts, maintenance items, accessories and non-automotive products through www.autozone.com, and our commercial customers can make purchases through www.autozonepro.com. We also provide product information on our Duralast branded products through www.duralastparts.com. We do not derive revenue from automotive repair or installation services.

Human Capital Resources

We believe the foundation of our success is our culture, which defines how our employees ("AutoZoners") take care of customers. Each AutoZoner works hard to Live the Pledge, share their passion for WOW! Customer Service and Go the Extra Mile every day to continue building and growing AutoZone for our customers.

As of August 28, 2021, we employed approximately 100,000 AutoZoners, approximately 62 percent of whom were employed full-time and the remaining 38 percent were employed part-time. About 90 percent of our AutoZoners were employed in stores or in direct field supervision, approximately 6 percent in distribution centers and approximately 4 percent in store support and other functions. Included in the above numbers are approximately 12,000 persons employed in our international operations. We have never experienced any material labor disruption, do not have any collective bargaining agreements and believe that relations with our AutoZoners are good.

Training & Development
We have a number of different types of jobs and career opportunities. While many of our AutoZoners follow more traditional career paths (e.g., part-time to full-time sales, store manager, district manager, regional manager, vice president), we encourage cross-functional development and support of AutoZoners as they expand their career into other departments and fields of interest. Many members of our senior leadership team have held positions in two or more areas of the business.

Recognition
The AutoZone Pledge and Values drive our success and foster a strong, unique culture of teamwork and customer service. We encourage the recognition of AutoZoners for a variety of accomplishments, such as going above and beyond to deliver Trustworthy Advice and WOW! Customer Service, taking initiative to prevent incidents and injuries, making contributions to help detect or report internal or external theft or providing significant service to help others. Whether they work in our stores, distribution centers, support centers or travel to support our customers and business, we believe AutoZoners everywhere should be recognized for their efforts and outstanding performance. We also recognize AutoZoners for their years of service to the organization and our customers.

Diversity, Equity and Inclusion ("DEI")
"Embraces Diversity" is one of our Values, and we have made great strides to lay a proper foundation for our DEI initiatives. With the oversight and support of a cross-functional Diversity Council and DEI Steering Committee, our DEI efforts influence and inform many parts of our human capital management function including talent acquisition, retention, professional development and workforce management. Our first business resource group ("BRG") was established in 2014 (AutoZone Women's Initiative). Since then, four other BRGs now support AutoZoners who share common interests or backgrounds and have a mission to contribute their voices, time and talent to helping AutoZoners succeed and grow in their careers.

Health and Safety
We are committed to providing a safe working and shopping environment for our AutoZoners and customers. Aligned with our values, we strive to continually monitor our working and shopping environment to keep our AutoZoners and customers as safe as possible. In response to the COVID-19 pandemic, we continue to invest in supplies for the protection of our AutoZoners and our customers and increased the frequency of cleaning and disinfecting our stores. We also provided Emergency Time-Off benefit enhancements for both full-time and part-time AutoZoners and a one-time financial incentive for receiving the COVID-19 vaccine. As the effects of COVID-19 continue to evolve, we are closely monitoring the changing situation and complying with public health guidance.

Additional information about our human capital resources can be found in our most recent Corporate Social Responsibility ("CSR") Report, which is available on our website. Our CSR Report is not, and will not be deemed to be, a part of this Annual Report on Form 10-K or incorporated by reference into any of our other filings with the Securities and Exchange Commission ("the SEC").

Store Operations

At August 28, 2021, our stores were in the following locations:

	Store Count
Alabama	120
Alaska	8
Arizona	162
Arkansas	70
California	641
Colorado	95
Connecticut	53
Delaware	17
Florida	397
Georgia	209
Hawaii	11
Idaho	32
Illinois	243
Indiana	160
Iowa	36
Kansas	54
Kentucky	102
Louisiana	129
Maine	14
Maryland	88
Massachusetts	83
Michigan	214
Minnesota	60
Mississippi	98
Missouri	120
Montana	15
Nebraska	24
Nevada	66
New Hampshire	23
New Jersey	117
New Mexico	63
New York	211
North Carolina	228
North Dakota	7
Ohio	277
Oklahoma	85
Oregon	53
Pennsylvania	211
Puerto Rico	50
Rhode Island	17
Saint Thomas	1
South Carolina	101
South Dakota	9
Tennessee	174
Texas	652
Utah	70
Vermont	2
Virginia	146
Washington	97
Washington, DC	5
West Virginia	45
Wisconsin	77
Wyoming	9
Total Domestic stores	6,051
Mexico	664
Brazil	52
Total stores	6,767

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Store Formats
Substantially all stores are based on standard store formats, resulting in generally consistent appearance, merchandising and product mix. Approximately 90% to 99% of each store's square footage is selling space. In our satellite stores, approximately 40% to 50% of our space is dedicated to hard parts inventory, while our hub stores and mega hubs have 70% to 85% of their space utilized for hard parts. The hard parts inventory area is generally fronted by counters or pods that run the depth or length of the store, dividing the hard parts area from the remainder of the store. The remaining selling space contains displays of maintenance, accessories and non-automotive items.

We believe our stores are "destination stores," generating their own traffic rather than relying on traffic created by adjacent stores. Therefore, we situate most stores on major thoroughfares with easy access and good parking.

Store Personnel and Training
We provide on-the-job training as well as formal training programs, including an annual national sales meeting with related cascading meetings at our distribution centers, regional offices and stores; store meetings on specific sales and product topics; standardized computer-based training to support culture, safety, salesmanship, compliance and product and job knowledge; and several specialist, vendor and third-party programs to support learning and development in areas requiring technical expertise and specific job knowledge. All domestic AutoZoners are encouraged to complete our in-house product knowledge program and Parts Expert certification, which is developed in partnership with our key suppliers. Training is supplemented with frequent store visits by management. Advanced leadership training is an additional area of investment that is used to deepen bench strength and support succession planning.

Store managers, commercial sales managers and managers at various levels across the organization receive financial incentives through performance-based bonuses. In addition, our growth has provided opportunities for the promotion of qualified AutoZoners. We believe these opportunities are important to attract, motivate and retain high quality AutoZoners.

All store support functions are centralized in our store support centers located in Memphis, Tennessee; Monterrey, Mexico; Chihuahua, Mexico and Sao Paulo, Brazil. We believe that this centralization enhances consistent execution of our merchandising and marketing strategies at the store level, while reducing expenses and cost of sales.

Store Automation
All of our stores have Z-net, our proprietary electronic catalog that enables our AutoZoners to efficiently look up the parts that our customers need and to provide complete job solutions, advice and information for customer vehicles. Z-net provides parts information based on the year, make, model and engine type of a vehicle and also tracks inventory availability at the store, at other nearby stores and through special order. The Z-net display screens are placed on the hard parts counter or pods, where both the AutoZoner and customer can view the screen.

Our stores utilize our computerized proprietary Point-of-Sale System, which includes bar code scanning and point-of-sale data collection terminals. Our proprietary Store Management System provides administrative assistance, as well as enhanced merchandising information and improved inventory control. We believe the Point-of-Sale System also enhances customer service through faster processing of transactions, while the Store Management System provides simplified warranty and product return procedures.

Commercial

Our commercial sales program operates in a highly fragmented market, and we are a leading distributor of automotive parts and other products to local, regional and national repair garages, dealers, service stations and public sector accounts in the Americas. As a part of the domestic store program, we offer credit and delivery to our customers, as well as online ordering through www.autozonepro.com or through the AutoZone Pro smartphone application. Through our hub stores, we offer a greater range of parts and products desired by professional technicians. We have dedicated sales teams focused on independent repair shops as well as national, regional and public sector commercial accounts.

Store Development

The following table reflects our location development during the past five fiscal years:

	Fiscal Year				
	2021	2020	2019	2018	2017
Locations:					
Beginning	6,549	6,411	6,202	6,029	5,814
Sold[1]	—	—	—	26	—
New	219	138	209	201	215
Closed	1	—	—	2	—
Net new	218	138	209	199	215
Relocated	12	5	2	7	5
Ending	6,767	6,549	6,411	6,202	6,029

(1) *26 Interamerican Motor Corporation ("IMC") branches sold on April 4, 2018.*

We believe expansion opportunities exist in markets we do not currently serve, as well as in markets where we can achieve a larger presence. We undertake substantial research prior to entering new markets. The most important criteria for opening a new store are the projected future profitability and the ability to achieve our required investment hurdle rate. Key factors in selecting new site and market locations for stores include population, demographics, vehicle profile, customer buying trends, commercial businesses, number and strength of competitors' stores and the cost of real estate. In reviewing the vehicle profile, we also consider the number of vehicles that are seven years old and older, or "our kind of vehicles"; these vehicles are generally no longer under the original manufacturers' warranties and require more maintenance and repair than newer vehicles. We seek to open new stores in high visibility sites in high traffic locations within or contiguous to existing market areas and attempt to cluster development in markets in a relatively short period of time. In addition to continuing to lease or develop our own locations, we evaluate and may make strategic acquisitions.

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Marketing and Merchandising Strategy

We are dedicated to providing customers with superior service and trustworthy advice as well as quality automotive parts and products at a great value in conveniently located, well-designed stores. Key elements of this strategy are:

Customer Service

Customer service is the most important element in our marketing and merchandising strategy, which is based upon consumer marketing research. We emphasize that our AutoZoners should always put customers first by providing prompt, courteous service and trustworthy advice. Our electronic parts catalog assists in the selection of parts as well as identifying any associated warranties offered by us or our vendors. We sell automotive hard parts, maintenance items, accessories and non-automotive parts through www.autozone.com, for pick-up in store or to be shipped directly to a customer's home or business, with next day delivery covering approximately 82% of the U.S. population. Additionally, we offer a smartphone application that provides customers with store locations, driving directions, operating hours, product availability, the ability to purchase products and other information.

We also provide specialty tools through our suite of free services. Through our Loan-A-Tool program customers can borrow a specialty tool, such as a steering wheel puller, for which a do-it-yourself ("DIY") customer or a repair shop would have little or no use other than for a single job. AutoZoners also provide free diagnostic and related services, including check engine light readings through our AutoZone Fix Finder service, testing of starters, alternators and batteries, battery charging and the collection of used oil for recycling.

Merchandising

The following tables show some of the types of products we sell by major category of items:

Failure	Maintenance	Discretionary
A/C Compressors	Antifreeze & Windshield Washer Fluid	Air Fresheners
Batteries & Accessories	Brake Drums, Rotors, Shoes & Pads	Cell Phone Accessories
Bearings	Chemicals, including Brake & Power Steering Fluid, Oil & Fuel Additives	Drinks & Snacks
Belts & Hoses	Oil & Transmission Fluid	Floor Mats & Seat Covers
Calipers	Oil, Cabin, Air, Fuel & Transmission Filters	Interior & Exterior Accessories
Chassis	Oxygen Sensors	Mirrors
Clutches	Paint & Accessories	Performance Products
CV Axles	Refrigerant & Accessories	Protectants & Cleaners
Engines	Shock Absorbers & Struts	Sealants & Adhesives
Fuel Pumps	Spark Plugs & Wires	Steering Wheel Covers
Fuses	Windshield Wipers	Stereos & Radios
Ignition		Tools
Lighting		Towing
Mufflers		Wash & Wax
Radiators		
Starters & Alternators		
Thermostats		
Tire Repair		
Water Pumps		

We believe customer satisfaction is often impacted by our ability to promptly provide specific automotive products as requested. Each store carries the same basic products, but we tailor our hard parts inventory to the makes and models of the vehicles in each store's trade area, and our sales floor products are tailored to the local store's demographics. Our hub stores (including mega hubs, which carry an even broader assortment) carry a larger assortment of products that are delivered to local satellite stores. We are constantly updating the products we offer to ensure our inventory matches the products our customers need or desire.

Pricing

We want to be the value leader in our industry, by consistently providing quality merchandise at the right price, backed by a satisfactory warranty and outstanding customer service. For many of our products, we offer multiple value choices in a good/better/best assortment, with appropriate price and quality differences from the "good" products to the "better" and "best" products. A key differentiating component versus our competitors is our exclusive line of in-house brands, which includes Duralast and the family of Duralast brands, ProElite, ShopPro, SureBilt, TruGrade and Valucraft. We believe that our overall value compares favorably to that of our competitors.

Brand Marketing: Marketing and Loyalty

We believe that targeted advertising and promotions play important roles in succeeding in today's environment. We are constantly working to understand our customers' wants and needs so we can build long-lasting, loyal relationships. We utilize advertising, direct marketing, loyalty programs and promotions primarily to highlight our great value, the availability of high quality parts and develop a relationship with an expanding base of customers. Broadcast and digital media are our primary advertising methods of driving retail traffic to our stores, while we leverage a dedicated sales force and our ProVantage loyalty program to drive commercial sales.

Store Design, Visual Merchandising and Promotional Execution

We design and build stores for high visual impact. The typical store utilizes colorful exterior and interior signage, exposed beams and ductwork and brightly lit interiors. Maintenance products, accessories and non-automotive items are attractively displayed for easy browsing by customers. In-store signage and special displays promote products on floor displays, end caps and shelves. We utilize in-store signage, creative product placement and promotions to help educate customers about products that they need.

Purchasing and Supply Chain

Merchandise is selected and purchased for all stores through our store support centers located in Memphis, Tennessee; Monterrey, Mexico and Sao Paulo, Brazil. Additionally, we have an office in Shanghai, China to support our sourcing efforts in Asia. In fiscal 2021, one class of similar products accounted for approximately 13 percent of our total revenues, and one vendor supplied approximately 10 percent of our total purchases. No other class of similar products accounted for 10 percent or more of our total revenues, and no other individual vendor provided more than 10 percent of our total purchases. We believe alternative sources of supply exist, at similar costs, for most types of product sold. Most of our merchandise flows through our distribution centers to our stores by our fleet of tractors and trailers or by third-party trucking firms. The distribution centers replenish all stores up to multiple times per week depending on store sales volumes.

We ended fiscal 2021 with 237 total domestic hub stores, which have a larger assortment of products as well as regular replenishment items that can be delivered to a store in its network within 24 hours. Hub stores are generally replenished from distribution centers multiple times per week. Hub stores have increased our ability to distribute products on a timely basis to many of our stores and to expand our product assortment.

As a subset of our domestic hub stores, we ended fiscal 2021 with 58 domestic mega hubs, an increase of 14 since the end of fiscal 2020. Mega hubs work in concert with our hubs to drive customer satisfaction through improved local parts availability and expanded product assortments. A mega hub store carries inventory of 80,000 to 110,000 unique SKUs, approximately twice what a hub store carries. Mega hubs provide coverage to both surrounding stores and other hub stores multiple times a day or on an overnight basis. Currently, we have over 5,900 domestic stores with access to mega hub inventory. A majority of these 5,900 stores currently receive their service same day.

Competition

The sale of automotive parts, accessories and maintenance items is highly competitive due to numerous factors, including name recognition, product availability, customer service, store location and price. AutoZone competes in the aftermarket auto parts industry, which includes both the retail DIY and commercial do-it-for-me (“DIFM”) auto parts and products markets.

Our competitors include national, regional and local auto parts chains, independently owned parts stores, online automotive parts stores or marketplaces, wholesale distributors, jobbers, repair shops, car washes and auto dealers, in addition to discount and mass merchandise stores, hardware stores, supermarkets, drugstores, convenience stores, home stores and other retailers that sell aftermarket vehicle parts and supplies, chemicals, accessories, tools and maintenance parts. AutoZone competes on the basis of customer service, including the knowledge and expertise of our AutoZoners; merchandise quality, selection and availability; product warranty; store layouts, location and convenience; price; and the strength of our AutoZone brand name, trademarks and service marks.

Government Relations

We are subject to numerous federal, state, and local laws and regulations, many of which are complex, frequently revised and subject to varying interpretations. Some of the more significant regulations include, but are not limited to, regulations governing the disposal of hazardous materials, environmental regulations and occupational health and safety laws. For example, in connection with our used oil, oil filter and battery recycling programs, our customers may bring hazardous materials onto our property and our employees must abide by appropriate policies and procedures to ensure the safe handling of these materials before a third party takes possession for recycling or disposal. The terms of our contracts with third party vendors require that they are in compliance with all applicable laws and regulations. Additionally, as an owner or operator of real property, we may be liable for the cost of removal or remediation of hazardous or toxic substances on, under or in such property.

While compliance with applicable laws and regulations, including environmental regulations, has not had a material adverse effect on capital expenditures, earnings or our competitive position to date, we can make no assurances as to the future costs of compliance. For more information, see the Risk Factor titled *"Our business, results of operations, financial condition and cash flows may be adversely affected by the adoption of new laws, changes to existing laws, increased enforcement activity or other governmental actions."* in "Part I. Item 1A, Risk Factors" in this report.

Trademarks and Patents

We have registered several service marks and trademarks in the U.S. Patent and Trademark Office as well as in certain other countries, including our service marks: "ALLDATA Collision," "ALLDATA Diagnostics," "ALLDATA Shop Manager," "ALLDATA Tech-Assist," "AutoZone," "AutoZone Rewards," "Do-It-Yourself Doesn't Mean You Have To Do It Alone," "Get in the Zone," "Parts Are Just Part of What We Do," "ProVantage," "The Best Parts in Auto Parts," "Zone" and trademarks: "ALLDATA Manage," "ALLDATA Mobile," "ALLDATA Repair," "AutoZone," "AutoZone & Design," "BatteryZone," "Duralast," "Duralast Aero Blade," "Duralast Ceramic Blade," "Duralast Elite," "Duralast Flex Blade," "Duralast Gold," "Duralast Gold Cmax," "Duralast GT," "Duralast Platinum," "Duralast ProPower," "Duralast ProPower Plus," "Duralast ProPower Ultra," "Duralast ProPower AGM," "Duralast Max," "Econocraft," "Loan-A-Tool," "ProElite," "ProElite & Design," "Shop Pro," "SureBilt," "Tougher Through Technology," "TruGrade," "Valucraft," "V & Design" and "Z-net." We believe that these service marks and trademarks are important components of our marketing and merchandising strategies.

Seasonality

Our business is somewhat seasonal in nature, with the highest sales typically occurring in the spring and summer months of February through September, and the lowest sales in the months of December and January. During short periods of time, a store's sales can be affected by weather conditions. Extremely hot or extremely cold weather may enhance sales by causing parts to fail; thereby increasing sales of seasonal products. Mild or rainy weather tends to soften sales, as parts failure rates are lower in mild weather and elective maintenance is deferred during periods of rainy weather. Over the longer term, we believe the effects of weather balance out, as we have stores throughout the Americas.

AutoZone Websites

Our primary website is at www.autozone.com. We make available, free of charge, at www.autozone.com, by clicking "Investor Relations" located at the bottom of the page, our Annual Reports on Form 10-K, Quarterly Reports on Form 10-Q, Current Reports on Form 8-K, proxy statements, registration statements and amendments to those reports filed or furnished pursuant to Section 13(a) or 15(d) of the Securities and Exchange Act of 1934, as amended, as soon as reasonably feasible after we electronically file such material with, or furnish it to, the SEC. Our website and the information contained therein or linked thereto are not intended to be incorporated into this Annual Report on Form 10-K.

Information about our Executive Officers

The following list describes our executive officers, which are elected by and serve at the discretion of the Board of Directors. The title of each executive officer includes the words "Customer Satisfaction" which reflects our commitment to customer service.

William C. Rhodes, III, 56—Chairman, President and Chief Executive Officer, Customer Satisfaction
William C. Rhodes, III, was named Chairman of AutoZone during fiscal 2007 and has been President, Chief Executive Officer and a director since March 2005. Prior to his appointment as President and Chief Executive Officer, Mr. Rhodes served in various capacities within the Company since 1994. Prior to 1994, Mr. Rhodes was a manager with Ernst & Young LLP. Mr. Rhodes is a member of the Board of Directors for Dollar General Corporation.

Jamere Jackson, 52—Chief Financial Officer and Executive Vice President – Finance and Store Development, Customer Satisfaction
Jamere Jackson was named Executive Vice President and Chief Financial Officer-Elect on September 13, 2020 and Chief Financial Officer and Executive Vice President – Finance and Store Development effective January 1, 2021. Prior to joining AutoZone, from 2018 to 2020, Mr. Jackson served as Executive Vice President and Chief Financial Officer of Hertz Global Holdings, Inc., a worldwide rental company. From 2014 to 2018, Mr. Jackson served as Chief Financial Officer of Nielsen Holdings plc, an information, data and measurement company. Prior to 2014, Mr. Jackson held a variety of leadership roles at General Electric Company. Mr. Jackson serves on the Board of Directors for Eli Lilly & Co. and Hibbett, Inc.

Philip B. Daniele, 52—Executive Vice President – Merchandising, Supply Chain and Marketing, Customer Satisfaction
Philip B. Daniele was named Executive Vice President – Merchandising, Supply Chain and Marketing in June 2021. Previously, he served as Senior Vice President – Commercial from 2015 to 2021, Vice President – Commercial Support from 2013 to 2015 and Vice President – Merchandising from 2008 to 2013. He was also a Divisional Vice President – Store Operations from 2005 to 2008. Prior to 2005, Mr. Daniele held several other key management positions with the Company.

Mark A. Finestone, 60—Executive Vice President – Strategy and Innovation, Customer Satisfaction
Mark A. Finestone was named Executive Vice President – Strategy and Innovation in June 2021. From 2015 to 2021, he was Executive Vice President – Merchandising Supply Chain and Marketing. From 2008 to 2015, he was Senior Vice President – Merchandising, and from 2002 to 2008, he was Vice President – Merchandising. Prior to joining AutoZone in 2002, Mr. Finestone worked for May Department Stores for 19 years where he held a variety of leadership roles which included Divisional Vice President – Merchandising.

Preston B. Frazer, 45—Executive Vice President – Store Operations, Commercial and Loss Prevention, Customer Satisfaction
Preston B. Frazer was named Executive Vice President – Store Operations, Commercial and Loss Prevention in June 2021. From 2019 to 2021, he was Senior Vice President – Store Operations. Prior to that, he held the position of Divisional Vice President in addition to serving as Vice President – Store Operations Support. He began his career with AutoZone in 2006 in Finance and has held several key functional roles of increasing responsibility. Prior to joining AutoZone, Mr. Frazer was a senior manager with the accounting firm of KPMG, LLP.

Thomas B. Newbern, 59—Executive Vice President – International, Information Technology and ALLDATA, Customer Satisfaction
Thomas B. Newbern was named Executive Vice President – International, Information Technology and ALLDATA in June 2021. From 2015 to 2021, he was Executive Vice President – Store Operations, Commercial, Loss Prevention and ALLDATA. From 2013 to 2015, he was Senior Vice President – Store Operations and Loss Prevention. From 2012 to 2013, he was Senior Vice President – Store Operations and Store Development. From 2007 to 2012, he was Senior Vice President – Store Operations, and from 1998 to 2007, he was Vice President – Store Operations. Prior to 1998, Mr. Newbern held several other key management positions with the Company.

K. Michelle Borninkhof, 47—Senior Vice President and Chief Information Officer, Customer Satisfaction
K. Michelle Borninkhof was elected Senior Vice President and Chief Information Officer during April 2021. Prior to that, she was Chief Information Officer and Vice President for U.S. Technology at McDonald's since 2018. Prior to joining McDonald's, Ms. Borninkhof spent 11 years with Walmart Stores holding various leadership roles including Vice President – International Technology Delivery. Throughout her career, Ms. Borninkhof held various roles in store retail, distribution center operations and process improvement.

Eric S. Gould, 52—Senior Vice President – Supply Chain, Customer Satisfaction
Eric S. Gould was named Senior Vice President, Supply Chain, in February 2021. From 2017 to 2021, he served as Vice President, Supply Chain Replenishment and from 2013 to 2017 he served as Vice President – Commercial Sales. He was also Vice President – Replenishment from 2003 to 2013. Prior to 2003, Mr. Gould held several other key management positions within the Company.

Domingo J. Hurtado, 60—Senior Vice President – International, Customer Satisfaction
Domingo J. Hurtado Rodríguez was named Senior Vice President – International in September 2018. Prior to that, he was President – AutoZone de México. Mr. Hurtado has served in various capacities within the Company since 2001, which included leading the Company's expansion into Mexico. Prior to 2001, he held different positions with RadioShack including Director General in Mexico and General Manager in Venezuela.

Dennis W. LeRiche, 53—Senior Vice President – Store Operations, Customer Satisfaction
Dennis W. LeRiche was named Senior Vice President – Store Operations in June 2021. From 2015 to 2021, he was a Divisional Vice President – Store Operations. Prior to 2015, Mr. LeRiche held several other key management positions with the Company.

Grant E. McGee, 59—Senior Vice President – Commercial, Customer Satisfaction
Grant E. McGee was named Senior Vice President – Commercial in June 2021. From 2007 to 2021, he was a Divisional Vice President – Store Operations. From 2004 to 2007, he was Vice President – Commercial. Prior to 2004, Mr. McGee held several other key positions with the Company.

Seong K. Ohm, 57—Senior Vice President – Merchandising, Customer Satisfaction
Seong K. Ohm was named Senior Vice President – Merchandising on October 26, 2020. Previously, Ms. Ohm served as the Group Commercial Development Officer for the Dairy Farm Group. Ms. Ohm also was the Chief Commercial Officer for Home Plus, the second largest retailer in Korea. Prior to these roles, she was Senior Vice President – General Merchandise Manager for both Walmart and Sam's Club and Vice President/Divisional Merchandise Manager – Technology for Walmart Stores, Inc. Ms. Ohm began her career with General Electric.

Charlie Pleas, III, 56—Senior Vice President and Controller, Customer Satisfaction
Charlie Pleas, III, was elected Senior Vice President and Controller during 2007. Prior to that, he was Vice President and Controller since 2003. Previously, he was Vice President – Accounting since 2000, and Director of General Accounting since 1996. Prior to joining AutoZone, Mr. Pleas was a Division Controller with Fleming Companies, Inc. where he served in various capacities during his tenure from 1988 to 1996. Prior to 1988, he worked with Ernst & Young. Mr. Pleas is a member of the Board of Directors for Kirkland's Inc.

Albert Saltiel, 57—Senior Vice President – Marketing and E-Commerce, Customer Satisfaction
Albert Saltiel was named Senior Vice President – Marketing and E-Commerce during October 2014. Previously, he was Senior Vice President – Marketing since 2013. Prior to that, he was Chief Marketing Officer and a key member of the leadership team at Navistar International Corporation. Mr. Saltiel has also been with Sony Electronics as General Manager, Marketing, and Ford Motor Company where he held multiple marketing roles.

Richard C. Smith, 57—Senior Vice President – Human Resources, Customer Satisfaction
Richard C. Smith was elected Senior Vice President – Human Resources in December 2015. He has been an AutoZoner since 1985, previously holding the position of Vice President of Stores since 1997. Prior thereto, he served in various capacities within the Company.

Kristen C. Wright, 45—Senior Vice President – General Counsel & Secretary, Customer Satisfaction
Kristen C. Wright was named Senior Vice President – General Counsel & Secretary effective January 2014. She previously held the title of Vice President – Assistant General Counsel & Assistant Secretary since January 2012. Before joining AutoZone, she was a partner with the law firm of Bass, Berry & Sims PLC.

Item 1A. Risk Factors

Our business is subject to a variety of risks and uncertainties. The risks and uncertainties described below could materially and adversely affect our business, financial condition, operating results, cash flows and stock price. The following information should be read in conjunction with the other information contained in this report and other filings that we make with the SEC. These risks and uncertainties are not the only ones we face. Our business could also be affected by additional factors that are presently unknown to us or that we currently believe to be immaterial to our business.

Strategic and Operational Risks

The COVID-19 pandemic persists in the U.S. and many other parts of the world and may have a material adverse effect on our business operations, financial condition, liquidity and cash flow.

The COVID-19 pandemic continues to impact numerous aspects of our business, and the long-term impact to our business remains unknown. This is due to the numerous uncertainties that have risen from the pandemic, including the severity of the disease, the duration of the outbreak, the likelihood of resurgences of the outbreak, including due to the emergence and spread of variants, actions that may be taken by governmental authorities in response to the disease, the timing, distribution, efficacy and public acceptance of vaccines, and unintended consequences of the foregoing.

In particular, it is unclear what near-term and long-term impact these factors will have on the number of vehicle miles driven, traffic to our stores, as well as demand for our products from our retail and commercial customers. While we have added safety measures to protect our employees and customers, continued business disruption caused by COVID-19 may require further significant actions to mitigate the impact, including but not limited to employee furloughs, reductions in store hours and store closings as well as ongoing increases in expenses. Conversely, if the unprecedented levels of customer demand we have experienced during the pandemic revert or subside, we may be unable to reduce expenses or otherwise react quickly and effectively to such changes.

Further, the continuing pandemic and related economic uncertainty may result in prolonged disruption and volatility to our business, cause additional negative impacts of which we are not currently aware and also magnify other risks associated with our business and operations, including risks associated with sourcing quality merchandise domestically and outside the U.S.; our ability to promptly adjust inventory levels to meet fluctuations in customer demand; our ability to comply with complex and evolving laws and regulations related to customers' and AutoZoners' health and safety; our ability to open new store locations and expand or remodel existing stores; and our ability to hire and train qualified employees to address temporary or sustained labor shortages. Accordingly, the COVID-19 pandemic could have a material adverse effect on demand for our products, workforce availability and our results of operations, financial condition, liquidity and cash flows.

If demand for our products slows, then our business may be materially adversely affected.

Demand for the products we sell may be affected by a number of factors we cannot control, including:

- the number of older vehicles in service. Vehicles seven years old or older are generally no longer under the original vehicle manufacturers' warranties and tend to need more maintenance and repair than newer vehicles.
- rising energy prices. Increases in energy prices may cause our customers to defer purchases of certain of our products as they use a higher percentage of their income to pay for gasoline and other energy costs and may drive their vehicles less, resulting in less wear and tear and lower demand for repairs and maintenance.
- the economy. In periods of declining economic conditions, consumers may reduce their discretionary spending by deferring vehicle maintenance or repair. Additionally, such conditions may affect our customers' ability to obtain credit. During periods of expansionary economic conditions, more of our DIY customers may pay others to repair and maintain their vehicles instead of working on their own vehicles, or they may purchase new vehicles.

- the weather. Milder weather conditions may lower the failure rates of automotive parts, while extended periods of rain and winter precipitation may cause our customers to defer maintenance and repair on their vehicles. Extremely hot or cold conditions may enhance demand for our products due to increased failure rates of our customers' automotive parts. Additionally, global warming trends and other significant climate changes can create more variability in the short term or lead to other weather conditions that could impact our business.
- technological advances. Advances in automotive technology, such as electric vehicles, and parts design can result in cars needing maintenance less frequently and parts lasting longer.
- the number of miles vehicles are driven annually. Higher vehicle mileage increases the need for maintenance and repair. Mileage levels may be affected by gas prices, ride sharing and other factors.
- the quality of the vehicles manufactured by the original vehicle manufacturers and the length of the warranties or maintenance offered on new vehicles.
- restrictions on access to telematics and diagnostic tools and repair information imposed by the original vehicle manufacturers or by governmental regulation. These restrictions may cause vehicle owners to rely on dealers to perform maintenance and repairs.

These factors could result in a decline in the demand for our products, which could adversely affect our business and overall financial condition.

If we are unable to compete successfully against other businesses that sell the products that we sell, we could lose customers and our sales and profits may decline.

The sale of automotive parts, accessories and maintenance items is highly competitive, and sales volumes are dependent on many factors, including name recognition, product availability, customer service, store location and price. Competitors are opening locations near our existing locations. AutoZone competes as a provider in both the DIY and DIFM auto parts and accessories markets.

Our competitors include national, regional and local auto parts chains, independently owned parts stores, online automotive parts stores or marketplaces, wholesale distributors, jobbers, repair shops, car washes and auto dealers, in addition to discount and mass merchandise stores, hardware stores, supermarkets, drugstores, convenience stores, home stores, and other retailers that sell aftermarket vehicle parts and supplies, chemicals, accessories, tools and maintenance parts. Although we believe we compete effectively on the basis of customer service, including the knowledge and expertise of our AutoZoners; merchandise quality, selection and availability; product warranty; store layout, location and convenience; price; and the strength of our AutoZone brand name, trademarks and service marks, some of our competitors may gain competitive advantages, such as greater financial and marketing resources allowing them to sell automotive products at lower prices, larger stores with more merchandise, longer operating histories, more frequent customer visits and more effective advertising. Online and multi-channel retailers often focus on delivery services, offering customers faster, guaranteed delivery times and low-price or free shipping. Some online businesses have lower operating costs than we do. In addition, because our business strategy is based on offering superior levels of customer service to complement the products we offer, our cost structure is higher than some of our competitors, which also puts pressure on our margins.

Consumers are embracing shopping online and through mobile commerce applications. With the increasing use of digital tools and social media, and our competitors' increased focus on optimizing customers' online experience, our customers are quickly able to compare prices, product assortment and feedback from other customers before purchasing our products either online, in the physical stores or through a combination of both offerings.
We believe that we compete effectively on the basis of merchandise availability as a result of investments in inventory available for immediate sale, the development of a robust hub and mega hub distribution network providing efficient access to obtain products required on-demand, options to order products online or by telephone and pick them up in stores and options for special orders directly from our vendors. We also offer hassle-free returns to our customers. In addition, we believe that customers value the personal interaction with a salesperson who is qualified to offer trustworthy advice and provide other free services such as parts testing.

We also utilize promotions, advertising and our loyalty programs to drive customer traffic and compete more effectively, and we must regularly assess and adjust our efforts to address changes in the competitive marketplace. If we are unable to continue to manage readily-available inventory demand and competitive delivery options as well as develop successful competitive strategies, including the maintenance of effective promotions, advertising and loyalty programs, or if our competitors develop more effective strategies, we could lose customers and our sales and profits may decline.

We may not be able to sustain our historic rate of sales growth.

We have increased our store count in the past five fiscal years, growing from 5,814 stores at August 27, 2016, to 6,767 stores at August 28, 2021, a compounded annual growth rate of three percent. Additionally, we have increased annual revenues in the past five fiscal years from $10.636 billion in fiscal 2016 to $14.630 billion in fiscal 2021, with a compounded annual growth rate of seven percent. Annual revenue growth is driven by the opening of new stores, the development of new commercial programs and increases in same store sales. See “Item 7, Management’s Discussion and Analysis of Financial Condition and Results of Operations” for further discussion of same store sales.

We open new stores only after evaluating customer buying trends and market demand/needs, all of which could be adversely affected by persistent unemployment, wage cuts, small business failures and microeconomic conditions unique to the automotive industry. Same store sales are impacted both by customer demand levels and by the prices we are able to charge for our products, which can also be negatively impacted by economic pressures.

Additionally, the unprecedented levels of customer demand we have experienced for our products during the COVID-19 pandemic has resulted in significant increases in same store sales growth during fiscal 2020 and fiscal 2021. Therefore, we may not be able to sustain these growth trends if customer demand returns to pre-pandemic levels.

If we cannot profitably increase our market share in the commercial auto parts business, our sales growth may be limited.

Although we are one of the largest sellers of auto parts in the commercial market, we must effectively compete against national and regional auto parts chains, independently owned parts stores, wholesalers and jobbers in order to increase our commercial market share. Although we believe we compete effectively in the commercial market on the basis of customer service, merchandise quality, selection and availability, price, product warranty, distribution locations and the strength of our AutoZone brand name, trademarks and service marks, some automotive aftermarket participants have been in business for substantially longer periods of time than we have, and as a result have developed long-term customer relationships and have large available inventories. If we are unable to profitably develop new commercial customers, our sales growth may be limited.

Our business depends upon hiring, training and retaining qualified employees.

We believe much of our brand value lies in the quality of the approximately 100,000 AutoZoners employed in our stores, distribution centers, store support centers and ALLDATA. Our workforce costs represent our largest operating expense, and our ability to meet our labor needs while controlling labor costs is subject to numerous external factors, including market pressures with respect to prevailing wage rates and unemployment levels. Our business is also subject to employment laws and regulations, including requirements related to minimum wage, benefits and scheduling requirements. In addition, the implementation of potential regulatory changes relating to overtime exemptions and benefits for certain employees under federal and state laws could result in increased labor costs to our business and negatively impact our operating results.

We compete with other retail businesses for many of our associates in hourly positions, and these positions have historically had high turnover rates, which can lead to increased training and retention costs, particularly in a competitive labor market. We cannot be assured that we can continue to hire, train and retain qualified employees at current wage rates since we operate in a competitive labor market, and there is a risk of market increases in compensation.

If we are unable to hire, properly train and retain qualified employees, we could experience higher employment costs, reduced sales, losses of customers and diminution of our brand or company culture, which could adversely affect our earnings. If we do not maintain competitive wages or benefit packages, our customer service could suffer due to a declining quality of our workforce or, alternatively, our earnings could decrease if we increase our wage rates. A violation or change in employment and labor laws (including changes in existing employment benefit programs such as health insurance) could have a material adverse effect on our results of operations, financial condition and cash flows.

Inability to acquire and provide quality merchandise at competitive prices could adversely affect our sales and results of operations.

We are dependent upon our domestic and international vendors continuing to supply us with quality merchandise at competitive prices and payment terms. If our merchandise offerings do not meet our customers' expectations regarding quality, innovation and safety, we could experience lost sales, increased costs and exposure to legal and reputational risk. All of our vendors must comply with applicable product safety laws, and we are dependent on them to ensure that the products we buy comply with all safety and quality standards. Events that give rise to actual, potential or perceived product safety concerns could expose us to government enforcement action or private litigation, result in costly product recalls and other liabilities and lead to reputational harm and loss of customer confidence. To the extent our suppliers are subject to added government regulation of their product design and/or manufacturing processes, the cost of the merchandise we purchase may rise.

In addition, negative customer perceptions regarding the safety or quality of the products we sell could cause our customers to seek alternative sources for their needs, resulting in lost sales. In those circumstances, it may be difficult and costly for us to rebuild our reputation and regain the confidence of our customers. Furthermore, our vendors are impacted by global economic conditions which in turn impact our ability to source merchandise at competitive prices. For example, the recent surges in consumer demand, shortages of raw materials and disruption to the global supply chain have negatively impacted costs and inventory availability and may continue to have a negative impact on future results and profitability. Credit market and other macroeconomic conditions could also have a material adverse effect on the ability of our global and domestic suppliers to finance and operate their businesses.

If we experience transitions or changeover with any of our significant vendors, or if they experience financial difficulties or otherwise are unable to deliver merchandise to us on a timely basis, or at all, we could have product shortages in our stores that could adversely affect customers' perceptions of us and cause us to lose customers and sales.

Risks associated with products sourced outside the U.S.

We directly imported approximately 13% of our purchases in fiscal 2021, but many of our domestic vendors directly import their products or components of their products. Changes to the price or flow of these goods for any reason, such as civil unrest or acts of war, currency fluctuations, disruptions in maritime lanes, port labor disputes, economic conditions and instability in the countries in which foreign suppliers are located, the financial instability of suppliers, suppliers' failure to meet our standards, issues with labor practices of our suppliers or labor problems they may experience (such as strikes, stoppages or slowdowns, which could also increase labor costs during and following the disruption), the availability and cost of raw materials to suppliers, increased import duties or tariffs, merchandise quality or safety issues, shipping and transport availability and cost, increases in wage rates and taxes, transport security, inflation and other factors relating to the suppliers and the countries in which they are located or from which they import, often are beyond our control and could adversely affect our operations and profitability. In addition, the foreign trade policies, tariffs and other impositions on imported goods, trade sanctions imposed on certain countries, import limitations on certain types of goods or of goods containing certain materials from other countries and other factors relating to foreign trade and port labor agreements are beyond our control. These and other factors, such as the COVID-19 pandemic, affecting our suppliers and our access to products could adversely affect our business and financial performance. As we or our domestic vendors increase our imports of merchandise from foreign vendors, the risks associated with these imports will also increase.

Our ability to grow depends in part on new store openings, existing store remodels and expansions and effective utilization of our existing supply chain and hub network.

Our continued growth and success will depend in part on our ability to open and operate new stores and expand and remodel existing stores to meet customers' needs on a timely and profitable basis. Accomplishing our new and existing store expansion goals will depend upon a number of factors, including the ability to partner with developers and landlords to obtain suitable sites for new and expanded stores at acceptable costs, the hiring and training of qualified personnel and the integration of new stores into existing operations. There can be no assurance we will be able to achieve our store expansion goals, manage our growth effectively, successfully integrate the planned new stores into our operations or operate our new, remodeled and expanded stores profitably.

In addition, we extensively utilize our hub network, our supply chain and logistics management techniques to efficiently stock our stores. We have made, and plan to continue to make, significant investments in our supply chain to improve our ability to provide the best parts at the right price and to meet consumer product needs. If we fail to effectively utilize our existing hubs and/or supply chains or if our investments in our supply chain initiatives, including directly sourcing some products from outside the U.S., do not provide the anticipated benefits, we could experience sub-optimal inventory levels in our stores or increases in our operating costs, which could adversely affect our sales volume and/or our margins.

Our success in international operations is dependent on our ability to manage the unique challenges presented by international markets.

The various risks we face in our U.S. operations generally also exist when conducting operations in and sourcing products and materials from outside of the U.S., in addition to the unique costs, risks and difficulties of managing international operations. Our expansion into international markets may be adversely affected by local laws and customs, U.S. laws applicable to foreign operations, and political and socio-economic conditions.

Risks inherent in international operations also include potential adverse tax consequences, potential changes to trade policies and trade agreements, compliance with the Foreign Corrupt Practices Act and local anti-bribery and anti-corruption laws, greater difficulty in enforcing intellectual property rights, challenges to identify and gain access to local suppliers, and possibly misjudging the response of consumers in foreign countries to our product assortment and marketing strategy.

In addition, our operations in international markets are conducted primarily in the local currency of those countries. Since our Consolidated Financial Statements are denominated in U.S. dollars, amounts of assets, liabilities, net sales, and other revenues and expenses denominated in local currencies must be translated into U.S. dollars using exchange rates for the current period. As a result, foreign currency exchange rates and fluctuations in those rates may adversely impact our financial performance.

Business interruptions may negatively impact our operating hours, operability of our computer and other systems, availability of merchandise and otherwise have a material negative effect on our sales and our business.

War or acts of terrorism, political or civil unrest, unusual weather conditions, including due to the impacts of climate change, hurricanes, tornadoes, windstorms, fires, earthquakes and floods, global health epidemics (such as COVID-19) and other natural or other disasters or the threat of any of them, may result in certain of our stores, distribution centers, store support centers or sourcing offices being closed for a period of time or permanently or have a negative impact on our ability to obtain merchandise available for sale in our stores. Some of our merchandise is imported from other countries. If imported goods become difficult or impossible to bring into the U.S., and if we cannot obtain such merchandise from other sources at similar costs, our sales and profit margins may be negatively affected.

In the event commercial transportation is curtailed or substantially delayed, our business may be adversely impacted, as we may have difficulty transporting merchandise to our distribution centers and stores resulting in lost sales and/or a potential loss of customer loyalty. Transportation issues could also cause us to cancel purchase orders if we are unable to receive merchandise in our distribution centers.

Our failure to protect our reputation could have a material adverse effect on our brand name and profitability.

We believe our continued strong sales growth is driven in significant part by our brand name. The value in our brand name and its continued effectiveness in driving our sales growth are dependent to a significant degree on our ability to maintain our reputation for safety, high product quality, friendliness, service, trustworthy advice, integrity and business ethics. Any negative publicity about these or other areas involving our business, including our response or lack thereof to external events involving civil unrest, social justice, and political issues, whether or not based in fact, could damage our reputation and may result in reduced demand for our merchandise. The increasing use of technology also poses a risk as customers are able to quickly compare products and prices and use social media to provide feedback in a manner that is rapidly and broadly dispersed. Our reputation could be impacted if customers have a bad experience and share it over social media.

Failure to comply with ethical, social, product, labor, environmental and anti-corruption standards could also jeopardize our reputation and potentially lead to various adverse actions by consumer or environmental groups, employees or regulatory bodies. Damage to our reputation or loss of consumer confidence for any of these or other reasons could have a material adverse effect on our results of operations and financial condition, as well as require additional resources to rebuild our reputation.

Cyber-security and Data Privacy Risks

We rely heavily on our information technology systems for our key business processes. Any failure or interruption in these systems could have a material adverse impact on our business.

We rely extensively on our information technology systems, some of which are managed or provided by third-party service providers, to manage inventory, communicate with customers, process transactions and summarize results. Our systems and the third-party systems we rely on are subject to damage or interruption from power outages, facility damage, physical theft, telecommunications failures, computer viruses, security breaches, malicious cyber-attacks, catastrophic events, and design or usage errors by our AutoZoners, contractors or third-party service providers. Although we and our third-party service providers work diligently to maintain our respective systems, we may not be successful in doing so.

If our systems are damaged or fail to function properly, we may incur substantial costs to repair or replace them, and we may experience loss of critical data and interruptions or delays in our ability to manage inventories or process transactions, which could result in lost sales, inability to process purchase orders and/or a potential loss of customer loyalty, which could adversely affect our results of operations.

We are in the process of developing and implementing various information systems, as well as modifying existing systems. These technological changes will require significant investment of human and financial resources, and we may experience significant delays, cost increases and other obstacles with these projects. Although we have invested significant resources during our planning, project management and training, implementation issues may arise which may disrupt our operations and negatively impact our business operations, financial condition and cash flows.

Failure to protect or effectively respond to a breach of the privacy and security of customers', suppliers', AutoZoners' or Company information could damage our reputation, subject us to litigation and cause us to incur substantial costs.

Our business, like that of most retailers and distributors, involves the receipt, storage and transmission of personal information about our customers, suppliers and AutoZoners, some of which is entrusted to third-party service providers and vendors. Failure to protect the security of our customers', suppliers', AutoZoners' and Company information could subject us to costly regulatory enforcement actions, expose us to litigation and impair our reputation, which may have a negative impact on our sales. We consider information security to be a top priority and undertake cyber-security planning and activities throughout the Company. Senior management and the Board of Directors are actively engaged in cyber-security risk management. While we and our third-party service providers and vendors take significant steps to protect customer, supplier, employee and other confidential information, including maintaining compliance with payment card industry standards and a security program that includes updating technology and security policies, employee training and monitoring and routine testing of our systems, these security measures may be breached in the future due to cyber-attack, employee error, system compromises, fraud, trickery, hacking or other intentional or unintentional acts, and unauthorized parties may obtain access to this data. We believe our preventative actions provide adequate measures of protection against security breaches and generally reduce our cyber-security risks. However, our business or our third party providers, with which we share sensitive information, may not discover a security breach or loss of information for a significant period after the security breach occurs. Failure to effectively respond to system compromises may undermine our security measures. The methods used to obtain unauthorized access are constantly evolving and may be difficult to anticipate or detect for long periods of time. To date, we have not experienced a material breach of cyber-security; however, our computer systems have been, and will likely continue to be, subjected to unauthorized access or phishing attempts, computer viruses, malware, ransomware or other malicious codes. In particular, in connection with the COVID-19 pandemic, there has been a spike in cyber-security attacks as shelter in place orders and work from home measures have led businesses to increase reliance on virtual environments and communications systems, which have been subjected to increasing third-party vulnerabilities and security risks. As the regulatory environment related to information security, data collection and use, and privacy becomes increasingly rigorous and complex, compliance with these requirements could also result in significant additional costs. There can be no assurance that our security measures will prevent or limit the impact of a future incident. The cost to remediate damages to our systems suffered as a result of a cyber-attack could be significant.

We accept payments using a variety of methods, including cash, checks, credit, debit, electronic payments (such as PayPal, Apple Pay, etc.) and gift cards, and we may offer new payment options over time, which may have information security risk implications. As a retailer accepting debit and credit cards for payment, we are subject to various industry data protection standards and protocols, such as the American National Standards Institute encryption standards and payment network security operating guidelines and Payment Card Industry Data Security Standard. Even though we comply with these standards and protocols and other information security measures, we cannot be certain that the security measures we maintain to protect all of our information technology systems are able to prevent, contain or detect any cyber-attacks, cyber terrorism, or security breaches from known cyber-attacks or malware that may be developed in the future. We maintain insurance coverage that may protect us from certain cyber-attack claims; however, our insurance coverage may not be sufficient to cover significant losses in any particular situation.

To the extent any cyber-attack or intrusion in our or one of our third-party service provider's information systems results in the loss, damage or misappropriation of information, we may be materially adversely affected by claims from customers, financial institutions, regulatory authorities, payment card networks and others. In certain circumstances, payment card association rules and obligations to which we are subject under our contracts with payment card processors make us liable to payment card issuers if information in connection with payment cards and payment card transactions we hold is compromised, which liabilities could be substantial. In addition, the cost of complying with stricter and more complex data privacy, data collection and information security laws and standards could be significant to us.

We have invested in information technology risk management and disaster recovery plans. Although these plans are in place, we must provide ongoing monitoring and consistently revise our plans as technologies change rapidly and our efforts to overcome security risks continue to become increasingly more complex and concentrated.

Indebtedness, Financial and Market Risks

We are self-insured for certain costs associated with our operations and an increase in our insurance claims and expenses may have a material negative impact on us.

We are self-insured up to certain limits for workers' compensation, employee group medical, general liability, product liability, property and automobile. The types and amounts of insurance may vary from time to time based on our decisions with respect to risk retention and regulatory requirements. Our reserves are established using historical trends and, where appropriate, using a third party actuary to estimate costs to settle reported claims and claims incurred but not yet reported. Estimated costs are subject to a variety of assumptions and other factors including the severity, duration and frequency of claims, legal costs associated with claims, healthcare trends and projected inflation of related factors. Material increases in the number of insurance claims, changes to healthcare costs, accident frequency and severity, legal expenses and other factors could result in unfavorable difference between actual self-insurance costs and our reserve estimates. As a result, our self-insurance costs could increase which may adversely affect our business, results of operations, financial condition and cash flows.

A downgrade in our credit ratings or a general disruption in the credit markets could make it more difficult for us to access funds, refinance our debt, obtain new funding or issue debt securities.

Our short-term and long-term debt is rated investment grade by the major rating agencies. These investment-grade credit ratings have historically allowed us to take advantage of lower interest rates and other favorable terms on our short-term credit lines, in our senior debt offerings and in the commercial paper markets. To maintain our investment-grade ratings, we are required to meet certain financial performance ratios. A change by the rating agencies in these ratios, an increase in our debt, and/or a decline in our earnings could result in downgrades in our credit ratings. A downgrade in our credit ratings could limit our access to public debt markets, limit the institutions willing to provide credit facilities to us, result in more restrictive financial and other covenants in our public and private debt and would likely significantly increase our overall borrowing costs and adversely affect our earnings.

Moreover, significant deterioration in the financial condition of large financial institutions during the Great Recession resulted in a severe loss of liquidity and availability of credit in global credit markets and in more stringent borrowing terms. We can provide no assurance that such similar events that occurred during the Great Recession will not occur again in the foreseeable future. Conditions and events in the global credit markets could have a material adverse effect on our access to short-term and long-term debt and the terms and cost of that debt.

Legal and Regulatory Risks

Our business, results of operations, financial condition and cash flows may be adversely affected by the adoption of new laws, changes to existing laws, increased enforcement activity or other governmental actions.

We are subject to numerous federal, state and local laws and regulations, many of which are complex, frequently revised and subject to varying interpretations. These include laws governing employment and labor, wage and hour, environmental matters, proper handling and disposal of hazardous materials and waste, healthcare, data privacy, cybersecurity, the pricing and sale of goods, import and export compliance, transportation and logistics, consumer protection and advertising, among others. These laws may differ substantially in the areas where we operate. Although we have implemented policies and procedures to help ensure compliance with these laws, there can be no certainty that our employees and third parties with whom we do business will not take actions in violation of our policies or applicable laws. If we fail to comply with these laws, rules and regulations, or the manner in which they are interpreted or applied, we may be subject to governmental enforcement action or private litigation resulting in monetary penalties, reputational harm and increased costs of regulatory compliance. Any changes in regulations, the imposition of additional regulations, or the enactment of any new legislation could have an adverse impact, directly or indirectly, on our financial condition and results of operations. We may also be subject to investigations or audits by governmental authorities and regulatory agencies as a result of enforcing existing laws and regulations or changes in enforcement priorities, which can occur in the ordinary course of business or may result from increased scrutiny from a particular agency or toward a particular industry.

We may be adversely affected by legal, regulatory or market responses to global climate change.

Growing concern over climate change has led policy makers in the U.S. to consider the enactment of legislative and regulatory proposals that would impose mandatory requirements on greenhouse gas emissions. Such laws, if enacted, are likely to impact our business in a number of ways. For example, significant increases in fuel economy requirements, new federal or state restrictions on emissions of carbon dioxide or new federal or state incentive programs that may be imposed on vehicles and automobile fuels could adversely affect demand for vehicles, annual miles driven or the products we sell. We may not be able to accurately predict, prepare for and respond to new kinds of technological innovations with respect to electric vehicles and other technologies that minimize emissions. Compliance with any new or more stringent laws or regulations, or stricter interpretations of existing laws, could require additional expenditures by us or our suppliers. Our inability to appropriately respond to such changes could adversely impact our business, financial condition, results of operations or cash flows.

Our business, financial condition, results of operations and cash flows may be affected by litigation.

We are involved in lawsuits, regulatory investigations, governmental and other legal proceedings arising out of the ordinary course of business. Such matters involve significant expense and divert management's attention and resources from other matters. The damages sought against us in these proceedings may be material and may adversely affect our business, results of operations, financial condition and cash flows.

General Risks

Significant changes in macroeconomic and geo-political factors could adversely affect our financial condition and results of operations.

Macroeconomic conditions impact both our customers and our suppliers. Job growth in the U.S. was stagnated and unemployment was at historically high levels at the peak of the COVID-19 pandemic. While the unemployment rate has improved, the rate has not returned to pre-pandemic levels. Moreover, the U.S. government continues to operate under historically large deficits and debt burden. Continued distress in global credit markets, business failures, civil unrest, inflation, foreign exchange rate fluctuations, significant geo-political conflicts, proposed or additional tariffs, continued volatility in energy prices, the impact of a public health crisis or pandemic (such as COVID-19), constraints on the global supply chain and other factors continue to affect the global economy. Moreover, rising energy prices could impact our merchandise distribution, commercial delivery, utility and product costs. It is unclear how such factors could impact our business in the short term. Over a longer period of time, these macroeconomic and geo-political conditions could adversely affect our sales growth, margins and overhead. These could adversely affect our financial condition and operations.

Item 1B. Unresolved Staff Comments

None.

Item 2. Properties

The following table reflects the square footage and number of leased and owned properties for our stores as of August 28, 2021:

	No. of Stores	Store Square Footage(1)
Leased	3,641	23,911,656
Owned	3,126	21,145,587
Total	6,767	45,057,243

(1) *Square footage excludes store support centers, regional offices, distribution centers and the areas that hold the local mega hub and hub expanded assortment.*

We have approximately 5.9 million square feet in distribution centers servicing our stores, of which approximately 1.8 million square feet is leased and the remainder is owned. Our 12 distribution centers are located in Arizona, California, Florida, Georgia, Illinois, Ohio, Pennsylvania, Tennessee, Texas, Washington and two in Mexico. Our primary store support center is located in Memphis, Tennessee, and consists of approximately 320,000 square feet. We also have three additional store support centers located in Monterrey, Mexico; Chihuahua, Mexico and Sao Paulo, Brazil. Our International Sourcing Office is located in Shanghai, China. The ALLDATA headquarters in Elk Grove, California is leased, and we also own or lease other properties which are not material in the aggregate.

Item 3. Legal Proceedings

Item 103 of Regulation S-K requires disclosure of certain environmental matters when a governmental authority is a party to the proceedings and such proceedings involve potential monetary sanctions that we reasonably believe will exceed an applied threshold of $1 million. Applying this threshold, there are no environmental matters to disclose for this period.

We are involved in various other legal proceedings incidental to the conduct of our business, including, but not limited to, several lawsuits containing class-action allegations in which the plaintiffs are current and former hourly and salaried employees who allege various wage and hour violations and unlawful termination practices. We do not currently believe that, either individually or in the aggregate, these matters will result in liabilities material to our financial condition, results of operations or cash flows.

Item 4. Mine Safety Disclosures

Not applicable.

PART II

Item 5. Market for Registrant's Common Equity, Related Stockholder Matters and Issuer Purchases of Equity Securities

The principal market on which our common stock is traded is the New York Stock Exchange under the symbol "AZO." On October 18, 2021, there were 1,936 stockholders of record, which does not include the number of beneficial owners whose shares were represented by security position listings.

We currently do not pay a dividend on our common stock. Our ability to pay dividends is subject to limitations imposed by Nevada law. Any future payment of dividends would be dependent upon our financial condition, capital requirements, earnings and cash flow.

During 1998, the Company announced a program permitting the Company to repurchase a portion of its outstanding shares not to exceed a dollar maximum established by the Company's Board of Directors. The program was most recently amended on October 5, 2021, to increase the repurchase authorization by $1.5 billion, bringing the total value of authorized share repurchases to $27.65 billion.

Beginning in the first quarter of fiscal 2021, we restarted our share repurchases under our share repurchase program, which had been temporarily suspended during fiscal 2020 in response to the uncertainty surrounding the COVID-19 pandemic. We will continue to evaluate current and expected business conditions and adjust the level of share repurchases under our share repurchase program as we deem appropriate.

Shares of common stock repurchased by the Company during the quarter ended August 28, 2021 were as follows:

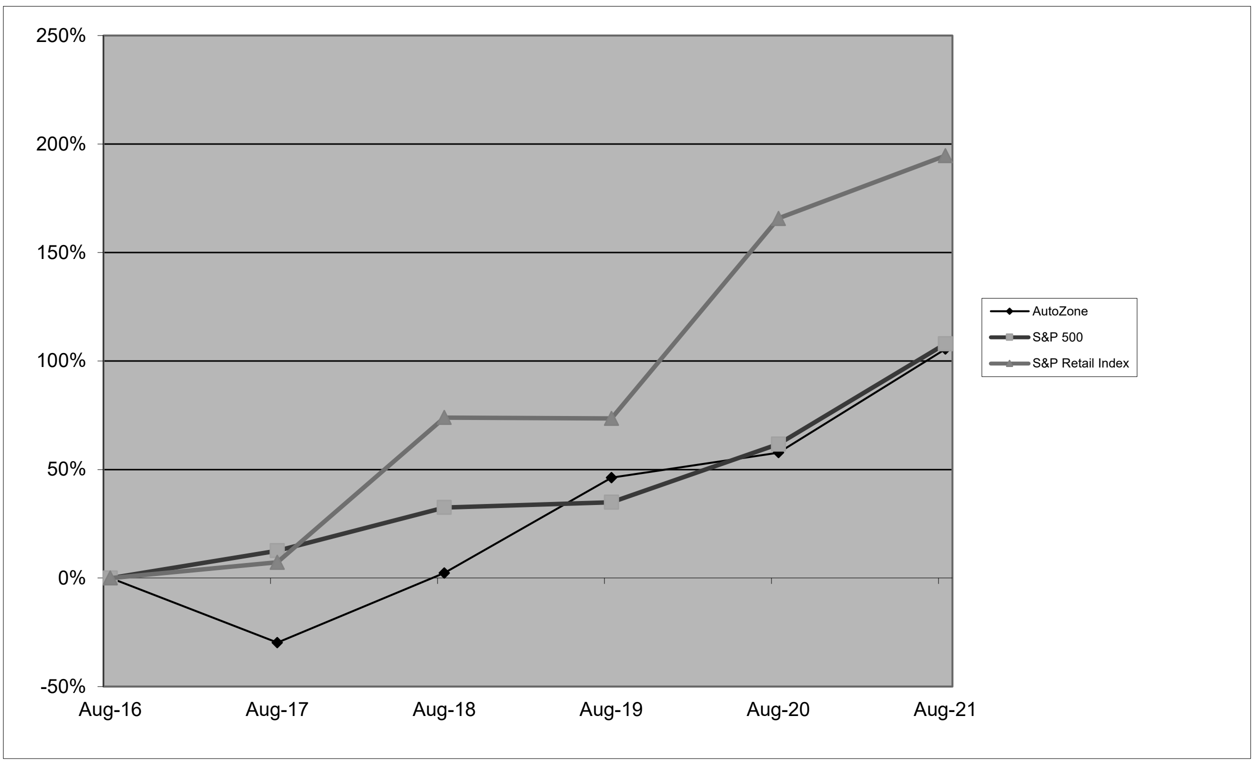
Period	Total Number of Shares Purchased	Average Price Paid per Share	Total Number of Shares Purchased as Part of Publicly Announced Plans or Programs	Maximum Dollar Value that May Yet Be Purchased Under the Plans or Programs
May 9, 2021 to June 5, 2021	119,391	$ 1,463.82	119,391	$ 1,142,800,316
June 6, 2021 to July 3, 2021	179,195	1,420.00	179,195	888,343,302
July 4, 2021 to July 31, 2021	164,072	1,580.00	164,072	629,109,159
August 1, 2021 to August 28, 2021	129,802	1,629.71	129,802	417,569,204
Total	592,460	$ 1,519.09	592,460	$ 417,569,204

The Company also repurchased, at market value, an additional 7,611, 8,287 and 17,201 shares in fiscal years 2021, 2020 and 2019, respectively, from employees electing to sell their stock under the Company’s Sixth Amended and Restated Employee Stock Purchase Plan (the “Employee Plan”), qualified under Section 423 of the Internal Revenue Code, under which all eligible employees may purchase AutoZone’s common stock at 85% of the lower of the market price of the common stock on the first day or last day of each calendar quarter through payroll deductions. Maximum permitted annual purchases are $15,000 per employee or 10 percent of compensation, whichever is less. Under the Employee Plan, 8,479, 10,525 and 11,011 shares were sold to employees in fiscal 2021, 2020 and 2019, respectively. At August 28, 2021, 133,762 shares of common stock were reserved for future issuance under the Employee Plan.

Once executives have reached the maximum purchases under the Employee Plan, the Sixth Amended and Restated Executive Stock Purchase Plan (the “Executive Plan”) permits all eligible executives to purchase AutoZone’s common stock up to 25 percent of his or her annual salary and bonus. Purchases by executives under the Executive Plan were 997, 1,204 and 1,483 shares in fiscal 2021, 2020 and 2019, respectively. At August 28, 2021, 234,364 shares of common stock were reserved for future issuance under the Executive Plan.

Stock Performance Graph

The graph below presents changes in the value of AutoZone’s stock as compared to Standard & Poor’s 500 Composite Index (“S&P 500”) and to Standard & Poor’s Retail Index (“S&P Retail Index”) for the five-year period beginning August 27, 2016 and ending August 28, 2021.



Item 6. Reserved

Not required.

Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations

We are the leading retailer, and a leading distributor, of automotive replacement parts and accessories in the Americas. We began operations in 1979 and at August 28, 2021, operated 6,051 stores in the U.S., 664 stores in Mexico and 52 stores in Brazil. Each store 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. At August 28, 2021, in 5,179 of our domestic stores, we also had 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 public sector accounts. We also have commercial programs in all stores in Mexico and Brazil. We also sell the ALLDATA brand automotive diagnostic, repair and shop management software through www.alldata.com. Additionally, we sell automotive hard parts, maintenance items, accessories and non-automotive products through www.autozone.com, and our commercial customers can make purchases through www.autozonepro.com. We also provide product information on our Duralast branded products through www.duralastparts.com. We do not derive revenue from automotive repair or installation services.

COVID-19 Impact

COVID-19 continues to impact numerous aspects of our business. Our sales remain at record levels as we have experienced unprecedented customer demand for our products during the COVID-19 pandemic, as we believe that many of our customers have benefitted from pandemic-related government stimulus and benefits. Our main priority continues to be the health, safety and well-being of our customers and AutoZoners. We continue to invest in supplies for the protection of our employees and customers and increased the frequency of cleaning and disinfecting our stores. For fiscal 2021, we incurred approximately $43.0 million in pandemic related expenses, including Emergency Time-Off benefit enhancements for both full-time and part-time employees as compared to approximately $83.9 million in the comparable prior year period.

The long-term impact to our business remains unknown as we are unable to accurately predict the impact that COVID-19 will have due to numerous uncertainties, including the severity of the disease, the duration of the outbreak, the likelihood of additional variants and resurgences of the outbreak, actions that may be taken by governmental authorities in response to the disease, the timing, distribution, efficacy and public acceptance of vaccines, and unintended consequences of the foregoing. Furthermore, the continuing pandemic and related economic uncertainty may result in prolonged disruption and volatility to our business and magnify certain risks, including risks associated with sourcing quality merchandise domestically and outside the U.S.; our ability to promptly adjust inventory levels to meet fluctuations in customer demand; our ability to comply with complex and evolving laws and regulations related to customers' and AutoZoners' health and safety; our ability to open new store locations and expand or remodel existing stores; and our ability to hire and train qualified employees to address temporary or sustained labor shortages.

Executive Summary

For fiscal 2021, we achieved record net income of $2.170 billion, a 25.2% increase over the prior year, and sales growth of $1.998 billion, a 15.8% increase over the prior year. Domestic commercial sales increased 22.6%, which represents approximately 23% of our total sales. Both our retail sales and commercial sales grew this past year as we continue to experience unprecedented demand for our products during the COVID-19 pandemic and make progress on our initiatives aimed at improving our ability to say "Yes" to our customers more frequently, drive traffic to our stores and accelerate our commercial growth.

Our business is impacted by various factors within the economy that affect both our consumer and our industry, including but not limited to fuel costs, wage rates, supply chain disruptions, hiring and other economic conditions, including for fiscal 2021 and 2020, the effects of, and responses to, COVID-19. Given the nature of these macroeconomic factors, we cannot predict whether or for how long certain trends will continue, nor can we predict to what degree these trends will impact us in the future.

One macroeconomic factor affecting our customers and our industry during fiscal 2021 was gas prices. During fiscal 2021, the average price per gallon of unleaded gasoline in the U.S. was $2.62, compared to $2.32 during fiscal 2020. We believe fluctuations in gas prices impact our customers' level of disposable income. With approximately 10 billion gallons of unleaded gas consumption each month across the U.S., each $1 decrease at the pump contributes approximately $10 billion of additional spending capacity to consumers each month. Given the unpredictability of gas prices, we cannot predict whether gas prices will increase or decrease, nor can we predict how any future changes in gas prices will impact our sales in future periods.

We have also experienced continued accelerated pressure on wages in the U.S. during fiscal 2021. Some of this is attributed to regulatory changes in certain states and municipalities, while the larger portion is being driven by general market pressures and some specific actions taken recently by other retailers. The regulatory changes are expected to continue, as evidenced by the areas that have passed legislation to increase employees' wages substantially over the next few years, but we are still assessing to what degree these changes will impact our earnings growth in future periods.

During fiscal 2021, failure and maintenance related categories represented the largest portion of our sales mix, at approximately 83% of total sales, with failure related categories continuing to comprise our largest set of categories. While we have not experienced any fundamental shifts in our category sales mix as compared to previous years, in our domestic stores we continue to see a slight increase in mix of sales of the discretionary category as compared to last year. We believe the improvement in this sales category resulted from the pandemic as many of our customers continue to have more time to work on discretionary projects.

The two statistics we believe have the closest correlation to our market growth over the long-term are miles driven and the number of seven year old or older vehicles on the road.

Miles Driven

We believe as the number of miles driven increases, consumers' vehicles are more likely to need service and maintenance, resulting in an increase in the need for automotive hard parts and maintenance items. While over the long-term we have seen a close correlation between our net sales and the number of miles driven, we have also seen certain time frames of minimal correlation in sales performance and miles driven. During the periods of minimal correlation between net sales and miles driven, we believe net sales have been positively impacted by other factors, including macroeconomic factors and the number of seven year old or older vehicles on the road. Since the beginning of the fiscal year and through July 2021 (latest publicly available information), miles driven in the U.S. decreased by 5.2% compared to the same period in the prior year. We believe this decrease is a result of the pandemic, but we are unable to predict if this decline will continue and are uncertain of the impact it will have to our business.

Seven Year Old or Older Vehicles

According to the latest data provided by the U.S. Bureau of Economic Analysis, new light vehicle sales for the year ended August 2021 increased 11.5% as compared to the comparable prior year period. We estimate vehicles are driven an average of approximately 12,500 miles each year. In seven years, the average miles driven equates to approximately 87,500 miles. Our experience is that at this point in a vehicle's life, most vehicles are not covered by warranties and increased maintenance is needed to keep the vehicle operating.

According to the latest data provided by the Auto Care Association, as of January 1, 2021, the average age of light vehicles on the road was 12.1 years. The average age of light vehicles has exceeded 11 years since 2012.

We expect the aging vehicle population to continue to increase as consumers keep their cars longer in an effort to save money. Additionally, there is increased demand for used vehicles as a result of new vehicle inventory shortages during the COVID-19 pandemic. As the number of seven year old or older vehicles on the road increases, we expect an increase in demand for the products we sell.

Results of Operations

The following table highlights selected financial information over the last 5 years:

(in thousands, except per share data, same store sales and selected operating data)	Fiscal Year Ended August				
	2021[(1)]	2020[(1)]	2019[(2)]	2018[(3)]	2017
Income Statement Data					
Net sales	$ 14,629,585	$ 12,631,967	$ 11,863,743	$ 11,221,077	$ 10,888,676
Cost of sales, including warehouse and delivery expenses	6,911,800	5,861,214	5,498,742	5,247,331	5,149,056
Gross profit	7,717,785	6,770,753	6,365,001	5,973,746	5,739,620
Operating, selling, general and administrative expenses	4,773,258	4,353,074	4,148,864	4,162,890	3,659,551
Operating profit	2,944,527	2,417,679	2,216,137	1,810,856	2,080,069
Interest expense, net	195,337	201,165	184,804	174,527	154,580
Income before income taxes	2,749,190	2,216,514	2,031,333	1,636,329	1,925,489
Income tax expense[(4)]	578,876	483,542	414,112	298,793	644,620
Net income[(4)]	$ 2,170,314	$ 1,732,972	$ 1,617,221	$ 1,337,536	$ 1,280,869
Diluted earnings per share[(4)]	$ 95.19	$ 71.93	$ 63.43	$ 48.77	$ 44.07
Weighted average shares for diluted earnings per share[(4)]	22,799	24,093	25,498	27,424	29,065
Same Store Sales					
Increase in domestic comparable store net sales[(5)]	13.6 %	7.4 %	3.0 %	1.8 %	0.5 %
Balance Sheet Data					
Current assets	$ 6,415,303	$ 6,811,872	$ 5,028,685	$ 4,635,869	$ 4,611,255
Operating lease right-of-use assets[(6)]	2,718,712	2,581,677	—	—	—
Working capital (deficit)	(954,451)	528,781	(483,456)	(392,812)	(155,046)
Total assets	14,516,199	14,423,872	9,895,913	9,346,980	9,259,781
Current liabilities	7,369,754	6,283,091	5,512,141	5,028,681	4,766,301
Debt	5,269,820	5,513,371	5,206,344	5,005,930	5,081,238
Finance lease liabilities, less current portion[(6)]	186,122	155,855	123,659	102,013	102,322
Operating lease liabilities, less current portion[(6)]	2,632,842	2,501,560	—	—	—
Stockholders' deficit	(1,797,536)	(877,977)	(1,713,851)	(1,520,355)	(1,428,377)
Selected Operating Data					
Number of locations at beginning of year	6,549	6,411	6,202	6,029	5,814
Sold locations[(7)]	—	—	—	26	—
New locations	219	138	209	201	215
Closed locations	1	—	—	2	—
Net new locations	218	138	209	199	215
Relocated locations	12	5	2	7	5
Number of locations at end of year	6,767	6,549	6,411	6,202	6,029
AutoZone domestic commercial programs	5,179	5,007	4,893	4,741	4,592
Inventory per location (in thousands)	$ 686	$ 683	$ 674	$ 636	$ 644
Total AutoZone store square footage (in thousands)	45,057	43,502	42,526	41,066	39,684
Average square footage per AutoZone store	6,658	6,643	6,633	6,621	6,611
Increase in AutoZone store square footage	3.6 %	2.3 %	3.6 %	3.5 %	3.9 %
Average net sales per AutoZone store (in thousands)	$ 2,160	$ 1,914	$ 1,847	$ 1,778	$ 1,756
Net sales per AutoZone store average square foot	$ 325	$ 288	$ 279	$ 269	$ 266
Total employees at end of year (in thousands)	105	100	96	89	87
Inventory turnover[(8)]	1.5x	1.3x	1.3x	1.3x	1.4x
Accounts payable to inventory ratio	129.6 %	115.3 %	112.6 %	111.8 %	107.4 %
After-tax return on invested capital[(9)]	41.0 %	35.7 %	35.7 %	32.1 %	29.9 %
Adjusted debt to EBITDAR[(10)]	2.0	2.4	2.5	2.5	2.6
Net cash provided by operating activities (in thousands)[(4)]	$ 3,518,543	$ 2,720,108	$ 2,128,513	$ 2,080,292	$ 1,570,612
Cash flow before share repurchases and changes in debt (in thousands)[(11)]	$ 3,048,841	$ 2,185,418	$ 1,758,672	$ 1,596,367	$ 1,017,585
Share repurchases (in thousands)[(12)]	$ 3,378,321	$ 930,903	$ 2,004,896	$ 1,592,013	$ 1,071,649
Number of shares repurchased (in thousands)[(12)]	2,592	826	2,182	2,398	1,495

(1) The 52 weeks ended August 28, 2021 and August 29, 2020 were negatively impacted by pandemic related expenses, including Emergency Time-Off of approximately $43.0 million (pre-tax) and $83.9 million (pre-tax), respectively.

(2) The fiscal year ended August 31, 2019 consisted of 53 weeks.

(3) Fiscal 2018 was negatively impacted by pension termination charges of $130.3 million (pre-tax) recognized in the fourth quarter and asset impairments of $193.2 million (pre-tax) recognized in the second quarter of fiscal 2018. Fiscal 2019 and 2018 also includes a benefit to net income related to the Tax Cuts and Jobs Act of $6.3 million and $132.1 million, net of repatriation tax, respectively.

(4) Fiscal 2021, 2020, 2019, 2018 and 2017 include excess tax benefits from stock option exercises of $56.4 million, $20.9 million, $46.0 million, $31.3 million and $31.2 million, respectively.

(5) The domestic comparable sales increases are based on sales for all AutoZone domestic stores open at least one year. Same store sales are computed on a 52-week basis. Relocated stores are included in the same store sales computation based on the year the original store was opened. Closed store sales are included in the same store sales computation up to the week it closes, and excluded from the computation for all periods subsequent to closing. All sales through our www.autozone.com website, including consumer direct ship-to-home sales, are also included in the computation.

(6) The Company adopted ASU 2016-02, Leases (Topic 842), beginning with its first quarter ended November 23, 2019 which resulted in the Company recognizing a right-of-use asset ("ROU asset") and a corresponding lease liability on the balance sheet.

(7) 26 IMC branches were sold on April 4, 2018.

(8) Inventory turnover is calculated as cost of sales divided by the average merchandise inventory balance over the trailing 5 quarters.

(9) After-tax return on invested capital is defined as after-tax operating profit (excluding rent charges) divided by invested capital (which includes a factor to capitalize leases). For fiscal 2019, after-tax operating profit was adjusted for the impact of the average revaluation of deferred tax liabilities, net of repatriation tax. For fiscal 2018, after-tax operating profit was adjusted for impairment charges, pension termination charges and the impact of the revaluation of deferred tax liabilities, net of repatriation tax. See Reconciliation of Non-GAAP Financial Measures in Management's Discussion and Analysis of Financial Condition and Results of Operations.

(10) Adjusted debt to EBITDAR is defined as the sum of total debt, finance lease obligations and annual rents times six; divided by net income plus interest, taxes, depreciation, amortization, rent and share-based compensation expense. For fiscal 2018, net income was adjusted for impairment charges and pension termination charges before tax impact. See Reconciliation of Non-GAAP Financial Measures in Management's Discussion and Analysis of Financial Condition and Results of Operations.

(11) Cash flow before share repurchases and changes in debt is defined as the change in cash and cash equivalents less the change in debt plus treasury stock purchases. See Reconciliation of Non-GAAP Financial Measures in Management's Discussion and Analysis of Financial Condition and Results of Operations.

(12) *During the third quarter of fiscal 2020, the Company temporarily suspended share repurchases under the share repurchase program in response to COVID-19 which was restarted beginning in the first quarter of fiscal 2021.*

Fiscal 2021 Compared with Fiscal 2020
For the fiscal year ended August 28, 2021, we reported net sales of $14.630 billion compared with $12.632 billion for the year ended August 29, 2020, a 15.8% increase from fiscal 2020. This growth was driven primarily by a domestic same store sales increase of 13.6% and net sales of $215.8 million from new stores. Domestic commercial sales increased $617.7 million, or 22.6%, over domestic commercial sales for fiscal 2020.

At August 28, 2021, we operated 6,051 domestic stores, 664 in Mexico and 52 in Brazil, compared with 5,885 domestic stores, 621 in Mexico and 43 in Brazil at August 29, 2020. We reported a total auto parts segment (domestic, Mexico and Brazil) sales increase of 15.9% for fiscal 2021.

Gross profit for fiscal 2021 was $7.718 billion, or 52.8% of net sales, an 85 basis point decrease compared with $6.771 billion, or 53.6% of net sales for fiscal 2020. The decrease in gross margin was primarily driven by the initiatives to accelerate growth in our commercial business.

Operating, selling, general and administrative expenses for fiscal 2021 increased to $4.773 billion, or 32.6% of net sales, from $4.353 billion, or 34.5% of net sales for fiscal 2020. The reduction in operating expenses as a percentage of sales was driven by strong sales growth and a decrease in pandemic related expenses.

Interest expense, net for fiscal 2021 was $195.3 million compared with $201.2 million during fiscal 2020. Average borrowings for fiscal 2021 were $5.401 billion, compared with $5.393 billion for fiscal 2020. Weighted average borrowing rates were 3.28% and 3.26% for fiscal 2021 and 2020, respectively.

Our effective income tax rate was 21.1% of pre-tax income for fiscal 2021 compared to 21.8% for fiscal 2020. The decrease in the tax rate was primarily attributable to an increased benefit from stock options exercised during fiscal 2021 compared to fiscal 2020. The benefit of stock options exercised for fiscal 2021 was $56.4 million compared to $20.9 million for fiscal 2020 (see “Note D – Income Taxes” in the Notes to Consolidated Financial Statements).

Net income for fiscal 2021 increased by 25.2% to $2.170 billion, and diluted earnings per share increased 32.3% to $95.19 from $71.93 in fiscal 2020. The impact on the fiscal 2021 diluted earnings per share from stock repurchases was an increase of $5.13.

Fiscal 2020 Compared with Fiscal 2019
A discussion of changes in our results of operations from fiscal 2019 to fiscal 2020 has been omitted from this Annual Report on Form 10-K, but may be found in “Item 7. Management’s Discussion and Analysis of Financial Condition and Results of Operations” of our Annual Report on Form 10-K for the fiscal year ended August 29, 2020, filed with the SEC on October 26, 2020, which is available free of charge on the SECs website at www.sec.gov and at www.autozone.com, by clicking “Investor Relations” located at the bottom of the page.

Quarterly Periods

Each of the first three quarters of our fiscal year consists of 12 weeks, and the fourth quarter consisted of 16 weeks in 2021 and 2020 and 17 weeks in 2019. Because the fourth quarter contains seasonally high sales volume and consists of 16 or 17 weeks, compared with 12 weeks for each of the first three quarters, our fourth quarter represents a disproportionate share of our annual net sales and net income. The fourth quarter of fiscal year 2021 represented 33.6% of annual sales and 36.2% of net income; the fourth quarter of fiscal year 2020 represented 36.0% of annual sales and 42.7% of net income; and the fourth quarter of fiscal year 2019 represented 33.6% of annual sales and 35.0% of net income.

Liquidity and Capital Resources

The primary source of our liquidity is our cash flows realized through the sale of automotive parts, products, and accessories. Unprecedented customer demand from the impact of the COVID-19 pandemic and continued progress on our initiatives improved our operating performance for the fiscal year, which drove a substantial increase in cash flows from operations. We believe that our cash generated from operating activities, available cash reserves and available credit, supplemented with our long-term borrowings will provide ample liquidity to fund our operations while allowing us to make strategic investments to support long-term growth initiatives and return excess cash to shareholders in the form of share repurchases. As of August 28, 2021, we held $1.171 billion of cash and cash equivalents, as well as $1.998 billion in undrawn capacity on our revolving credit facility. We believe our sources of liquidity will continue to be adequate to fund our operations and investments to grow our business, repay our debt as it becomes due and fund our share repurchases over the short-term and long-term. In addition, we believe we have the ability to obtain alternative sources of financing, if necessary.

Net cash provided by operating activities was $3.519 billion in 2021, $2.720 billion in 2020 and $2.129 billion in 2019. Cash flows from operations are favorable compared to last year primarily due to favorable changes in accounts payable, driven by higher sustained inventory purchase volume in fiscal 2021 as compared to fiscal 2020, and growth in net income due to accelerated sales growth as a result of the pandemic.

Our net cash flows used in investing activities were $601.8 million in fiscal 2021, $497.9 million in fiscal 2020 and $491.8 million in fiscal 2019. The increase in net cash used in investing activities in fiscal 2021, compared to fiscal 2020, was due to an increase in capital expenditures. We invested $621.8 million in capital assets in fiscal 2021, $457.7 million in fiscal 2020 and $496.1 million in fiscal 2019. The increase in capital expenditures from fiscal 2020 to fiscal 2021 was primarily driven by increased store openings. We had 218 net new store openings for fiscal 2021, 138 for fiscal 2020 and 209 for fiscal 2019. We invest a portion of our assets held by our wholly owned insurance captive in marketable debt securities. We purchased $63.7 million in marketable debt securities in fiscal 2021, $90.9 million in fiscal 2020 and $55.5 million in fiscal 2019. We had proceeds from the sale of marketable debt securities of $95.4 million in fiscal 2021, $84.2 million in fiscal 2020 and $53.1 million in fiscal 2019.

Net cash used in financing activities was $3.5 billion in fiscal 2021, $643.6 million in fiscal 2020 and $1.674 billion in fiscal 2019. The net cash used in financing activities reflected purchases of treasury stock, which totaled $3.378 billion for fiscal 2021, $930.9 million for fiscal 2020 and $2.005 billion for fiscal 2019. The increase in purchases of treasury stock for fiscal 2021 in comparison to fiscal 2020 was due to resuming our share repurchase program which was temporarily suspended in fiscal 2020 due to the COVID-19 pandemic. The treasury stock purchases in fiscal 2021, 2020 and 2019 were primarily funded by cash flows from operations. During the year ended August 28, 2021, we repaid our $250 million 2.500% Senior Notes due April 2021, which were callable at par in March 2021. We did not issue any new debt in fiscal 2021, and issued $1.850 billion and $750 million in fiscal 2020 and 2019, respectively. In fiscal 2020, the proceeds from the issuance of debt were used for general corporate purposes, repayment of our outstanding commercial paper and repayment of our $500 million Senior Notes due in November 2020 which were callable at par in August 2020. In fiscal 2019, the proceeds from the issuance of debt were used to repay a portion of our outstanding commercial paper borrowings, our $250 million Senior Notes due in April 2019 and for general corporate purposes.

We did not have any commercial paper or short term borrowing activity during fiscal 2021. Net repayments of commercial paper and short term borrowings were $1.030 billion and $295.3 million for 2020 and 2019, respectively.

During fiscal 2022, we expect to increase the investment in our business as compared to fiscal 2021. Our investments are expected to be directed primarily to expansion of our store base and supply chain to fuel the growth of our domestic and Mexico businesses, which includes new stores, including mega hubs, as well as distribution center expansions and remodels. The amount of investments in our new stores is impacted by different factors, including whether the building and land are purchased (requiring higher investment) or leased (generally lower investment) and whether such buildings are located in the U.S., Mexico or Brazil, or located in urban or rural areas.

During fiscal 2021 our capital expenditures increased by approximately 36%, compared to a decrease of 8% and 5%, for fiscal 2020 and 2019 respectively. Fiscal 2021 capital expenditures increased significantly due to delays in capital spending for the third and fourth quarter of fiscal 2020 related to COVID-19.

In addition to building and land costs, our new stores require working capital, predominantly for inventories. Historically, we have negotiated extended payment terms from suppliers, reducing the working capital required and resulting in a high accounts payable to inventory ratio. We plan to continue leveraging our inventory purchases; however, our ability to do so may be limited by our vendors' capacity to factor their receivables from us. Certain vendors participate in arrangements with financial institutions whereby they factor their AutoZone receivables, allowing them to receive early payment from the financial institution on our invoices at a discounted rate. The terms of these agreements are between the vendor and the financial institution. Upon request from the vendor, we confirm to the vendor's financial institution the balances owed to the vendor, the due date and agree to waive any right of offset to the confirmed balances. A downgrade in our credit or changes in the financial markets may limit the financial institutions' willingness to participate in these arrangements, which may result in the vendor wanting to renegotiate payment terms. A reduction in payment terms would increase the working capital required to fund future inventory investments. Extended payment terms from our vendors have allowed us to continue our high accounts payable to inventory ratio. We had an accounts payable to inventory ratio of 129.6% at August 28, 2021 and 115.3% at August 29, 2020. The increase from fiscal 2020 was primarily due to increased accounts payable purchases with favorable vendor terms and higher inventory turns.

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 we will be able to obtain such financing in view of our credit ratings and favorable experiences in the debt markets in the past.

Our cash balances are held in various locations around the world. As of August 28, 2021, and August 29, 2020, cash and cash equivalents of $80.4 million and $62.4 million, respectively, were held outside of the U.S. and were generally utilized to support the liquidity needs in our foreign operations.

For the fiscal year ended August 28, 2021, our adjusted after-tax return on invested capital ("ROIC"), which is a non-GAAP measure, was 41.0% as compared to 35.7% for the comparable prior year period. Adjusted ROIC is calculated as after-tax operating profit (excluding rent charges) divided by invested capital (which includes a factor to capitalize operating leases). We use adjusted ROIC to evaluate whether we are effectively using our capital resources and believe it is an important indicator of our overall operating performance. Refer to the "Reconciliation of Non-GAAP Financial Measures" section for further details of our calculation.

Debt Facilities

We entered into a Master Extension, New Commitment and Amendment Agreement dated as of November 18, 2017 (the "Extension Amendment") to the Third Amended and Restated Credit Agreement dated as of November 18, 2016, as amended, modified, extended or restated from time to time (the "Revolving Credit Agreement"). Under the Extension Amendment: (i) our borrowing capacity under the Revolving Credit Agreement was increased from $1.6 billion to $2.0 billion; (ii) the maximum borrowing under the Revolving Credit Agreement may, at our option, subject to lenders approval, be increased from $2.0 billion to $2.4 billion; (iii) the termination date of the Revolving Credit Agreement was extended from November 18, 2021 until November 18, 2022; and (iv) we have the option to make one additional written request of the lenders to extend the termination date then in effect for an additional year. Under the Revolving Credit Agreement, we may borrow funds consisting of Eurodollar loans, base rate loans or a combination of both. Interest accrues on Eurodollar loans at a defined Eurodollar rate, defined as LIBOR plus the applicable percentage, as defined in the Revolving Credit Agreement, depending upon our senior, unsecured, (non-credit enhanced) long-term debt ratings. Interest accrues on base rate loans as defined in the Revolving Credit Agreement.

As of August 28, 2021, we had no outstanding borrowings and $1.7 million of outstanding letters of credit under the Revolving Credit Agreement. We intend to amend and restate our Revolving Credit Agreement and anticipate closing the agreement during the first quarter of fiscal year 2022.

Under our Revolving Credit Agreement, covenants include restrictions on liens, a maximum debt to earnings ratio, a minimum fixed charge coverage ratio and a change of control provision that may require acceleration of the repayment obligations under certain circumstances.

The Revolving Credit Agreement requires that our consolidated interest coverage ratio as of the last day of each quarter shall be no less than 2.5:1. This ratio is defined as the ratio of (i) consolidated earnings before interest, taxes and rents to (ii) consolidated interest expense plus consolidated rents. Our consolidated interest coverage ratio as of August 28, 2021 was 6.9:1.

On April 3, 2020, we entered into a 364-Day Credit Agreement (the "364-Day Credit Agreement") to supplement our existing Revolving Credit Agreement. The 364-Day Credit Agreement provided for loans in the aggregate principal amount of up to $750 million. The 364-Day Credit Agreement had a termination date of, and any amounts borrowed under the 364-Day Credit Agreement were due and payable on April 2, 2021. Revolving loans under the 364-Day Credit Agreement could be base rate loans, Eurodollar loans, or a combination of both at our election.

Effective February 2021, we terminated the 364-Day Credit Agreement. There were no borrowings outstanding under the 364-Day Credit Agreement. We entered into the 364-Day Agreement to augment our access to liquidity due to the macroeconomic conditions existing at the time, and we determined the additional access to liquidity was no longer necessary.

As of August 28, 2021, the $500 million 3.700% Senior Notes due April 2022 were classified as long-term in the Consolidated Balance Sheets as we had the ability and intent to refinance them on a long-term basis through available capacity in our revolving credit facility. As of August 28, 2021, we had $1.998 billion of availability under our $2.0 billion Revolving Credit Agreement, which would allow us to replace these short-term obligations with a long-term financing facility.

On March 15, 2021, we repaid the $250 million 2.500% Senior Notes due April 2021 which were callable at par in March 2021.

On August 14, 2020, we issued $600 million in 1.650% Senior Notes due January 2031 under our automatic shelf registration statement on Form S-3, filed with the SEC on April 4, 2019 (File No. 333-230719) (the "2019 Shelf Registration Statement"). The 2019 Shelf Registration Statement allows us to sell an indeterminate amount in debt securities to fund general corporate purposes, including repaying, redeeming or repurchasing outstanding debt and for working capital, capital expenditures, new store openings, stock repurchases and acquisitions. Proceeds from the debt issuance were used for general corporate purposes, including the repayment of the $500 million in 4.000% Senior Notes due in November 2020 that were callable at par in August 2020.

On March 30, 2020, we issued $500 million in 3.625% Senior Notes due April 2025 and $750 million in 4.000% Senior Notes due April 2030 under the 2019 Shelf Registration Statement. Proceeds from the debt issuance were used to repay a portion of the outstanding commercial paper borrowings and for other general corporate purposes.

On April 18, 2019, we issued $300 million in 3.125% Senior Notes due April 2024 and $450 million in 3.750% Senior Notes due April 2029 under the 2019 Shelf Registration Statement. Proceeds from the debt issuance were used to repay a portion of our outstanding commercial paper borrowings, the $250 million in 1.625% Senior Notes due in April 2019 and for other general corporate purposes.

All Senior Notes are subject to an interest rate adjustment if the debt ratings assigned are downgraded (as defined in the agreements). Further, the Senior Notes contain a provision that repayment may be accelerated if we experience a change in control (as defined in the agreements). Our borrowings under our Senior Notes contain minimal covenants, primarily restrictions on liens, sale and leaseback transactions and consolidations, mergers and the sale of assets. All of the repayment obligations under our borrowing arrangements may be accelerated and come due prior to the applicable scheduled payment date if covenants are breached or an event of default occurs. Interest is paid on a semi-annual basis.

As of August 28, 2021, we were in compliance with all covenants and expect to remain in compliance with all covenants under our borrowing arrangements.

We also maintain a letter of credit facility that allows us to request the participating bank to issue letters of credit on our behalf up to an aggregate amount of $25 million. The letter of credit facility is in addition to the letters of credit that may be issued under the Revolving Credit Agreement. As of August 28, 2021, we had $23.9 million in letters of credit outstanding under the letter of credit facility which expires in June 2022.

In addition to the outstanding letters of credit issued under the committed facility discussed above, we had $136.8 million in letters of credit outstanding as of August 28, 2021. These letters of credit have various maturity dates and were issued on an uncommitted basis.

For the fiscal year ended August 28, 2021, our adjusted debt to earnings before interest, taxes, depreciation, amortization, rent and share-based compensation expense (“EBITDAR”) ratio was 2.0:1 as compared to 2.4:1 as of the comparable prior year end. We calculate adjusted debt as the sum of total debt, finance lease liabilities and rent times six; and we calculate adjusted EBITDAR by adding interest, taxes, depreciation, amortization, rent and share-based compensation expense to net income. We target our debt levels to a specified ratio of adjusted debt to EBITDAR in order to maintain our investment grade credit ratings and believe this is important information for the management of our debt levels.

Management expects the ratio of adjusted debt to EBITDAR to return to pre-pandemic levels in the future, increasing debt levels. Once the target ratio is achieved, to the extent adjusted EBITDAR increases, we expect our debt levels to increase; conversely, if adjusted EBITDAR decreases, we would expect our debt levels to decrease. Refer to the “Reconciliation of Non-GAAP Financial Measures” section for further details of our calculation.

Stock Repurchases
During 1998, we announced a program permitting us to repurchase a portion of our outstanding shares not to exceed a dollar maximum established by our Board of Directors (the “Board”). On December 15, 2020, the Board voted to increase the authorization by $1.5 billion. On March 23, 2021, the Board voted to increase the repurchase authorization by an additional $1.5 billion, which raised the total value of shares authorized to be repurchased to $26.15 billion. From January 1998 to August 28, 2021, we have repurchased a total of 150.3 million shares at an aggregate cost of $25.732 billion. We repurchased 2.6 million shares of common stock at an aggregate cost of $3.378 billion during fiscal 2021, 826 thousand shares of common stock at an aggregate cost of $930.9 million during fiscal 2020 and 2.2 million shares of common stock at an aggregate cost of $2.005 billion during fiscal 2019. The increase in purchases of treasury stock for fiscal 2021 compared to fiscal 2020 was due to the temporary suspension of the share repurchase program during fiscal 2020 in order to preserve cash as a result of the uncertainty related to the pandemic. Purchases under the program resumed beginning in the first quarter of fiscal 2021. Considering cumulative repurchases as of August 28, 2021, we had $417.6 million remaining under the Board’s authorization to repurchase our common stock. We will continue to evaluate current and expected business conditions and adjust the level of share repurchases under our share repurchase program as we deem appropriate.

For the fiscal year ended August 28, 2021, cash flow before share repurchases and changes in debt was $3.049 billion as compared to $2.185 billion during the comparable prior year period. Cash flow before share repurchases and changes in debt is calculated as the net increase or decrease in cash and cash equivalents less net increases or decreases in debt (excluding deferred financing costs) plus share repurchases. We use cash flow before share repurchases and changes in debt to calculate the cash flows remaining and available. We believe this is important information regarding our allocation of available capital where we prioritize investments in the business and utilize the remaining funds to repurchase shares, while maintaining debt levels that support our investment grade credit ratings. Refer to the "Reconciliation of Non-GAAP Financial Measures" section for further details of our calculation.

On October 5, 2021, the Board voted to authorize the repurchase of an additional $1.5 billion of our common stock in connection with our ongoing share repurchase program. Since the inception of the repurchase program in 1998, the Board has authorized $27.65 billion in share repurchases. Subsequent to August 28, 2021 and through October 18, 2021, we have repurchased 220,022 shares of common stock at an aggregate cost of $362.8 million. Considering the cumulative repurchases and the increase in authorization subsequent to August 28, 2021 and through October 18, 2021, we have $1.555 billion remaining under the Board's authorization to repurchase its common stock.

Financial Commitments
The following table shows our significant contractual obligations as of August 28, 2021:

	Total	Payment Due by Period			
(in thousands)	**Contractual Obligations**	**Less than 1 year**	**Between 1-3 years**	**Between 3-5 years**	**Over 5 years**
Debt[1]	$ 5,300,000	$ 500,000	$ 1,100,000	$ 1,300,000	$ 2,400,000
Interest payments[2]	911,863	175,025	284,488	214,675	237,675
Operating leases[3]	3,682,998	323,245	672,142	573,073	2,114,538
Finance leases[3]	304,499	91,228	106,969	57,922	48,380
Self-insurance reserves[4]	259,585	95,263	87,953	37,188	39,181
Construction commitments	48,217	48,217	—	—	—
	$ 10,507,162	$ 1,232,978	$ 2,251,552	$ 2,182,858	$ 4,839,774

(1) Debt balances represent principal maturities, excluding interest, discounts, and debt issuance costs.
(2) Represents obligations for interest payments on long-term debt.
(3) Operating and finance lease obligations include related interest in accordance with ASU 2016-02, Leases (Topic 842).
(4) Self-insurance reserves reflect estimates based on actuarial calculations and are presented net of insurance receivables. Although these obligations do not have scheduled maturities, the timing of future payments are predictable based upon historical patterns. Accordingly, we reflect the net present value of these obligations in our Consolidated Balance Sheets.

Our tax liability for uncertain tax positions, including interest and penalties, was $31.8 million at August 28, 2021. Approximately $3.0 million is classified as current liabilities and $28.8 million is classified as long-term liabilities. We did not reflect these obligations in the table above as we are unable to make an estimate of the timing of payments of the long-term liabilities due to uncertainties in the timing and amounts of the settlement of these tax positions.

Off-Balance Sheet Arrangements

The following table reflects outstanding letters of credit and surety bonds as of August 28, 2021:

(in thousands)	**Total Other Commitments**
Standby letters of credit	$ 162,393
Surety bonds	35,362
	$ 197,755

A substantial portion of the outstanding standby letters of credit (which are primarily renewed on an annual basis) and surety bonds are used to cover reimbursement obligations to our workers' compensation carriers.

There are no additional contingent liabilities associated with these instruments as the underlying liabilities are already reflected in our Consolidated Balance Sheets. The standby letters of credit and surety bond arrangements expire within one year but have automatic renewal clauses.

Reconciliation of Non-GAAP Financial Measures

"Management's Discussion and Analysis of Financial Condition and Results of Operations" includes certain financial measures not derived in accordance with generally accepted accounting principles ("GAAP"). These non-GAAP financial measures provide additional information for determining our optimum capital structure and are used to assist management in evaluating performance and in making appropriate business decisions to maximize stockholders' value.

Non-GAAP financial measures should not be used as a substitute for GAAP financial measures, or considered in isolation, for the purpose of analyzing our operating performance, financial position or cash flows. However, we have presented the non-GAAP financial measures, as we believe they provide additional information that is useful to investors as it indicates more clearly our comparative year-to-year operating results. Furthermore, our management and Compensation Committee of the Board use the above-mentioned non-GAAP financial measures to analyze and compare our underlying operating results and use select measurements to determine payments of performance-based compensation. We have included a reconciliation of this information to the most comparable GAAP measures in the following reconciliation tables.

Reconciliation of Non-GAAP Financial Measure: Cash Flow Before Share Repurchases and Changes in Debt
The following table reconciles net increase (decrease) in cash and cash equivalents to cash flow before share repurchases and changes in debt, which is presented in "Management's Discussion and Analysis of Financial Condition and Results of Operations":

	Fiscal Year Ended August				
(in thousands)	**2021**	**2020**	**2019**	**2018**	**2017**
Net cash provided by/(used in):					
Operating activities	$ 3,518,543	$ 2,720,108	$ 2,128,513	$ 2,080,292	$ 1,570,612
Investing activities	(601,778)	(497,875)	(491,846)	(521,860)	(553,599)
Financing activities	(3,500,417)	(643,636)	(1,674,088)	(1,632,154)	(914,329)
Effect of exchange rate changes on cash	4,172	(4,082)	(4,103)	(1,724)	852
Net increase/(decrease) in cash and cash equivalents	(579,480)	1,574,515	(41,524)	(75,446)	103,536
Less: increase/(decrease) in debt, excluding deferred financing costs	(250,000)	320,000	204,700	(79,800)	157,600
Plus: Share repurchases	3,378,321	930,903[1]	2,004,896	1,592,013	1,071,649
Cash flow before share repurchases and changes in debt	$ 3,048,841	$ 2,185,418	$ 1,758,672	$ 1,596,367	$ 1,017,585

(1) During the third quarter of fiscal 2020, the Company temporarily suspended share repurchases under the share repurchase program in response to COVID-19.

Reconciliation of Non-GAAP Financial Measure: Adjusted After-tax ROIC

The following table calculates the percentage of ROIC. ROIC is calculated as after-tax operating profit (excluding rent) divided by invested capital (which includes a factor to capitalize operating leases). The ROIC percentages are presented in "Management's Discussion and Analysis of Financial Condition and Results of Operations":

(in thousands, except percentage)	Fiscal Year Ended August 2021	2020	2019[1]	2018[2]	2017
Net income	$ 2,170,314	$ 1,732,972	$ 1,617,221	$ 1,337,536	$ 1,280,869
Adjustments:					
Impairment before tax	—	—	—	193,162	—
Pension termination charges before tax	—	—	—	130,263	—
Interest expense	195,337	201,165	184,804	174,527	154,580
Rent expense[3]	345,380	329,783	332,726	315,580	302,928
Tax effect[4]	(114,091)	(115,747)	(105,576)	(211,806)	(153,265)
Deferred tax liabilities, net of repatriation tax[5]	—	—	(6,340)	(132,113)	—
Adjusted after-tax return	$ 2,596,940	$ 2,148,173	$ 2,022,835	$ 1,807,149	$ 1,585,112
Average debt[6]	$ 5,416,471	$ 5,375,356	$ 5,126,286	$ 5,013,678	$ 5,061,502
Average stockholders' deficit[6]	(1,397,892)	(1,542,355)	(1,615,339)	(1,433,196)	(1,730,559)
Add: Rent x 6[3][7]	2,072,280	1,978,696	1,996,358	1,893,480	1,817,568
Average finance lease liabilities[6]	237,267	203,998	162,591	156,198	150,066
Invested capital	$ 6,328,126	$ 6,015,695	$ 5,669,896	$ 5,630,160	$ 5,298,577
Adjusted after-tax ROIC	41.0 %	35.7 %	35.7 %	32.1 %	29.9 %

Reconciliation of Non-GAAP Financial Measure: Adjusted Debt to EBITDAR

The following table calculates the ratio of adjusted debt to EBITDAR. Adjusted debt to EBITDAR is calculated as the sum of total debt, financing lease liabilities and annual rents times six; divided by net income plus interest, taxes, depreciation, amortization, rent and share-based compensation expense. The adjusted debt to EBITDAR ratios are presented in "Management's Discussion and Analysis of Financial Condition and Results of Operations":

(in thousands, except ratio)	Fiscal Year Ended August 2021	2020	2019[1]	2018[2]	2017
Net income	$ 2,170,314	$ 1,732,972	$ 1,617,221	$ 1,337,536	$ 1,280,869
Add: Impairment before tax	—	—	—	193,162	—
Pension termination charges before tax	—	—	—	130,263	—
Add: Interest expense	195,337	201,165	184,804	174,527	154,580
Income tax expense	578,876	483,542	414,112	298,793	644,620
Adjusted EBIT	2,944,527	2,417,679	2,216,137	2,134,281	2,080,069
Add: Depreciation and amortization expense	407,683	397,466	369,957	345,084	323,051
Rent expense[3]	345,380	329,783	332,726	315,580	302,928
Share-based expense	56,112	44,835	43,255	43,674	38,244
Adjusted EBITDAR	$ 3,753,702	$ 3,189,763	$ 2,962,075	$ 2,838,619	$ 2,744,292
Debt	$ 5,269,820	$ 5,513,371	$ 5,206,344	$ 5,005,930	$ 5,081,238
Financing lease liabilities	276,054	223,353	179,905	154,303	150,456
Add: Rent x 6[3][7]	2,072,280	1,978,696	1,996,358	1,893,480	1,817,568
Adjusted debt	$ 7,618,154	$ 7,715,420	$ 7,382,607	$ 7,053,713	$ 7,049,262
Adjusted debt to EBITDAR	2.0	2.4	2.5	2.5	2.6

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(1) The fiscal year ended August 31, 2019 consisted of 53 weeks.
(2) For fiscal 2018, after-tax operating profit was adjusted for impairment charges and pension settlement charges.
(3) Effective September 1, 2019, the Company adopted ASU 2016-02, Leases (Topic 842), the new lease accounting standard that required the Company to recognize operating lease assets and liabilities in the balance sheet. The table below outlines the calculation of rent expense and reconciles rent expense to total lease cost, per ASC 842, the most directly comparable GAAP financial measure, for the 52 weeks ended, August 28, 2021 and August 29, 2020.

(in thousands)	For the year ended			
	August 28,2021		August 29,2020	
Total lease cost, per ASC 842, for the trailing four quarters	$	427,443	$	415,505
Less: Finance lease interest and amortization		(56,334)		(60,275)
Less: Variable operating lease components, related to insurance and common area maintenance		(25,729)		(25,447)
Rent expense for the trailing four quarters	$	345,380	$	329,783

(4) For fiscal 2021, 2020, and 2019, the effective tax rate was 21.1%, 21.8%, and 20.4%, respectively. The effective tax rate during fiscal 2018 was 24.2% for impairment, 28.1% for pension termination and 26.2% for interest and rent expense. For fiscal 2017, the effective tax rate was 33.5%.
(5) For fiscal 2019 and fiscal 2018 after-tax operating profit was adjusted for the impact of the revaluation of deferred tax liabilities, net of repatriation tax.
(6) All averages are computed based on trailing five quarters.
(7) Rent is multiplied by a factor of six to capitalize operating leases in the determination of pre-tax invested capital.

Recent Accounting Pronouncements
See Note A of the Notes to Consolidated Financial Statements for a discussion on recent accounting pronouncements.

Critical Accounting Policies and Estimates

Preparation of our Consolidated Financial Statements requires us to make estimates and assumptions affecting the reported amounts of assets and liabilities at the date of the financial statements, reported amounts of revenues and expenses during the reporting period and related disclosures of contingent liabilities. In the Notes to our Consolidated Financial Statements, we describe our significant accounting policies used in preparing the Consolidated Financial Statements. Our policies are evaluated on an ongoing basis and are drawn from historical experience and other assumptions that we believe to be reasonable under the circumstances. Actual results could differ under different assumptions or conditions. Our senior management has identified the critical accounting policies for the areas that are materially impacted by estimates and assumptions and have discussed such policies with the Audit Committee of our Board. The following items in our Consolidated Financial Statements represent our critical accounting policies that require significant estimation or judgment by management:

Self-Insurance Reserves
We retain a significant portion of the risks associated with workers' compensation, general, product liability, property and vehicle liability; and we obtain third party insurance to limit the exposure related to certain of these risks. Our self-insurance reserve estimates totaled $284.0 million at August 28, 2021, and $288.6 million at August 29, 2020. Where estimates are possible, losses covered by insurance are recognized on a gross basis with a corresponding insurance receivable.

The assumptions made by management in estimating our self-insurance reserves include consideration of historical cost experience, judgments about the present and expected levels of cost per claim and retention levels. We utilize various methods, including analyses of historical trends and use of a specialist, to estimate the cost to settle reported claims and claims incurred but not yet reported. The actuarial methods develop estimates of the future ultimate claim costs based on the claims incurred as of the balance sheet date. When estimating these liabilities, we consider factors, such as the severity, duration and frequency of claims, legal costs associated with claims, healthcare trends and projected inflation of related factors. In recent history, our methods for determining our exposure have remained consistent, and our historical trends have been appropriately factored into our reserve estimates. As we obtain additional information and refine our methods regarding the assumptions and estimates we use to recognize liabilities incurred, we will adjust our reserves accordingly.

Management believes that the various assumptions developed and actuarial methods used to determine our self-insurance reserves are reasonable and provide meaningful data and information that management uses to make its best estimate of our exposure to these risks. Arriving at these estimates, however, requires a significant amount of subjective judgment by management, and as a result these estimates are uncertain and our actual exposure may be different from our estimates. For example, changes in our assumptions about healthcare costs, the severity of accidents and the incidence of illness, the average size of claims and other factors could cause actual claim costs to vary materially from our assumptions and estimates, causing our reserves to be overstated or understated. For instance, a 10% change in our self-insurance liability would have affected net income by approximately $19.1 million for fiscal 2021.

Our liabilities for workers' compensation, general and product liability, property and vehicle claims do not have scheduled maturities; however, the timing of future payments is predictable based on historical patterns and is relied upon in determining the current portion of these liabilities. Accordingly, we reflect the net present value of the obligations we determine to be long-term using the risk-free interest rate as of the balance sheet date.

If the discount rate used to calculate the present value of these reserves changed by 25 basis points, net income would have been affected by approximately $1.4 million for fiscal 2021.

Income Taxes
Our income tax returns are audited by state, federal and foreign tax authorities, and we are typically engaged in various tax examinations at any given time. Tax contingencies often arise due to uncertainty or differing interpretations of the application of tax rules throughout the various jurisdictions in which we operate. The contingencies are influenced by items such as tax audits, changes in tax laws, litigation, appeals and prior experience with similar tax positions.

We regularly review our tax reserves for these items and assess the adequacy of the amount we have recorded. As of August 28, 2021, we had approximately $31.8 million reserved for uncertain tax positions.

We evaluate exposures associated with our various tax filings by estimating a liability for uncertain tax positions based on a two-step process. The first step is to evaluate the tax position for recognition by determining if the weight of available evidence indicates that it is more likely than not that the position will be sustained on audit, including resolution of related appeals or litigation processes, if any. The second step requires us to estimate and measure the tax benefit as the largest amount that is more than 50% likely to be realized upon ultimate settlement.

We believe our estimates to be reasonable and have not experienced material adjustments to our reserves in the previous three years; however, actual results could differ from our estimates, and we may be exposed to gains or losses that could be material. Specifically, management has used judgment and made assumptions to estimate the likely outcome of uncertain tax positions. Additionally, to the extent we prevail in matters for which a liability has been established, or must pay in excess of recognized reserves, our effective tax rate in any particular period could be materially affected.

Vendor Allowances
We receive various payments and allowances from our vendors through a variety of programs and arrangements, including allowances for warranties, advertising and general promotion of vendor products. Vendor allowances are treated as a reduction of the cost of inventory, unless they are provided as a reimbursement of specific, incremental, identifiable costs incurred by the Company in selling the vendor's products. Approximately 85% of the vendor funds received during fiscal 2021 were recorded as a reduction of the cost of inventories and recognized as a reduction to cost of sales as these inventories are sold.

Based on our vendor agreements, a significant portion of vendor funding we receive is earned as we purchase inventory. Therefore, we record receivables for funding earned but not yet received as we purchase inventory. During the year, we regularly review the receivables from vendors to ensure vendors are able to meet their obligations. We generally have not recorded a reserve against these receivables as we have not experienced significant losses and typically have a legal right of offset with our vendors for payments owed them. Historically, we have had write-offs less than $1 million in each of the last three years.

Item 7A. Quantitative and Qualitative Disclosures about Market Risk

We are exposed to market risk from, among other things, changes in interest rates, foreign exchange rates and fuel prices. From time to time, we use various derivative instruments to reduce interest rate and fuel price risks. To date, based upon our current level of foreign operations, no derivative instruments have been utilized to reduce foreign exchange rate risk. All of our hedging activities are governed by guidelines that are authorized by the Board. Further, we do not buy or sell derivative instruments for trading purposes.

Interest Rate Risk
Our financial market risk results primarily from changes in interest rates. At times, we reduce our exposure to changes in interest rates by entering into various interest rate hedge instruments such as interest rate swap contracts, treasury lock agreements and forward-starting interest rate swaps.

We have historically utilized interest rate swaps to convert variable rate debt to fixed rate debt and to lock in fixed rates on future debt issuances. We reflect the current fair value of all interest rate hedge instruments as a component of either other current assets or accrued expenses and other. Our interest rate hedge instruments are designated as cash flow hedges. As of August 28, 2021 and August 29, 2020 no such interest rate swaps were outstanding.

Unrealized gains and losses on interest rate hedges are deferred in stockholders' deficit as a component of Accumulated Other Comprehensive Loss. These deferred gains and losses are recognized in income as a decrease or increase to interest expense in the period in which the related cash flows being hedged are recognized in expense. However, to the extent that the change in value of an interest rate hedge instrument does not perfectly offset the change in the value of the cash flow being hedged, that ineffective portion is immediately recognized in earnings.

The fair value of our debt was estimated at $5.683 billion as of August 28, 2021, and $6.081 billion as of August 29, 2020, based on the quoted market prices for the same or similar debt issues or on the current rates available to us for debt having the same remaining maturities. Such fair value is greater than the carrying value of debt by $413.1 million and $567.5 million at August 28, 2021 and August 29, 2020, respectively, which reflects its face amount, adjusted for any unamortized debt issuance costs and discounts.

We had no variable rate debt outstanding at August 28, 2021 and August 29, 2020.

We had outstanding fixed rate debt of $5.270 billion, net of unamortized debt issuance costs of $30.2 million, at August 28, 2021, and $5.513 billion, net of unamortized debt issuance costs of $36.6 million, at August 29, 2020. A one percentage point increase in interest rates would have reduced the fair value of our fixed rate debt by approximately $258.3 million at August 28, 2021.

Foreign Currency Risk

Foreign currency exposures arising from transactions include firm commitments and anticipated transactions denominated in a currency other than our entities' functional currencies. To minimize our risk, we generally enter into transactions denominated in the respective functional currencies. We are exposed to Brazilian reals, Canadian dollars, euros, Chinese yuan renminbi and British pounds, but our primary foreign currency exposure arises from Mexican peso-denominated revenues and profits and their translation into U.S. dollars. Foreign currency exposures arising from transactions denominated in currencies other than the functional currency are not material.

We view our investments in Mexican subsidiaries as long-term. As a result, we generally do not hedge these net investments. The net asset exposure in the Mexican subsidiaries translated into U.S. dollars using the year-end exchange rates was $310.1 million at August 28, 2021 and $293.1 million at August 29, 2020. The year-end exchange rates with respect to the Mexican peso increased by approximately 10% with respect to the U.S. dollar during fiscal 2021 and decreased by approximately 10% with respect to the U.S. dollar during fiscal 2020. The potential loss in value of our net assets in the Mexican subsidiaries resulting from a hypothetical 10 percent adverse change in quoted foreign currency exchange rates at August 28, 2021 and August 29, 2020, would have been approximately $28.2 million and approximately $26.6 million, respectively. Any changes in our net assets in the Mexican subsidiaries relating to foreign currency exchange rates would be reflected in the foreign currency translation component of Accumulated Other Comprehensive Loss, unless the Mexican subsidiaries are sold or otherwise disposed. A hypothetical 10 percent adverse change in average exchange rates would not have a material impact on our results of operations.

Item 8. Financial Statements and Supplementary Data

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Management's Report on Internal Control Over Financial Reporting

Our management is responsible for establishing and maintaining adequate internal control over financial reporting (as defined in Rules 13a-15(f) and 15d-15(f) under the Securities Exchange Act of 1934, as amended). Our internal control over financial reporting includes, among other things, defined policies and procedures for conducting and governing our business, sophisticated information systems for processing transactions and properly trained staff. Mechanisms are in place to monitor the effectiveness of our internal control over financial reporting, including regular testing performed by the Company's internal audit team. Actions are taken to correct deficiencies as they are identified. Our procedures for financial reporting include the active involvement of senior management, our Audit Committee and a staff of highly qualified financial and legal professionals.

Management, with the participation of our principal executive and financial officers, assessed our internal control over financial reporting as of August 28, 2021, the end of our fiscal year. Management based its assessment on criteria established in Internal Control—Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission 2013 framework.

Based on this assessment, management has concluded that our internal control over financial reporting was effective as of August 28, 2021.

Our independent registered public accounting firm, Ernst & Young LLP, audited the effectiveness of our internal control over financial reporting. Ernst & Young LLP's attestation report on the Company's internal control over financial reporting as of August 28, 2021 is included in this Annual Report on Form 10-K.

Report of Independent Registered Public Accounting Firm

To the Stockholders and the Board of Directors of AutoZone, Inc.

Opinion on Internal Control Over Financial Reporting

We have audited AutoZone Inc.'s internal control over financial reporting as of August 28, 2021, based on criteria established in Internal Control-Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (2013 framework) (the COSO criteria). In our opinion, AutoZone, Inc. (the Company) maintained, in all material respects, effective internal control over financial reporting as of August 28, 2021, based on the COSO criteria.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States) (PCAOB), the consolidated balance sheets of the Company as of August 28, 2021 and August 29, 2020, and the related consolidated statements of income, comprehensive income, stockholders' deficit, and cash flows for each of the three years in the period ended August 28, 2021, and the related notes and our report dated October 25, 2021 expressed an unqualified opinion thereon.

Basis for Opinion

The Company's management is responsible for maintaining effective internal control over financial reporting and for its assessment of the effectiveness of internal control over financial reporting included in the accompanying Management's Report on Internal Control Over Financial Reporting. Our responsibility is to express an opinion on the Company's internal control over financial reporting based on our audit. We are a public accounting firm registered with the PCAOB and are required to be independent with respect to the Company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audit in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether effective internal control over financial reporting was maintained in all material respects.

Our audit included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, testing and evaluating the design and operating effectiveness of internal control based on the assessed risk, and performing such other procedures as we considered necessary in the circumstances. We believe that our audit provides a reasonable basis for our opinion.

Definition and Limitations of Internal Control Over Financial Reporting

A company's internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

/s/ Ernst & Young LLP

Memphis, Tennessee

October 25, 2021

Report of Independent Registered Public Accounting Firm

To the Stockholders and the Board of Directors of AutoZone, Inc.

Opinion on the Financial Statements

We have audited the accompanying consolidated balance sheets of AutoZone, Inc. (the Company) as of August 28, 2021 and August 29, 2020, the related consolidated statements of income, comprehensive income, stockholders' deficit, and cash flows for each of the three years in the period ended August 28, 2021, and the related notes (collectively referred to as the "consolidated financial statements"). In our opinion, the consolidated financial statements present fairly, in all material respects, the financial position of the Company at August 28, 2021 and August 29, 2020, and the results of its operations and its cash flows for each of the three years in the period ended August 28, 2021, in conformity with U.S. generally accepted accounting principles.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States) (PCAOB), the Company's internal control over financial reporting as of August 28, 2021, based on criteria established in Internal Control-Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (2013 framework) and our report dated October 25, 2021, expressed an unqualified opinion thereon.

Basis for Opinion

These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on the Company's financial statements based on our audits. We are a public accounting firm registered with the PCAOB and are required to be independent with respect to the Company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audits in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement, whether due to error or fraud. Our audits included performing procedures to assess the risks of material misstatement of the financial statements, whether due to error or fraud, and performing procedures that respond to those risks. Such procedures included examining, on a test basis, evidence regarding the amounts and disclosures in the financial statements. Our audits also included evaluating the accounting principles used and significant estimates made by management, as well as evaluating the overall presentation of the financial statements. We believe that our audits provide a reasonable basis for our opinion.

Critical Audit Matter

The critical audit matter communicated below is a matter arising from the current period audit of the consolidated financial statements that was communicated or required to be communicated to the audit committee and that: (1) relates to accounts or disclosures that are material to the financial statements and (2) involved our especially challenging, subjective or complex judgments. The communication of the critical audit matter does not alter in any way our opinion on the consolidated financial statements, taken as a whole, and we are not, by communicating the critical audit matter below, providing a separate opinion on the critical audit matter or on the account or disclosure to which it relates.

	Valuation of Self-insurance Reserves
Description of the Matter	At August 28, 2021, the Company's self-insurance reserve estimate was $284 million. As more fully described in Note A of the consolidated financial statements, the Company retains a significant portion of the risks associated with workers' compensation, general liability, product liability, property and vehicle insurance. Accordingly, the Company utilizes various methods, including analyses of historical trends and actuarial methods, to estimate the costs of these risks. Auditing the self-insurance reserve is complex and required the involvement of specialists due to the judgmental nature of estimating the costs to settle reported claims and claims incurred but not yet reported. There are a number of factors and/or assumptions (e.g., severity, duration and frequency of claims, projected inflation of related factors, and the risk-free rate) used in the measurement process which have a significant effect on the estimated self-insurance reserve.
How We Addressed the Matter in Our Audit	We evaluated the design and tested the operating effectiveness of the Company's controls over the self-insurance reserve process. For example, we tested controls over management's review of the self-insurance reserve calculations, the significant actuarial assumptions and the data inputs provided to the actuary. To evaluate the self-insurance reserve, our audit procedures included, among others, assessing the methodologies used, evaluating the significant actuarial assumptions discussed above and testing the completeness and the accuracy of the underlying claims data used by the Company. We compared the actuarial assumptions used by management to historical trends and evaluated the change in the self-insurance reserve from the prior year due to changes in these assumptions. In addition, we involved our actuarial specialists to assist in assessing the valuation methodologies and significant assumptions used in the valuation analysis, we evaluated management's methodology for determining the risk-free interest rate utilized in measuring the net present value of the long-term portion of the self-insurance reserve, we compared the significant assumptions used by management to industry accepted actuarial assumptions and we compared the Company's reserve to a range developed by our actuarial specialists based on assumptions developed by the specialists.

/s/ Ernst & Young LLP

We have served as the Company's auditor since 1988.
Memphis, Tennessee
October 25, 2021

AutoZone, Inc. Consolidated Statements of Income

(in thousands, except per share data)	August 28, 2021 (52 weeks)	August 29, 2020 (52 weeks)	August 31, 2019 (53 weeks)
Net sales	$ 14,629,585	$ 12,631,967	$ 11,863,743
Cost of sales, including warehouse and delivery expenses	6,911,800	5,861,214	5,498,742
Gross profit	7,717,785	6,770,753	6,365,001
Operating, selling, general and administrative expenses	4,773,258	4,353,074	4,148,864
Operating profit	2,944,527	2,417,679	2,216,137
Interest expense, net	195,337	201,165	184,804
Income before income taxes	2,749,190	2,216,514	2,031,333
Income tax expense	578,876	483,542	414,112
Net income	$ 2,170,314	$ 1,732,972	$ 1,617,221
Weighted average shares for basic earnings per share	22,237	23,540	24,966
Effect of dilutive stock equivalents	562	553	532
Weighted average shares for diluted earnings per share	22,799	24,093	25,498
Basic earnings per share	$ 97.60	$ 73.62	$ 64.78
Diluted earnings per share	$ 95.19	$ 71.93	$ 63.43

See Notes to Consolidated Financial Statements.

AutoZone, Inc. Consolidated Statements of Comprehensive Income

	Year Ended		
(in thousands)	August 28, 2021 (52 weeks)	August 29, 2020 (52 weeks)	August 31, 2019 (53 weeks)
Net income	$ 2,170,314	$ 1,732,972	$ 1,617,221
Other comprehensive gain (loss) income:			
Foreign currency translation adjustments	44,683	(66,723)	(36,699)
Unrealized (losses) gains on marketable debt securities, net of taxes	(1,256)	1,254	1,464
Net derivative activities, net of taxes	2,839	(19,461)	1,718
Total other comprehensive income (loss)	46,266	(84,930)	(33,517)
Comprehensive income	$ 2,216,580	$ 1,648,042	$ 1,583,704

See Notes to Consolidated Financial Statements.

AutoZone, Inc. Consolidated Balance Sheets

(in thousands)	August 28, 2021	August 29, 2020
Assets		
Current assets:		
Cash and cash equivalents	$ 1,171,335	$ 1,750,815
Accounts receivable	378,392	364,774
Merchandise inventories	4,639,813	4,473,282
Other current assets	225,763	223,001
Total current assets	6,415,303	6,811,872
Property and equipment:		
Land	1,261,509	1,205,228
Buildings and improvements	4,277,593	4,020,271
Equipment	2,407,046	2,158,251
Leasehold improvements	644,345	586,839
Construction in progress	216,685	165,953
Property and equipment	8,807,178	8,136,542
Less: Accumulated depreciation and amortization	(3,950,287)	(3,627,321)
	4,856,891	4,509,221
Operating lease right-of-use assets	2,718,712	2,581,677
Goodwill	302,645	302,645
Deferred income taxes	41,043	27,843
Other long-term assets	181,605	190,614
	3,244,005	3,102,779
Total assets	$ 14,516,199	$ 14,423,872
Liabilities and Stockholders' Deficit		
Current liabilities:		
Accounts payable	$ 6,013,924	$ 5,156,324
Current portion of operating lease liabilities	236,568	223,846
Accrued expenses and other	1,039,788	827,668
Income taxes payable	79,474	75,253
Total current liabilities	7,369,754	6,283,091
Long-term debt	5,269,820	5,513,371
Operating lease liabilities, less current portion	2,632,842	2,501,560
Deferred income taxes	337,125	354,186
Other long-term liabilities	704,194	649,641
Commitments and contingencies		
Stockholders' deficit:		
Preferred stock, authorized 1,000 shares; no shares issued	—	—
Common stock, par value $.01 per share, authorized 200,000 shares; 23,007 shares issued and 21,138 shares outstanding as of August 28, 2021; 23,697 shares issued and 23,376 shares outstanding as of August 29, 2020	230	237
Additional paid-in capital	1,465,669	1,283,495
Retained deficit	(419,829)	(1,450,970)
Accumulated other comprehensive loss	(307,986)	(354,252)
Treasury stock, at cost	(2,535,620)	(356,487)
Total stockholders' deficit	(1,797,536)	(877,977)
Total liabilities and stockholders' deficit	$ 14,516,199	$ 14,423,872

See Notes to Consolidated Financial Statements.

AutoZone, Inc. Consolidated Statements of Cash Flows

(in thousands)	Year Ended August 28, 2021 (52 weeks)	August 29, 2020 (52 weeks)	August 31, 2019 (53 weeks)
Cash flows from operating activities:			
Net income	$ 2,170,314	$ 1,732,972	$ 1,617,221
Adjustments to reconcile net income to net cash provided by operating activities:			
Depreciation and amortization of property and equipment and intangibles	407,683	397,466	369,957
Amortization of debt origination fees	12,858	10,730	8,162
Deferred income taxes	(34,432)	51,077	35,051
Share-based compensation expense	56,112	44,835	43,255
Changes in operating assets and liabilities:			
Accounts receivable	(11,039)	(58,564)	(48,512)
Merchandise inventories	(138,517)	(184,174)	(394,147)
Accounts payable and accrued expenses	1,029,912	531,131	464,176
Income taxes payable	29,467	90,172	(10,489)
Other, net	(3,815)	104,463	43,839
Net cash provided by operating activities	3,518,543	2,720,108	2,128,513
Cash flows from investing activities:			
Capital expenditures	(621,767)	(457,736)	(496,050)
Purchase of marketable debt securities	(63,676)	(90,949)	(55,538)
Proceeds from sale of marketable debt securities	95,393	84,237	53,140
Investment in tax credit equity investments	(41,712)	(45,190)	—
Proceeds from disposal of capital assets and other, net	29,984	11,763	6,602
Net cash used in investing activities	(601,778)	(497,875)	(491,846)
Cash flows from financing activities:			
Net payments of commercial paper	—	(1,030,000)	(295,300)
Proceeds from issuance of debt	—	1,850,000	750,000
Repayment of debt	(250,000)	(500,000)	(250,000)
Net proceeds from sale of common stock	187,757	68,392	188,819
Purchase of treasury stock	(3,378,321)	(930,903)	(2,004,896)
Repayment of principal portion of finance lease liabilities	(59,853)	(52,158)	(53,307)
Other, net	—	(48,967)	(9,404)
Net cash used in financing activities	(3,500,417)	(643,636)	(1,674,088)
Effect of exchange rate changes on cash	4,172	(4,082)	(4,103)
Net (decrease)/increase in cash and cash equivalents	(579,480)	1,574,515	(41,524)
Cash and cash equivalents at beginning of period	1,750,815	176,300	217,824
Cash and cash equivalents at end of period	$ 1,171,335	$ 1,750,815	$ 176,300
Supplemental cash flow information:			
Interest paid, net of interest cost capitalized	$ 187,948	$ 161,864	$ 153,371
Income taxes paid	$ 574,854	$ 339,486	$ 383,871
Leased assets obtained in exchange for new finance lease liabilities	$ 112,095	$ 115,867	$ 147,699
Leased assets obtained in exchange for new operating lease liabilities	$ 444,626	$ 425,018	$ —

See Notes to Consolidated Financial Statements.

AutoZone, Inc. Consolidated Statements of Stockholders' Deficit

(in thousands)	Common Shares Issued	Common Stock	Additional Paid-in Capital	Retained Deficit	Accumulated Other Comprehensive Loss	Treasury Stock	Total
Balance at August 25, 2018	27,530	$ 275	$ 1,155,426	$ (1,208,824)	$ (235,805)	$ (1,231,427)	$ (1,520,355)
Cumulative effect of adoption of ASU 2014-09	—	—	—	(6,773)	—	—	(6,773)
Balance at August 25, 2018, as adjusted	27,530	275	1,155,426	(1,215,597)	(235,805)	(1,231,427)	(1,527,128)
Net income	—	—	—	1,617,221	—	—	1,617,221
Total other comprehensive income	—	—	—	—	(33,517)	—	(33,517)
Purchase of 2,182 shares of treasury stock	—	—	—	—	—	(2,004,896)	(2,004,896)
Retirement of treasury shares	(2,563)	(26)	(125,442)	(1,706,971)	—	1,832,439	—
Issuance of common stock under stock options and stock purchase plans	478	5	195,185	—	—	—	195,190
Share-based compensation expense	—	—	39,279	—	—	—	39,279
Balance at August 31, 2019	25,445	254	1,264,448	(1,305,347)	(269,322)	(1,403,884)	(1,713,851)
Net income	—	—	—	1,732,972	—	—	1,732,972
Total other comprehensive income	—	—	—	—	(84,930)	—	(84,930)
Purchase of 826 shares of treasury stock	—	—	—	—	—	(930,903)	(930,903)
Retirement of treasury shares	(1,912)	(19)	(99,686)	(1,878,595)	—	1,978,300	—
Issuance of common stock under stock options and stock purchase plans	164	2	74,985	—	—	—	74,987
Share-based compensation expense	—	—	43,748	—	—	—	43,748
Balance at August 29, 2020	23,697	237	1,283,495	(1,450,970)	(354,252)	(356,487)	(877,977)
Net income	—	—	—	2,170,314	—	—	2,170,314
Total other comprehensive income	—	—	—	—	46,266	—	46,266
Purchase of 2,592 shares of treasury stock	—	—	—	—	—	(3,378,321)	(3,378,321)
Retirement of treasury shares	(1,044)	(10)	(60,005)	(1,139,173)	—	1,199,188	—
Issuance of common stock under stock options and stock purchase plans	354	3	187,754	—	—	—	187,757
Share-based compensation expense	—	—	54,425	—	—	—	54,425
Balance at August 28, 2021	23,007	$ 230	$ 1,465,669	$ (419,829)	$ (307,986)	$ (2,535,620)	$ (1,797,536)

See Notes to Consolidated Financial Statements.

Notes to Consolidated Financial Statements

Note A – Significant Accounting Policies

Business: AutoZone, Inc. ("AutoZone" or the "Company") is the leading retailer, and a leading distributor, of automotive replacement parts and accessories in the Americas. At the end of fiscal 2021, the Company operated 6,051 stores in the U.S., 664 stores in Mexico and 52 stores in Brazil. Each store 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. At the end of fiscal 2021, 5,179 of the domestic stores had 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 public sector accounts. The Company also had commercial programs in all stores in Mexico and Brazil. The Company also sells the ALLDATA brand automotive diagnostic, repair and shop management software through www.alldata.com. Additionally, the Company sells automotive hard parts, maintenance items, accessories, and non-automotive products through www.autozone.com, and its commercial customers can make purchases through www.autozonepro.com. The Company also provides product information on its Duralast branded products through www.duralastparts.com. The Company does not derive revenue from automotive repair or installation services.

Fiscal Year: The Company's fiscal year consists of 52 or 53 weeks ending on the last Saturday in August. Fiscal 2021 and 2020 represented 52 weeks and 2019 represented 53 weeks.

Basis of Presentation: The Consolidated Financial Statements include the accounts of AutoZone, Inc. and its wholly owned subsidiaries. All significant intercompany transactions and balances have been eliminated in consolidation.

Variable Interest Entities: The Company invests in certain tax credit funds that promote renewable energy and generate a return primarily through the realization of federal tax credits. The deferral method is used to account for the tax attributes of these investments.

The Company considers its investment in these tax credit funds as an investment in a variable interest entity ("VIE"). The Company evaluates the investment in any VIE to determine whether it is the primary beneficiary. The Company considers a variety of factors in identifying the entity that holds the power to direct matters that most significantly impact the VIE's economic performance including, but not limited to, the ability to direct financing, leasing, construction and other operating decisions and activities. As of August 28, 2021, the Company held tax credit equity investments that were deemed to be VIE's and determined that it was not the primary beneficiary of the entities, as it did not have the power to direct the activities that most significantly impacted the entity and accounted for this investment using the equity method. The Company's maximum exposure to losses is limited to its net investment, which was $11.8 million as of August 28, 2021 and $6.5 million as of August 29, 2020, and was included within the Other long-term assets caption in the accompanying Consolidated Balance Sheets.

Use of Estimates: Management of the Company has made a number of estimates and assumptions relating to the reporting of assets and liabilities and the disclosure of contingent liabilities to prepare these financial statements. Actual results could differ from those estimates.

Cash and Cash Equivalents: Cash equivalents consist of investments with original maturities of 90 days or less at the date of purchase. Cash equivalents include proceeds due from credit and debit card transactions with settlement terms of less than five days. Credit and debit card receivables included within cash and cash equivalents were $70.5 million at August 28, 2021 and $63.7 million at August 29, 2020.

Cash balances are held in various locations around the world. Cash and cash equivalents of $80.4 million and $62.4 million were held outside of the U.S. as of August 28, 2021, and August 29, 2020, respectively, and were generally utilized to support the liquidity needs in foreign operations.

Accounts Receivable: Effective in fiscal 2021, the Company adopted ASU 2016-13, *Financial Instruments - Credit Losses (Topic 326)*, which requires the Company to estimate all expected credit losses for financial assets measured at amortized cost basis, including trade receivables, based on historical experience, current market conditions and supportable forecasts. The Company's accounts receivable primarily consists of receivables from commercial customers. The Company routinely grants credit to certain commercial customers on a short-term basis consisting primarily of daily, weekly or monthly terms. The risk of credit loss in its trade receivables is substantially mitigated by the Company's credit evaluation process, short collection terms and sales to many customers, as well as the low dollar value for its typical sales transaction.

Receivables are presented net of an allowance for credit losses. Allowances for expected credit losses are determined based on historical experience, the current economic environment as well as our expectations of future economic conditions and the current evaluation of the composition of accounts receivable. The Company will apply adjustments for specific factors and current economic conditions as needed at each reporting date. The Company's allowance for credit losses are included in "Accounts receivable" on the accompanying Consolidated Balance Sheets as of August 28, 2021 and August 29, 2020. The balance of the allowance for credit losses was $11.4 million at August 28, 2021, and $10.0 million at August 29, 2020.

Vendor Receivables: The Company's vendor receivables primarily consist of balances arising from its vendors through a variety of programs and arrangements, including rebates, allowances, promotional funds and reimbursement of specific, incremental, identifiable costs incurred by the Company in selling the vendors' products. The amounts to be received are prescribed by the terms of the vendor agreements and therefore collection of such amounts is generally not at risk. The Company regularly reviews vendor receivables for collectability and assesses the need for an allowance for credit losses based on an evaluation of the vendors' financial positions and corresponding abilities to meet financial obligations. Management does not believe there is a reasonable likelihood that the Company will be unable to collect the receivables from vendors and did not record a reserve for expected credit losses from vendors in the Consolidated Financial Statements as of August 28, 2021 and August 29, 2020.

Merchandise Inventories: Merchandise inventories include related purchasing, storage and handling costs. Inventory cost has been determined using the last-in, first-out ("LIFO") method stated at the lower of cost or market for domestic inventories and the weighted average cost method stated at the lower of cost or net realizable value for Mexico and Brazil inventories. Due to historical price deflation on the Company's merchandise purchases, the Company has exhausted its LIFO reserve balance. The Company's policy is to not write up inventory in excess of replacement cost. The difference between LIFO cost and replacement cost, which will be reduced upon experiencing price inflation on the Company's merchandise purchases, was $335.3 million at August 28, 2021, and $357.0 million at August 29, 2020.

Marketable Debt Securities: The Company invests a portion of its assets held by the Company's wholly owned insurance captive in marketable debt securities and classifies them as available-for-sale. The Company includes these marketable debt securities within the Other current assets and Other long-term assets captions in the accompanying Consolidated Balance Sheets and records the amounts at fair market value, which is determined using quoted market prices at the end of the reporting period. (Refer to "Note E – Fair Value Measurements" and "Note F – Marketable Debt Securities" for a discussion of marketable debt securities.)

Property and Equipment: Property and equipment is stated at cost. Property consists of land, which includes finance leases – real estate, buildings and improvements, equipment, which includes finance leases – vehicles, and construction in progress. Depreciation and amortization are computed principally using the straight-line method over the following estimated useful lives: buildings, 40 to 50 years; building improvements, 5 to 15 years; equipment, including software, 3 to 10 years; and leasehold improvements, over the shorter of the asset's estimated useful life or the remaining lease term, which includes any reasonably assured renewal periods. Depreciation and amortization include amortization of assets under finance leases.

Impairment of Long-Lived Assets: The Company evaluates the recoverability of its long-lived assets whenever events or changes in circumstances indicate that the carrying value of an asset may not be recoverable. When such an event occurs, the Company compares the sum of the undiscounted expected future cash flows of the asset (asset group) with the carrying amounts of the asset. If the undiscounted expected future cash flows are less than the carrying value of the assets, the Company measures the amount of impairment loss as the amount by which the carrying amount of the assets exceeds the fair value of the assets.

Goodwill: The cost in excess of fair value of identifiable net assets of businesses acquired is recorded as goodwill. Goodwill has not been amortized since fiscal 2001, but an analysis is performed at least annually to compare the fair value of the reporting unit to the carrying amount to determine if any impairment exists. The Company had approximately $302.6 million of goodwill, which is allocated to the Auto Parts Stores operating segment at August 28, 2021 and August 29, 2020. The Company performs its annual impairment assessment in the fourth quarter of each fiscal year, unless circumstances dictate more frequent assessments. In the fourth quarter of fiscal 2021 and 2020, the Company concluded its remaining goodwill was not impaired.

Derivative Instruments and Hedging Activities: AutoZone is exposed to market risk from, among other things, changes in interest rates, foreign exchange rates and fuel prices. From time to time, the Company uses various derivative instruments to reduce such risks. To date, based upon the Company's current level of foreign operations, no derivative instruments have been utilized to reduce foreign exchange rate risk. All of the Company's hedging activities are governed by guidelines that are authorized by AutoZone's Board of Directors (the "Board"). Further, the Company does not buy or sell derivative instruments for trading purposes.

AutoZone's financial market risk results primarily from changes in interest rates. At times, AutoZone reduces its exposure to changes in interest rates by entering into various interest rate hedge instruments such as interest rate swap contracts, treasury lock agreements and forward-starting interest rate swaps. All of the Company's interest rate hedge instruments are designated as cash flow hedges. (Refer to "Note H – Derivative Financial Instruments" for additional disclosures regarding the Company's derivative instruments and hedging activities.) Cash flows related to these instruments designated as qualifying hedges are reflected in the accompanying Consolidated Statements of Cash Flows in the same categories as the cash flows from the items being hedged. Accordingly, cash flows relating to the settlement of interest rate derivatives hedging the forecasted issuance of debt have been reflected upon settlement as a component of financing cash flows. The resulting gain or loss from such settlement is deferred to Accumulated Other Comprehensive Loss and reclassified to interest expense over the term of the underlying debt. This reclassification of the deferred gains and losses impacts the interest expense recognized on the underlying debt that was hedged and is therefore reflected as a component of operating cash flows in periods subsequent to settlement.

Foreign Currency: The Company accounts for its Mexican, Brazilian, Canadian, European, Chinese and German operations using the local market currency and converts its financial statements from these currencies to U.S. dollars. The cumulative loss on currency translation is recorded as a component of Accumulated Other Comprehensive Loss (Refer to "Note G – Accumulated Other Comprehensive Loss" for additional information regarding the Company's Accumulated Other Comprehensive Loss.)

Self-Insurance Reserves: The Company retains a significant portion of the risks associated with workers' compensation, general liability, product liability, property and vehicle insurance. The Company obtains third party insurance to limit the exposure related to certain of these risks. The reserve for the Company's liability associated with these risks totaled $284.0 million and $288.6 million at August 28, 2021 and August 29, 2020, respectively.

The assumptions made by management in estimating its self-insurance reserves include consideration of historical cost experience, judgments about the present and expected levels of cost per claim and retention levels. The Company utilizes various methods, including analyses of historical trends and use of a specialist, to estimate the costs to settle reported claims and claims incurred but not yet reported. The actuarial methods develop estimates of the future ultimate claim costs based on claims incurred as of the balance sheet date. When estimating these liabilities, the Company considers factors, such as the severity, duration and frequency of claims, legal costs associated with claims, healthcare trends and projected inflation of related factors.

The Company's liabilities for workers' compensation, general and product liability, property and vehicle claims do not have scheduled maturities; however, the timing of future payments is predictable based on historical patterns and is relied upon in determining the current portion of these liabilities. Accordingly, the Company reflects the net present value of the obligations it determines to be long-term using the risk-free interest rate as of the balance sheet date.

Leases: The Company leases certain retail stores, distribution centers and vehicles under various non-callable leases. Leases are categorized at their commencement date, which is the date the Company takes possession or control of the underlying asset. Most of the Company's leases are operating leases; however, certain land and vehicles are leased under finance leases. The leases have varying terms and expire at various dates through 2046. Retail leases typically have initial terms between one and 20 years, with one to six optional renewal periods of one to five years each. Finance leases for vehicles typically have original terms between one and five years, and finance leases for real estate typically have terms of 20 or more years. The Company subleases certain properties that are not used in its operations. Sublease income was not significant for the periods presented.

Lease-related assets and liabilities are recognized for all leases with an initial term of 12 months or greater. The exercise of lease renewal options is at the Company's sole discretion. The Company evaluates renewal options at commencement and on an ongoing basis and includes options that are reasonably certain to exercise in its expected lease terms when classifying leases and measuring lease liabilities.

Certain lease agreements require variable payments based upon actual costs of common-area maintenance, real estate taxes and insurance. Lease components are not separated from the non-lease components (typically fixed common-area maintenance costs at its retail store locations) for all classes of leased assets, except vehicles which contain variable non-lease components that are expensed as incurred. The Company uses the stated borrowing rate in determining the present value of the lease payments over the lease term for vehicles. The Company's incremental borrowing rate is used to determine the present value of the lease payments over the lease term for substantially all the operating and financing leases for retail stores, distribution centers and other real estate, as these leases typically do not have a stated borrowing rate. For operating leases that commenced prior to the date of adoption of ASU 2016-02 – Leases (Topic 842), the Company used the incremental borrowing rate that corresponded to the remaining lease term as of the date of adoption. The Company's lease agreements do not contain any material residual value guarantees or material restrictive covenants. (Refer to "Note M – Leases" for additional disclosures regarding the Company's leases.)

Financial Instruments: The Company has financial instruments, including cash and cash equivalents, accounts receivable, other current assets and accounts payable. The carrying amounts of these financial instruments approximate fair value because of their short maturities. (Refer to "Note I – Financing" for a discussion of the carrying values and fair values of the Company's debt, "Note F – Marketable Debt Securities" for additional disclosures related to marketable debt securities and "Note H – Derivative Financial Instruments" for additional information regarding derivatives.)

Income Taxes: The Company accounts for income taxes under the liability method. Deferred tax assets and liabilities are determined based on differences between financial reporting and tax bases of assets and liabilities and are measured using the enacted tax rates and laws that will be in effect when the differences are expected to reverse. Our effective tax rate is based on income by tax jurisdiction, statutory rates and tax saving initiatives available to the Company in the various jurisdictions in which we operate.

The Company recognizes liabilities for uncertain income tax positions based on a two-step process. The first step is to evaluate the tax position for recognition by determining if the weight of available evidence indicates that it is more likely than not that the position will be sustained on audit, including resolution of related appeals or litigation processes, if any. The second step requires the Company to estimate and measure the tax benefit as the largest amount that is more than 50% likely to be realized upon ultimate settlement. The Company reevaluates these uncertain tax positions on a quarterly basis or when new information becomes available to management. These reevaluations are based on factors including, but not limited to, changes in facts or circumstances, changes in tax law, successfully settled issues under audit, expirations due to statutes and new audit activity. Such a change in recognition or measurement could result in the recognition of a tax benefit or an increase to the tax accrual.

The Company classifies interest related to income tax liabilities, and if applicable, penalties, as a component of Income tax expense. The income tax liabilities and accrued interest and penalties are expected to be payable within one year of the balance sheet date are presented within the Accrued expenses and other caption in the accompanying Consolidated Balance Sheets. The remaining portion of the income tax liabilities and accrued interest and penalties are presented within the Other long-term liabilities caption in the accompanying Consolidated Balance Sheets because payment of cash is not anticipated within one year of the balance sheet date. (Refer to “Note D – Income Taxes” for additional disclosures regarding the Company’s income taxes.)

Sales and Use Taxes: Governmental authorities assess sales and use taxes on the sale of goods and services. The Company excludes taxes collected from customers in its reported sales results; such amounts are included within the Accrued expenses and other caption until remitted to the taxing authorities.

Dividends: The Company currently does not pay a dividend on its common stock. The ability to pay dividends is subject to limitations imposed by Nevada law. Under Nevada law, any future payment of dividends would be dependent upon the Company’s financial condition, capital requirements, earnings and cash flow.

Revenue Recognition: The Company’s primary source of revenue is derived from the sale of automotive aftermarket parts and merchandise to its retail and commercial customers. Revenue is recognized when performance obligations under the terms of a contract with a customer are satisfied, in an amount representing the consideration the Company expects to receive in exchange for selling products to its customers. Sales are recorded net of variable consideration in the period incurred, including discounts, sales incentives and rebates, sales taxes and estimated sales returns. Sales returns are based on historical return rates. The Company may enter into contracts that include multiple combinations of products and services, which are accounted for as separate performance obligations and do not require significant judgment.

The Company’s performance obligations are typically satisfied when the customer takes possession of the merchandise. Revenue from retail customers is recognized when the customer leaves our store with the purchased products, typically at the point of sale or for E-commerce orders when the product is shipped. Revenue from commercial customers is recognized upon delivery, typically same-day. Payment from retail customers is at the point of sale and payment terms for commercial customers are based on the Company’s pre-established credit requirements and generally range from 1 to 30 days. Discounts, sales incentives and rebates are treated as separate performance obligations, and revenue allocated to these performance obligations is recognized as the obligations to the customer are satisfied. Additionally, the Company estimates and records gift card breakage as redemptions occur. The Company offers diagnostic and repair information software used in the automotive repair industry through ALLDATA. This revenue is recognized as services are provided. Revenue from these services are recognized over the life of the contract.

A portion of the Company's transactions include the sale of auto parts that contain a core component. The core component represents the recyclable portion of the auto part. Customers are not charged for the core component of the new part if a used core is returned at the point of sale of the new part; otherwise the Company charges customers a specified amount for the core component. The Company refunds that same amount upon the customer returning a used core to the store at a later date. The Company does not recognize sales or cost of sales for the core component of these transactions when a used part is returned or expected to be returned from the customer.

There were no material contract assets, liabilities or deferred costs recorded on the Consolidated Balance Sheet as of August 28, 2021 and August 29, 2020. Revenue related to unfulfilled performance obligations as of August 28, 2021 and August 29, 2020 is not significant. (Refer to "Note P – Segment Reporting" for additional information related to revenue recognized during the period.)

Vendor Allowances and Advertising Costs: The Company receives various payments and allowances from its vendors through a variety of programs and arrangements. Monies received from vendors include rebates, allowances and promotional funds. The amounts to be received are subject to the terms of the vendor agreements, which generally do not state an expiration date, but are subject to ongoing negotiations that may be impacted in the future based on changes in market conditions, vendor marketing strategies and changes in the profitability or sell-through of the related merchandise.

Rebates and other miscellaneous incentives are earned based on purchases or product sales and are accrued ratably over the purchase or sale of the related product. These monies are generally recorded as a reduction of merchandise inventories and are recognized as a reduction to cost of sales as the related inventories are sold.

For arrangements that provide for reimbursement of specific, incremental, identifiable costs incurred by the Company in selling the vendors' products, the vendor funds are recorded as a reduction to Operating, selling, general and administrative expenses in the period in which the specific costs were incurred.

The Company expenses advertising costs as incurred. Advertising expense, net of vendor promotional funds, was $85.9 million in fiscal 2021, $77.6 million in fiscal 2020 and $87.5 million in fiscal 2019. Vendor promotional funds, which reduced advertising expense, amounted to $53.2 million in fiscal 2021, $39.4 million in fiscal 2020 and $32.2 million in fiscal 2019.

Cost of Sales and Operating, Selling, General and Administrative Expenses: The following illustrates the primary costs classified in each major expense category:

Cost of Sales

- Total cost of merchandise sold, including:
  - Freight expenses associated with moving merchandise inventories from the Company's vendors to the distribution centers;
  - Vendor allowances that are not reimbursements for specific, incremental and identifiable costs
- Costs associated with operating the Company's supply chain, including payroll and benefits, warehouse occupancy, transportation and depreciation; and
- Inventory shrinkage

Operating, Selling, General and Administrative Expenses

- Payroll and benefits for store, field leadership and store support employees;
- Occupancy of store and store support facilities;
- Depreciation and amortization related to store and store support assets;
- Transportation associated with field leadership, commercial sales force and deliveries from stores;
- Advertising;
- Self-insurance; and
- Other administrative costs, such as credit card transaction fees, legal costs, supplies and travel and lodging

Warranty Costs: The Company or the vendors supplying its products provides the Company's customers limited warranties on certain products that range from 30 days to lifetime. In most cases, the Company's vendors are primarily responsible for warranty claims. Warranty costs relating to merchandise sold under warranty not covered by vendors are estimated and recorded as warranty obligations at the time of sale based on each product's historical return rate. These obligations, which are often funded by vendor allowances, are recorded within the Accrued expenses and other caption in the Consolidated Balance Sheets. For vendor allowances in excess of the related estimated warranty expense for the vendor's products, the excess is recorded in inventory and recognized as a reduction to cost of sales as the related inventory is sold.

Shipping and Handling Costs: The Company does not generally charge customers separately for shipping and handling. Substantially all the costs the Company incurs to ship products to our stores are included in cost of sales.

Pre-opening Expenses: Pre-opening expenses, which consist primarily of payroll and occupancy costs, are expensed as incurred.

Earnings per Share: Basic earnings per share is based on the weighted average outstanding common shares. Diluted earnings per share is based on the weighted average outstanding common shares adjusted for the effect of common stock equivalents, which are primarily stock options. There were 171,652, 169,460 and 90,314 stock options excluded for the year ended August 28, 2021, August 29, 2020 and August 31, 2019, respectively because they would have been anti-dilutive.

Share-Based Payments: Share-based payments include stock option grants, restricted stock, restricted stock units, stock appreciation rights and other transactions under the Company's equity incentive plans. The Company recognizes compensation expense for its share-based payments over the requisite service period based on the fair value of the awards. The Company uses the Black-Scholes option pricing model to calculate the fair value of stock options. The value of restricted stock is based on the stock price of the award on the grant date. (Refer to "Note B – Share-Based Payments" for further discussion.)

Risk and Uncertainties: In fiscal 2021, one class of similar products accounted for approximately 13 percent of the Company's total revenues, and one vendor supplied approximately 10 percent of the Company's total purchases. No other class of similar products accounted for 10 percent or more of total revenues, and no other individual vendor provided more than 10 percent of total purchases.

Recently Adopted Accounting Pronouncements:

In August 2018, the FASB issued ASU 2018-15, *Intangibles – Goodwill and Other Internal Use Software (Subtopic 350-40): Customer's Accounting for Implementation Costs Incurred in a Cloud Computing Arrangement That Is a Service Contract*. The amendments in this update align the requirements for capitalizing implementation costs incurred in a hosting arrangement that is a service contract with the requirements for capitalizing implementation costs incurred to develop or obtain internal-use software. ASU 2018-15 is effective for fiscal years beginning after December 15, 2019, including interim periods within those fiscal years. The Company adopted the new guidance on a prospective basis in the first quarter of fiscal 2021. The adoption of this guidance did not have a material impact on the Company's Consolidated Financial Statements and related disclosures.

In June 2016, the FASB issued ASU 2016-13, *Financial Instruments – Credit Losses (Topic 326): Measurement of Credit Losses on Financial Instruments* which was subsequently amended in November 2018 through ASU 2018-19, *Codification Improvements to Topic 326, Financial Instruments Credit Losses.* ASU 2016-13 requires entities to estimate all expected credit losses for financial assets measured at amortized cost basis, including trade receivables, held at the reporting date based on historical experience, current conditions and reasonable and supportable forecasts. The Company adopted this guidance using the modified retrospective method beginning with its first quarter ended November 21, 2020. The adoption of this new guidance did not have a material impact on the Company's Consolidated Financial Statements and related disclosures.

Note B – Share-Based Payments

Overview of Share-Based Payment Plans

The Company has several active and inactive equity incentive plans under which the Company has been authorized to grant share-based awards to key employees and non-employee directors. Awards under these plans have been in the form of restricted stock, restricted stock units, stock options, stock appreciation rights and other awards as defined by the plans. The Company also has an Employee Stock Purchase Plan that allows employees to purchase Company shares at a discount subject to certain limitations. The Company also has an Executive Stock Purchase Plan which permits all eligible executives to purchase AutoZone's common stock at a discount up to twenty-five percent of his or her annual salary and bonus.

Amended and Restated AutoZone, Inc. 2011 Equity Incentive Award Plan

On December 15, 2010, the Company's stockholders approved the 2011 Equity Incentive Award Plan (the "2011 Plan"), allowing the Company to provide equity-based compensation to non-employee directors and employees for their service to AutoZone or its subsidiaries or affiliates. Prior to the Company's adoption of the 2011 Plan, equity-based compensation was provided to employees under the 2006 Stock Option Plan and to non-employee directors under the 2003 Director Compensation Plan (the "2003 Comp Plan").

During fiscal 2016, the Company's stockholders approved the Amended and Restated AutoZone, Inc. 2011 Equity Incentive Award Plan (the "Amended 2011 Equity Plan"). The Amended 2011 Equity Plan imposes a maximum limit on the compensation, measured as the sum of any cash compensation and the aggregate grant date fair value of awards granted under the Amended 2011 Equity Plan, which may be paid to non-employee directors for such service during any calendar year. The Amended 2011 Equity Plan also applies a ten-year term on the Amended 2011 Equity Plan through December 16, 2025 and extends the Company's ability to grant incentive stock options under the Amended 2011 Equity Plan through October 7, 2025.

AutoZone, Inc. 2020 Omnibus Incentive Award Plan

On December 16, 2020, the Company's stockholders approved the AutoZone, Inc. 2020 Omnibus Incentive Award Plan (the "2020 Omnibus Plan"), which serves as the successor to the Amended 2011 Equity Plan. The 2020 Omnibus Plan provides equity-based compensation to our non-employee directors and employees for their service to AutoZone or our subsidiaries or affiliates. Under the 2020 Omnibus Plan, participants may receive equity-based compensation in the form of stock options, stock appreciation rights, restricted stock, restricted stock units, dividend equivalents, deferred stock, stock payments, performance based awards, cash based awards and other incentive awards structured by the Compensation Committee and the Board within parameters set forth in the 2020 Omnibus Plan.

AutoZone, Inc. Director Compensation Program
During fiscal 2020, the Company adopted the 2020 Director Compensation Program (the "Program"), which states that non-employee directors will receive their compensation in awards of restricted stock units under the Amended 2011 Equity Plan (or beginning January 1, 2021, the 2020 Omnibus Plan), with an option for a certain portion of a director's compensation to be paid in cash at the non-employee director's election. The Program replaced the 2018 Director Compensation Program. Under the Program, restricted stock units are granted January 1 of each year (the "Grant Date"). The number of restricted stock units is determined by dividing the amount of the annual retainer by the fair market value of the shares of common stock as of the Grant Date. The restricted stock units are fully vested on January 1 of each year and are paid in shares of the Company's common stock on the fifth anniversary of the Grant Date or the date the non-employee director ceases to be a member of the Board ("Separation from Service"), whichever occurs first. Non-employee directors may elect to defer receipt of the restricted stock units until their Separation from Service. The cash portion of the award, if elected, is paid ratably over each calendar quarter.

Total share-based compensation expense (a component of Operating, selling, general and administrative expenses) was $56.1 million for fiscal 2021, $44.8 million for fiscal 2020 and $43.3 million for fiscal 2019. As of August 28, 2021, share-based compensation expense for unvested awards not yet recognized in earnings is $52.7 million and will be recognized over a weighted average period of 1.7 years.

General terms and methods of valuation for the Company's share-based awards are as follows:

Stock Options
The Company grants options to purchase common stock to certain of its employees under its plan at prices equal to the market value of the stock on the date of grant. Options have a term of 10 years or 10 years and one day from grant date. Employee options generally vest in equal annual installments on the first, second, third and fourth anniversaries of the grant date and generally have 30 or 90 days after the service relationship ends, or one year after death, to exercise all vested options. The fair value of each option grant is separately estimated for each vesting date. The fair value of each option is amortized into compensation expense on a straight-line basis between the grant date for the award and each vesting date.

The Company has estimated the fair value of all stock option awards as of the date of the grant by applying the Black-Scholes-Merton multiple-option pricing valuation model. The following table presents the weighted average for key assumptions used in determining the fair value of options granted and the related share-based compensation expense:

	Year Ended		
	August 28, 2021	**August 29, 2020**	**August 31, 2019**
Expected price volatility	28 %	22 %	21 %
Risk-free interest rate	0.4 %	1.4 %	3.0 %
Weighted average expected lives (in years)	5.6	5.5	5.6
Forfeiture rate	10 %	10 %	10 %
Dividend yield	0 %	0 %	0 %

The following methodologies were applied in developing the assumptions used in determining the fair value of options granted:

Expected price volatility – This is a measure of the amount by which a price has fluctuated or is expected to fluctuate. The Company uses actual historical changes in the market value of its stock to calculate the volatility assumption as it is management's belief that this is the best indicator of future volatility. The Company calculates daily market value changes from the date of grant over a past period representative of the expected life of the options to determine volatility. An increase in the expected volatility will increase compensation expense.

Risk-free interest rate – This is the U.S. Treasury rate for the week of the grant having a term equal to the expected life of the option. An increase in the risk-free interest rate will increase compensation expense.

Expected lives – This is the period of time over which the options granted are expected to remain outstanding and is based on historical experience. Separate groups of employees that have similar historical exercise behavior are considered separately for valuation purposes. Options granted have a maximum term of ten years or ten years and one day. An increase in the expected life will increase compensation expense.

Forfeiture rate – This is the estimated percentage of options granted that are expected to be forfeited or canceled before becoming fully vested. This estimate is based on historical experience at the time of valuation and reduces expense ratably over the vesting period. An increase in the forfeiture rate will decrease compensation expense. This estimate is evaluated periodically based on the extent to which actual forfeitures differ, or are expected to differ, from the previous estimate.

Dividend yield – The Company has not made any dividend payments nor does it have plans to pay dividends in the foreseeable future. An increase in the dividend yield will decrease compensation expense.

The weighted average grant date fair value per share of options granted was $304.31 during fiscal 2021, $252.54 during fiscal 2020 and $208.37 during fiscal 2019. The intrinsic value of options exercised was $280.1 million in fiscal 2021, $101.9 million in fiscal 2020 and $227.4 million in fiscal 2019. The total fair value of options vested was $44.7 million in fiscal 2021, $39.1 million in fiscal 2020 and $34.5 million in fiscal 2019.

The Company generally issues new shares when options are exercised. The following table summarizes information about stock option activity for the year ended August 28, 2021:

	Number of Shares	Weighted Average Exercise Price	Weighted Average Remaining Contractual Term *(in years)*	Aggregate Intrinsic Value *(in thousands)*
Outstanding – August 29, 2020	1,384,986	$ 677.15		
Granted	202,820	1,152.54		
Exercised	(349,592)	541.80		
Cancelled	(30,160)	906.26		
Outstanding – August 28, 2021	1,208,054	790.41	5.95	$ 915,807
Exercisable	766,453	669.30	4.68	673,858
Expected to vest	397,441	1,000.60	8.16	217,754
Available for future grants	1,188,220			

Restricted Stock Units

Restricted stock unit awards are valued at the market price of a share of the Company's stock on the date of grant and vest ratably on an annual basis over a four-year service period and are payable in shares of common stock on the vesting date. Compensation expense for grants of employee restricted stock units is recognized on a straight-line basis over the four-year service period, less estimated forfeitures, which are consistent with stock option forfeiture assumptions.

As of August 28, 2021, total unrecognized stock-based compensation expense related to nonvested restricted stock unit awards, net of estimated forfeitures, was approximately $10.5 million, before income taxes, which we expect to recognize over an estimated weighted average period of 2.4 years.

Transactions related to restricted stock units for the fiscal year ended August 28, 2021 are as follows:

	Number of Shares	Weighted-Average Grant Date Fair Value
Nonvested at August 29, 2020	14,160	$ 910.63
Granted	8,064	1,149.77
Vested	(5,805)	977.48
Canceled or forfeited	(668)	976.36
Nonvested at August 28, 2021	15,751	$ 1,005.41

Stock Appreciation Rights

At August 28, 2021 and August 29, 2020, the Company had $7.5 million and $5.7 million, respectively of accrued compensation expense. There were 4,822 outstanding units issued under the 2003 Comp Plan and prior plans. As directors retire, this balance will be reduced. No additional shares of stock or units will be issued in future years under the 2003 Comp Plan or prior plans.

Employee Stock Purchase Plan and Executive Stock Purchase Plan

The Company recognized $2.5 million in compensation expense related to the discount on the selling of shares to employees and executives under the various share purchase plans in fiscal 2021, $3.1 million in fiscal 2020 and $2.8 million in fiscal 2019. Under the Employee Plan, 8,479, 10,525 and 11,011 shares were sold to employees in fiscal 2021, 2020 and 2019, respectively. The Company repurchased 7,611, 8,287 and 17,201 shares in fiscal 2021, 2020 and 2019, respectively, all at market value from employees electing to sell their stock. Purchases under the Executive Plan were 997, 1,204 and 1,483 shares in fiscal 2021, 2020 and 2019, respectively. Issuances of shares under the Employee Plan are netted against repurchases and such repurchases are not included in share repurchases disclosed in "Note K – Stock Repurchase Program." At August 28, 2021, 133,762 shares of common stock were reserved for future issuance under the Employee Plan, and 234,364 shares of common stock were reserved for future issuance under the Executive Plan.

Note C – Accrued Expenses and Other

Accrued expenses and other consisted of the following:

(in thousands)	August 28, 2021	August 29, 2020
Accrued compensation, related payroll taxes and benefits	$ 470,561	$ 321,071
Property, sales and other taxes	135,831	121,196
Medical and casualty insurance claims (current portion)	121,237	112,746
Finance lease liabilities	89,932	67,498
Accrued interest	55,435	63,503
Accrued gift cards	50,369	43,876
Accrued sales and warranty returns	32,418	32,356
Other	84,005	65,422
	$ 1,039,788	$ 827,668

The Company retains a significant portion of the insurance risks associated with workers' compensation, employee health, general, product liability, property and vehicle insurance. A portion of these self-insured losses is managed through a wholly owned insurance captive. The Company maintains certain levels for stop-loss coverage for each self-insured plan in order to limit its liability for large claims. The retained limits per claim type are $2.0 million for workers' compensation, $5.0 million for auto liability, $21.5 million for property and $1.0 million for general and product liability.

Note D – Income Taxes

The components of income from continuing operations before income taxes are as follows:

(in thousands)	Year Ended August 28, 2021	August 29, 2020	August 31, 2019
Domestic	$ 2,436,548	$ 1,960,320	$ 1,745,625
International	312,642	256,194	285,708
	$ 2,749,190	$ 2,216,514	$ 2,031,333

The provision for income tax expense consisted of the following:

(in thousands)	Year Ended August 28, 2021	August 29, 2020	August 31, 2019
Current:			
Federal	$ 438,686	$ 324,156	$ 274,504
State	79,271	47,880	45,457
International	95,351	60,429	59,100
	613,308	432,465	379,061
Deferred:			
Federal	(21,366)	43,706	25,757
State	(1,707)	12,544	6,914
International	(11,359)	(5,173)	2,380
	(34,432)	51,077	35,051
Income tax expense	$ 578,876	$ 483,542	$ 414,112

A reconciliation of the provision for income taxes to the amount computed by applying the federal statutory tax rate to income before income taxes is as follows:

(in thousands)	Year Ended August 28, 2021	August 29, 2020	August 31, 2019
Federal tax at statutory U.S. income tax rate	21.0 %	21.0 %	21.0 %
State income taxes, net	2.2 %	2.2 %	2.0 %
Share-based compensation	(1.7)%	(0.7)%	(1.8)%
Impact of tax reform	—	—	(0.4)%
Global intangible lower-taxed income ("GILTI")	0.8 %	1.0 %	1.3 %
Foreign Tax Credits	(1.7)%	(1.1)%	(1.1)%
Other	0.5 %	(0.6)%	(0.6)%
Effective tax rate	21.1 %	21.8 %	20.4 %

For the year ended August 28, 2021, August 29, 2020, and August 31, 2019, the Company recognized excess tax benefits from stock option exercises of $56.4 million, $20.9 million, and $46.0 million, respectively.

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Beginning with the year ended August 31, 2019, the Company is subject to a new tax on global intangible low-taxed income ("GILTI") which is imposed on foreign earnings. The Company has made the election to record this tax as a period cost, thus has not adjusted the deferred tax assets or liabilities of its foreign subsidiaries for the new tax. Net impacts for GILTI are included in the provision for income taxes for the years ending August 28, 2021, August 29, 2020 and August 31, 2019.

Significant components of the Company's deferred tax assets and liabilities were as follows:

(in thousands)	August 28, 2021	August 29, 2020
Deferred tax assets:		
Net operating loss and credit carryforwards	$ 41,825	$ 41,437
Accrued benefits	126,086	88,226
Operating lease liabilities	646,938	617,002
Other	69,340	69,788
Total deferred tax assets	884,189	816,453
Valuation allowances	(31,098)	(28,373)
Net deferred tax assets	853,091	788,080
Deferred tax liabilities:		
Property and equipment	(185,985)	(173,696)
Inventory	(316,736)	(298,585)
Prepaid expenses	(28,676)	(55,827)
Operating lease assets	(609,336)	(581,381)
Other	(8,440)	(4,934)
Deferred tax liabilities	(1,149,173)	(1,114,423)
Net deferred tax liabilities	$ (296,082)	$ (326,343)

For the year ended August 31, 2019, the Company held the assertion, with few exceptions, that current and accumulated earnings from foreign operations were not indefinitely reinvested. During the year ended August 29, 2020, the Company asserted indefinite reinvestment for basis differences and accumulated earnings through fiscal 2020 with respect to its foreign subsidiaries. For the year ended August 28, 2021, the Company does not assert permanent reinvestment of current year earnings with respect to its Mexican subsidiaries while maintaining its assertion of indefinite reinvestment of earnings of other foreign subsidiaries. Where necessary, taxes resulting from foreign distributions of current and accumulated earnings (e.g., withholding taxes) have been considered in the Company's provision for income taxes.

As of August 28, 2021, we have not recorded incremental income taxes for outside basis differences of $443.3 million in our investments in foreign subsidiaries, as these amounts are indefinitely reinvested in foreign operations. Determining the amount of unrecognized deferred tax liability related to the outside basis differences in these entities is not practicable.

At August 28, 2021 and August 29, 2020, the Company had net operating loss ("NOL") carryforwards totaling $259.1 million ($35.9 million tax effected) and $247.1 million ($32.2 million tax effected), respectively. Certain NOLs have no expiration date and others will expire, if not utilized, in various years from fiscal 2022 through 2041. At August 28, 2021 and August 29, 2020, the Company had deferred tax assets for income tax credit carryforwards of $6.0 and $9.2 million, respectively. Income tax credit carryforwards will expire, if not utilized, in various years from fiscal 2022 through 2037.

At August 28, 2021 and August 29, 2020, the Company had a valuation allowance of $31.1 million and $28.4 million, respectively, on deferred tax assets associated with NOL and tax credit carryforwards for which management has determined it is more likely than not that the deferred tax asset will not be realized. Management believes it is more likely than not that the remaining deferred tax assets will be fully realized.

A reconciliation of the beginning and ending amount of unrecognized tax benefits is as follows:

(in thousands)	August 28, 2021	August 29, 2020
Beginning balance	$ 31,942	$ 30,892
Additions based on tax positions related to the current year	10,806	8,512
Additions for tax positions of prior years	4,009	946
Reductions for tax positions of prior years	(886)	(4,124)
Reductions due to settlements	(2,204)	—
Reductions due to statute of limitations	(3,870)	(4,284)
Ending balance	$ 39,797	$ 31,942

Included in the August 28, 2021 and the August 29, 2020 balances are $25.8 million and $18.9 million, respectively, of unrecognized tax benefits that, if recognized, would reduce the Company's effective tax rate. The balances above also include amounts of $10.4 million and $10.5 million for August 28, 2021 and the August 29, 2020, respectively, that are accounted for as reductions to deferred tax assets for NOL carryforwards and tax credit carryforwards. It is anticipated that in the event the associated uncertain tax positions are disallowed, the NOL carryforwards and tax credit carryforwards would be utilized to settle the liability.

The Company accrues interest on unrecognized tax benefits as a component of income tax expense. Penalties, if incurred, would be recognized as a component of income tax expense. The Company had $2.4 million and $1.6 million accrued for the payment of interest and penalties associated with unrecognized tax benefits at August 28, 2021 and August 29, 2020, respectively.

The Company files U.S. federal, U.S. state and local, and international income tax returns. With few exceptions, the Company is no longer subject to U.S. federal, U.S. state and local, or Non-U.S. examinations by tax authorities for fiscal year 2016 and prior. The Company is typically engaged in various tax examinations at any given time by U.S. federal, U.S. state and local, and Non-U.S. taxing jurisdictions. As of August 28, 2021, the Company estimates that the amount of unrecognized tax benefits could be reduced by approximately $2.2 million over the next twelve months as a result of tax audit settlements. While the Company believes that it is adequately accrued for possible audit adjustments, the final resolution of these examinations cannot be determined at this time and could result in final settlements that differ from current estimates.

Note E – Fair Value Measurements

The Company 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. In accordance with ASC 820, *Fair Value Measurements and Disclosures*, the Company uses the fair value hierarchy, which prioritizes the inputs used to measure fair value. The hierarchy, as defined below, gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities and the lowest priority to unobservable inputs. The three levels of the fair value hierarchy are set forth below:

Level 1 inputs — unadjusted quoted prices in active markets for identical assets or liabilities that the Company can access at the measurement date.

Level 2 inputs — inputs other than quoted market prices included within Level 1 that are observable, either directly or indirectly, for the asset or liability.

Level 3 inputs — unobservable inputs for the asset or liability, which are based on the Company's own assumptions as there is little, if any, observable activity in identical assets or liabilities.

Marketable Debt Securities Measured at Fair Value on a Recurring Basis
The Company's marketable debt securities measured at fair value on a recurring basis were as follows:

	August 28, 2021			
(in thousands)	**Level 1**	**Level 2**	**Level 3**	**Fair Value**
Other current assets	$ 46,007	$ —	$ —	$ 46,007
Other long-term assets	54,105	13,806	—	67,911
	$ 100,112	$ 13,806	$ —	$ 113,918

	August 29, 2020			
(in thousands)	**Level 1**	**Level 2**	**Level 3**	**Fair Value**
Other current assets	$ 75,651	$ 467	$ —	$ 76,118
Other long-term assets	58,792	12,329	—	71,121
	$ 134,443	$ 12,796	$ —	$ 147,239

At August 28, 2021, the fair value measurement amounts for assets and liabilities recorded in the accompanying Consolidated Balance Sheet consisted of short-term marketable debt securities of $46.0 million, which are included within Other current assets and long-term marketable debt securities of $67.9 million, which are included in Other long-term assets. The Company's marketable debt securities are typically valued at the closing price in the principal active market as of the last business day of the quarter or through the use of other market inputs relating to the debt securities, including benchmark yields and reported trades.

A discussion on how the Company's cash flow hedges are valued is included in "Note H – Derivative Financial Instruments," while the fair values of the marketable debt securities by asset class are described in "Note F – Marketable Debt Securities."

Non-Financial Assets Measured at Fair Value on a Non-Recurring Basis
Certain non-financial assets and liabilities are required to be measured at fair value on a non-recurring basis in certain circumstances, including the event of impairment. These non-financial assets and liabilities could include assets and liabilities acquired in an acquisition as well as goodwill, intangible assets and property, plant and equipment that are determined to be impaired. At August 28, 2021, the Company did not have any other significant non-financial assets or liabilities that had been measured at fair value on a non-recurring basis subsequent to initial recognition.

Financial Instruments not Recognized at Fair Value
The Company has financial instruments, including cash and cash equivalents, accounts receivable, other current assets and accounts payable. The carrying amounts of these financial instruments approximate fair value because of their short maturities. A discussion of the carrying values and fair values of the Company's debt is included in "Note I – Financing."

Note F – Marketable Debt Securities

The Company's basis for determining the cost of a security sold is the "Specific Identification Model." Unrealized gains (losses) on marketable debt securities are recorded in Accumulated Other Comprehensive Loss. The Company's available-for-sale marketable debt securities consisted of the following:

	August 28, 2021			
(in thousands)	Amortized Cost Basis	Gross Unrealized Gains	Gross Unrealized Losses	Fair Value
Corporate debt securities	$ 23,650	$ 329	$ (2)	$ 23,977
Government bonds	65,416	338	(2)	65,752
Mortgage-backed securities	6,552	58	(8)	6,602
Asset-backed securities and other	17,551	43	(7)	17,587
	$ 113,169	$ 768	$ (19)	$ 113,918

	August 29, 2020			
(in thousands)	Amortized Cost Basis	Gross Unrealized Gains	Gross Unrealized Losses	Fair Value
Corporate debt securities	$ 46,652	$ 970	$ (4)	$ 47,618
Government bonds	44,594	1,172	—	45,766
Mortgage-backed securities	4,842	75	—	4,917
Asset-backed securities and other	48,798	143	(3)	48,938
	$ 144,886	$ 2,360	$ (7)	$ 147,239

The marketable debt securities held at August 28, 2021, had effective maturities ranging from less than one year to approximately four years. The Company did not realize any material gains or losses on its marketable debt securities during fiscal 2021, 2020 or 2019.

In evaluating whether a credit loss exists for the marketable debt securities, the Company considers factors such as the severity of the loss position, the credit worthiness of the investee, the term to maturity and the intent and ability to hold the investments until maturity or recovery of fair value. An allowance for credit losses was deemed unnecessary given consideration of the factors above.

Included above in total marketable debt securities are $62.5 million and $30.1 million of marketable debt securities transferred by the Company's insurance captive to a trust account to secure its obligations to an insurance company related to future workers' compensation and casualty losses as of August 28, 2021 and August 29, 2020, respectively.

Note G – Accumulated Other Comprehensive Loss

Accumulated Other Comprehensive Loss includes certain adjustments to foreign currency translation adjustments, certain activity for interest rate swaps and treasury rate locks that qualify as cash flow hedges and unrealized gains (losses) on available-for-sale marketable debt securities. Changes in Accumulated Other Comprehensive Loss consisted of the following:

(in thousands)	Foreign Currency[1]	Net Unrealized Gain (Loss) on Securities	Derivatives	Total
Balance at August 31, 2019	$ (265,598)	$ 591	$ (4,315)	$ (269,322)
Other Comprehensive (Loss) Income before reclassifications	(66,723)	1,117	(28,197)	(93,803)
Amounts reclassified from Accumulated Other Comprehensive Income (Loss)[2][3]	—	137	8,736	8,873
Balance at August 29, 2020	(332,321)	1,845	(23,776)	(354,252)
Other Comprehensive Income (Loss) before reclassifications	44,683	(1,379)	—	43,304
Amounts reclassified from Accumulated Other Comprehensive (Loss) Income[2][3]	—	123	2,839	2,962
Balance at August 28, 2021	$ (287,638)	$ 589	$ (20,937)	$ (307,986)

(1) Foreign currency is shown net of U.S. tax to account for foreign currency impacts of certain undistributed non-U.S. subsidiaries earnings. Other foreign currency is not shown net of additional U.S. tax as other basis differences of non-U.S. subsidiaries are intended to be permanently reinvested

(2) Amounts in parentheses indicate debits to Accumulated Other Comprehensive Loss.

(3) Amounts shown are net of taxes/tax benefits.

Note H – Derivative Financial Instruments

The Company periodically uses derivatives to hedge exposures to interest rates. The Company does not hold or issue financial instruments for trading purposes. For transactions that meet the hedge accounting criteria, the Company formally designates and documents the instrument as a hedge at inception and quarterly thereafter assesses the hedges to ensure they are effective in offsetting changes in the cash flows of the underlying exposures. Derivatives are recorded in the Company's Consolidated Balance Sheet at fair value, determined using available market information or other appropriate valuation methodologies. In accordance with ASC Topic 815, *Derivatives and Hedging*, to the extent our derivatives are effective in offsetting the variability of the hedged cash flows, changes in the derivatives' fair value are not included in current earnings but are included in Accumulated Other Comprehensive Loss, net of tax.

At August 28, 2021, the Company had $27.5 million recorded in Accumulated Other Comprehensive Loss related to net realized losses associated with terminated interest rate swap and treasury rate lock derivatives which were designated as hedging instruments. Net losses are amortized into Interest expense over the remaining life of the associated debt. During fiscal 2021, the Company reclassified $3.7 million of net losses from Accumulated Other Comprehensive Loss to Interest expense. During fiscal 2020, the Company reclassified $2.6 million of net losses from Accumulated Other Comprehensive Loss to Interest expense. The Company expects to reclassify $3.6 million of net losses from Accumulated Other Comprehensive Loss to Interest expense over the next 12 months.

Note I – Financing

The Company's debt consisted of the following:

(in thousands)	August 28, 2021	August 29, 2020
2.500% Senior Notes due April 2021, effective interest rate of 2.62%	$ —	$ 250,000
3.700% Senior Notes due April 2022, effective interest rate of 3.85%	500,000	500,000
2.875% Senior Notes due January 2023, effective interest rate of 3.21%	300,000	300,000
3.125% Senior Notes due July 2023, effective interest rate of 3.26%	500,000	500,000
3.125% Senior Notes due April 2024, effective interest rate 3.32%	300,000	300,000
3.250% Senior Notes due April 2025, effective interest rate 3.36%	400,000	400,000
3.625% Senior Notes due April 2025, effective interest rate 3.78%	500,000	500,000
3.125% Senior Notes due April 2026, effective interest rate of 3.28%	400,000	400,000
3.750% Senior Notes due June 2027, effective interest rate of 3.83%	600,000	600,000
3.750% Senior Notes due April 2029, effective interest rate of 3.86%	450,000	450,000
4.000% Senior Notes due April 2030, effective interest rate 4.09%	750,000	750,000
1.650% Senior Notes due January 2031, effective interest rate of 2.19%	600,000	600,000
Total debt before discounts and debt issuance costs	5,300,000	5,550,000
Less: Discounts and debt issuance costs	30,180	36,629
Long-term debt	$ 5,269,820	$ 5,513,371

The Company entered into a Master Extension, New Commitment and Amendment Agreement dated as of November 18, 2017 (the "Extension Amendment") to the Third Amended and Restated Credit Agreement dated as of November 18, 2016, as amended, modified, extended or restated from time to time (the "Revolving Credit Agreement"). Under the Extension Amendment: (i) the Company's borrowing capacity under the Revolving Credit Agreement was increased from $1.6 billion to $2.0 billion; (ii) the maximum borrowing under the Revolving Credit Agreement may, at the Company's option, subject to lenders approval, be increased from $2.0 billion to $2.4 billion; (iii) the termination date of the Revolving Credit Agreement was extended from November 18, 2021 until November 18, 2022; and (iv) the Company has the option to make one additional written request of the lenders to extend the termination date then in effect for an additional year. Under the Revolving Credit Agreement, the Company may borrow funds consisting of Eurodollar loans, base rate loans or a combination of both. Interest accrues on Eurodollar loans at a defined Eurodollar rate, defined as LIBOR plus the applicable percentage, as defined in the Revolving Credit Agreement, depending upon the Company's senior, unsecured, (non-credit enhanced) long-term debt ratings. Interest accrues on base rate loans as defined in the Revolving Credit Agreement.

As of August 28, 2021, the Company had no outstanding borrowings and $1.7 million of outstanding letters of credit under the Revolving Credit Agreement. The Company intends to amend and restate its Revolving Credit Agreement and anticipates closing the agreement during the first quarter of fiscal year 2022.

Under the Company's Revolving Credit Agreement, covenants include restrictions on liens, a maximum debt to earnings ratio, a minimum fixed charge coverage ratio and a change of control provision that may require acceleration of the repayment obligations under certain circumstances.

The Revolving Credit Agreement requires that the Company's consolidated interest coverage ratio as of the last day of each quarter shall be no less than 2.5:1. This ratio is defined as the ratio of (i) consolidated earnings before interest, taxes and rents to (ii) consolidated interest expense plus consolidated rents. The Company's consolidated interest coverage ratio as of August 28, 2021 was 6.9:1.

On April 3, 2020, the Company entered into a 364-Day Credit Agreement (the “364-Day Credit Agreement”) to supplement the Company’s existing Revolving Credit Agreement. The 364-day Credit Agreement had a termination date of, and any amounts borrowed under the 364-Day Credit Agreement were due and payable on, April 2, 2021. Revolving loans under the 364-Day Credit Agreement could be base rate loans, Eurodollar Loans, or a combination of both, at the Company’s election.

Effective February 22, 2021, the Company terminated the 364-Day Credit Agreement. There were no borrowings outstanding under the 364-Day Credit Agreement. The Company entered into the 364-Day Credit Agreement to augment its access to liquidity due to macroeconomic conditions existing at the time, and the Company determined the additional access to liquidity was no longer necessary.

As of August 28, 2021, the $500 million 3.700% Senior Notes due April 2022 are classified as long-term in the accompanying Consolidated Balance Sheets as the Company has the ability and intent to refinance them on a long-term basis through available capacity in its Revolving Credit Agreement. As of August 28, 2021, the Company had $1.998 billion of availability under its $2.0 billion Revolving Credit Agreement, which would allow the Company to replace these short-term obligations with a long-term financing facility.

On March 15, 2021 the Company repaid the $250 million 2.500% Senior Notes due April 2021, which were callable at par in March 2021.

On August 14, 2020, the Company issued $600 million in 1.650% Senior Notes due January 2031 under its automatic shelf registration statement on Form S-3, filed with the SEC on April 4, 2019 (File No. 333-230719) (the “2019 Shelf Registration Statement”). The 2019 Shelf Registration Statement allows the Company to sell an indeterminate amount in debt securities to fund general corporate purposes, including repaying, redeeming or repurchasing outstanding debt and for working capital, capital expenditures, new store openings, stock repurchases and acquisitions. Proceeds from the debt issuance were used for general corporate purposes, including the repayment of the $500 million in 4.000% Senior Notes due in November 2020 that were callable at par in August 2020.

On March 30, 2020, the Company issued $500 million in 3.625% Senior Notes due April 2025 and $750 million in 4.000% Senior Notes due April 2030 under the 2019 Shelf Registration Statement. Proceeds from the debt issuance were used to repay a portion of the outstanding commercial paper borrowings and for other general corporate purposes.

On April 18, 2019, the Company issued $300 million in 3.125% Senior Notes due April 2024 and $450 million in 3.750% Senior Notes due April 2029 under the 2019 Shelf Registration Statement. Proceeds from the debt issuance were used to repay a portion of the outstanding commercial paper borrowings, the $250 million in 1.625% Senior Notes due in April 2019 and for other general corporate purposes.

All Senior Notes are subject to an interest rate adjustment if the debt ratings assigned to the Senior Notes are downgraded (as defined in the agreements). Further, the Senior Notes contain a provision that repayment of the Senior Notes may be accelerated if the Company experiences a change in control (as defined in the agreements). The Company’s borrowings under its senior notes contain minimal covenants, primarily restrictions on liens. All of the repayment obligations under its borrowing arrangements may be accelerated and come due prior to the scheduled payment date if covenants are breached or an event of default occurs. Interest for Senior Notes is paid on a semi-annual basis.

The Company also maintains a letter of credit facility that allows it to request the participating bank to issue letters of credit on its behalf up to an aggregate amount of $25 million. The letter of credit facility is in addition to the letters of credit that may be issued under the Revolving Credit Agreement. As of August 28, 2021, the Company had $23.9 million in letters of credit outstanding under the letter of credit facility which expires in June 2022.

In addition to the outstanding letters of credit issued under the committed facility discussed above, the Company had $136.8 million in letters of credit outstanding as of August 28, 2021. These letters of credit have various maturity dates and were issued on an uncommitted basis.

As of August 28, 2021, the Company was in compliance with all covenants related to its borrowing arrangements.

The fair value of the Company's debt was estimated at $5.683 billion as of August 28, 2021, and $6.081 billion as of August 29, 2020, based on the quoted market prices for the same or similar issues or on the current rates available to the Company for debt of the same terms (Level 2). Such fair value is greater than the carrying value of debt by $413.1 million and $567.5 million at August 28, 2021 and August 29, 2020, respectively. This amount reflects face amount, adjusted for any unamortized debt issuance costs and discounts.

All of the Company's debt is unsecured. Scheduled maturities of debt are as follows:

(in thousands)	**Scheduled Maturities**
2022	$ 500,000
2023	800,000
2024	300,000
2025	900,000
2026	400,000
Thereafter	2,400,000
Subtotal	5,300,000
Discount and debt issuance costs	30,180
Total Debt	$ 5,269,820

Note J – Interest Expense

Net interest expense consisted of the following:

	Year Ended		
(in thousands)	**August 28, 2021**	**August 29, 2020**	**August 31, 2019**
Interest expense	$ 202,326	$ 208,021	$ 193,671
Interest income	(5,417)	(5,689)	(7,396)
Capitalized interest	(1,572)	(1,167)	(1,471)
	$ 195,337	$ 201,165	$ 184,804

Note K – Stock Repurchase Program

During 1998, the Company announced a program permitting the Company to repurchase a portion of its outstanding shares not to exceed a dollar maximum established by the Company's Board of Directors. The share repurchase program was amended on December 15, 2020 to increase the repurchase authorization to $24.65 billion from $23.15 billion and on March 23, 2021 to increase the repurchase authorization to $26.15 billion. The Company has $417.6 million remaining under the Board's authorization to repurchase its common stock.

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The Company's share repurchase activity consisted of the following:

(in thousands)	Year Ended August 28, 2021	August 29, 2020	August 31, 2019
Amount	$ 3,378,321	$ 930,903	$ 2,004,896
Shares	2,592	826	2,182

During fiscal year 2021, the Company retired 1.0 million shares of treasury stock which had previously been repurchased under the Company's share repurchase program. The retirement increased Retained deficit by $1.139 billion and decreased Additional paid-in capital by $60.0 million. During the comparable prior year period, the Company retired 1.9 million shares of treasury stock, which increased Retained deficit by $1.879 billion and decreased Additional paid-in capital by $99.7 million.

Beginning in the first quarter of fiscal 2021, the Company restarted share repurchases under its share repurchase program, which had been temporarily suspended during fiscal 2020 in response to the uncertainty surrounding the COVID-19 pandemic. The Company will continue to evaluate current and expected business conditions and adjust the level of share repurchases under its share repurchase program as it deems appropriate.

On October 5, 2021, the Board voted to authorize the repurchase of an additional $1.5 billion of the Company's common stock in connection with the Company's ongoing share repurchase program. Since the inception of the repurchase program in 1998, the Board has authorized $27.65 billion in share repurchases. Subsequent to August 28, 2021 and through October 18, 2021, the Company has repurchased 220,022 shares of common stock at an aggregate cost of $362.8 million. Considering the cumulative repurchases and the increase in authorization subsequent to August 28, 2021, the Company has $1.555 billion remaining under the Board's authorization to repurchase its common stock.

Note L – 401(k) Savings Plan

The Company has a 401(k) plan that covers all domestic employees who meet the plan's participation requirements. The plan features include Company matching contributions, immediate 100% vesting of Company contributions and a savings option up to 25% of qualified earnings. The Company makes matching contributions, per pay period, up to a specified percentage of employees' contributions as approved by the Board. The Company made matching contributions to employee accounts in connection with the 401(k) plan of $34.1 million in fiscal 2021, $29.8 million in fiscal 2020 and $25.8 million in fiscal 2019.

Note M – Leases

Lease-related assets and liabilities recorded on the Consolidated Balance Sheets are as follows:

(in thousands)	Classification	August 28, 2021	August 29, 2020
Assets:			
Operating	Operating lease right-of-use assets	$ 2,718,712	$ 2,581,677
Finance	Property and equipment	383,736	327,006
Total lease assets		$ 3,102,448	$ 2,908,683
Liabilities:			
Current:			
Operating	Current portion of operating lease liabilities	$ 236,568	$ 223,846
Finance	Accrued expenses and other	89,932	67,498
Noncurrent:			
Operating	Operating lease liabilities, less current portion	2,632,842	2,501,560
Finance	Other long-term liabilities	186,122	155,855
Total lease liabilities		$ 3,145,464	$ 2,948,759

Accumulated amortization related to finance lease assets was $107.0 million as of August 28, 2021 and $107.3 million as of August 29, 2020.

Lease costs for finance and operating leases for the 52 weeks ended August 28, 2021 and August 29, 2020 are as follows:

		For the year ended	
(in thousands)	Statement of Income Location	August 28, 2021	August 29, 2020
Finance lease cost:			
Amortization of lease assets	Depreciation and amortization	$ 53,377	$ 55,920
Interest on lease liabilities	Interest expense, net	2,957	4,355
Operating lease cost[1]	Selling, general and administrative expenses	371,109	355,230
Total lease cost		$ 427,443	$ 415,505

(1) Includes short-term leases, variable lease costs and sublease income, which are immaterial.

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The future rental payments, inclusive of renewal options that have been included in defining the expected lease term, of our operating and finance lease obligations as of August 28, 2021 having initial or remaining lease terms in excess of one year are as follows:

(in thousands)	Finance Leases	Operating Leases	Total
2022	$ 91,228	$ 323,245	$ 414,473
2023	56,534	346,367	402,901
2024	50,435	325,775	376,210
2025	39,628	300,916	340,544
2026	18,294	272,157	290,451
Thereafter	48,380	2,114,538	2,162,918
Total lease payments	304,499	3,682,998	3,987,497
Less: Interest	(28,445)	(813,588)	(842,033)
Present value of lease liabilities	$ 276,054	$ 2,869,410	$ 3,145,464

The following table summarizes the Company's lease term and discount rate assumptions:

	August 28, 2021
Weighted-average remaining lease term in years, inclusive of renewal options that are reasonably certain to be exercised:	
Finance leases – real estate	25
Finance leases – vehicles	4
Operating leases	15
Weighted-average discount rate:	
Finance leases – real estate	3.75 %
Finance leases – vehicles	1.37 %
Operating leases	3.44 %

Cash paid for amounts included in the measurement of operating lease liabilities of $300.6 million and $352.9 million was reflected in cash flows from operating activities in the consolidated statement of cash flows for fiscal years 2021 and 2020, respectively.

As of August 28, 2021, the Company has entered into additional leases which have not yet commenced and are therefore not part of the right-of-use asset and liability. These leases have undiscounted future payments of approximately $40.1 million and $69.2 million for real estate and vehicles, respectively, and will commence when the Company obtains possession of the underlying leased asset. Commencement dates are expected to be from fiscal 2022 to fiscal 2023.

Note N – Commitments and Contingencies

Construction commitments, primarily for new stores, totaled approximately $48.2 million at August 28, 2021.

The Company had $162.4 million in outstanding standby letters of credit and $35.4 million in surety bonds as of August 28, 2021, which all have expiration periods of less than one year. A substantial portion of the outstanding standby letters of credit (which are primarily renewed on an annual basis) and surety bonds are used to cover reimbursement obligations to our workers' compensation carriers. There are no additional contingent liabilities associated with these instruments as the underlying liabilities are already reflected in the Consolidated Balance Sheets. The standby letters of credit and surety bonds arrangements have automatic renewal clauses.

Note O – Litigation

The Company is involved in various legal proceedings incidental to the conduct of its business, including, but not limited to, several lawsuits containing class-action allegations in which the plaintiffs are current and former hourly and salaried employees who allege various wage and hour violations and unlawful termination practices. The Company does not currently believe that, either individually or in the aggregate, these matters will result in liabilities material to the Company's financial condition, results of operations or cash flows.

Note P – Segment Reporting

The Company's operating segments (Domestic Auto Parts, Mexico and Brazil) are aggregated as one reportable segment: Auto Parts Stores. The criteria the Company used to identify the reportable segment are primarily the nature of the products the Company sells and the operating results that are regularly reviewed by the Company's chief operating decision maker to make decisions about the resources to be allocated to the business units and to assess performance. The accounting policies of the Company's reportable segment are the same as those described in "Note A – Significant Accounting Policies."

The Auto Parts Stores segment is a retailer and distributor of automotive parts and accessories through the Company's 6,767 stores in the U.S., Mexico and Brazil. Each store 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.

The Other category reflects business activities of two operating segments that are not separately reportable due to the materiality of these operating segments. The operating segments include ALLDATA, which produces, sells and maintains diagnostic and repair information software used in the automotive repair industry and E-commerce, which includes direct sales to customers through www.autozone.com for sales that are not fulfilled by local stores.

The Company evaluates its reportable segment primarily on the basis of net sales and segment profit, which is defined as gross profit. The following table shows segment results for the following fiscal years:

	Year Ended		
(in thousands)	August 28, 2021	August 29, 2020	August 31, 2019
Net Sales			
Auto Parts Stores	$ 14,381,712	$ 12,405,929	$ 11,645,235
Other	247,873	226,038	218,508
Total	$ 14,629,585	$ 12,631,967	$ 11,863,743
Segment Profit			
Auto Parts Stores	$ 7,556,889	$ 6,617,508	$ 6,209,229
Other	160,896	153,245	155,772
Gross profit	7,717,785	6,770,753	6,365,001
Operating, selling, general and administrative expenses	(4,773,258)	(4,353,074)	(4,148,864)
Interest expense, net	(195,337)	(201,165)	(184,804)
Income before income taxes	$ 2,749,190	$ 2,216,514	$ 2,031,333
Segment Assets:			
Auto Parts Stores	$ 14,398,581	$ 14,303,427	$ 9,781,926
Other	117,618	120,445	113,987
Total	$ 14,516,199	$ 14,423,872	$ 9,895,913
Capital Expenditures:			
Auto Parts Stores	$ 602,329	$ 432,067	$ 479,120
Other	19,438	25,669	16,930
Total	$ 621,767	$ 457,736	$ 496,050
Auto Parts Stores Sales by Product Grouping:			
Failure	$ 7,048,700	$ 6,088,859	$ 5,728,294
Maintenance items	4,888,763	4,284,913	4,140,987
Discretionary	2,444,249	2,032,157	1,775,954
Auto Parts Stores net sales	$ 14,381,712	$ 12,405,929	$ 11,645,235

Item 9. Changes In and Disagreements with Accountants on Accounting and Financial Disclosure

Not applicable.

Item 9A. Controls and Procedures

Evaluation of Disclosure Controls and Procedures

As of August 28, 2021, an evaluation was performed under the supervision and with the participation of AutoZone's management, including the Chief Executive Officer and the Chief Financial Officer, of the effectiveness of the design and operation of our disclosure controls and procedures, as defined in Rules 13a-15(e) and 15d-15(e) under the Exchange Act, as amended. Based on that evaluation, our management, including the Chief Executive Officer and the Chief Financial Officer, concluded that our disclosure controls and procedures were effective as of August 28, 2021.

Internal Control Over Financial Reporting

A report of AutoZone's management on our internal control over financial reporting (as such term defined in Rule 13a-15(f) under the Exchange Act) and a report of Ernst & Young, LLP, an independent registered public accounting firm, on the effectiveness of AutoZone's internal control over financial reporting are included in Part I, Item 8 of this document and is incorporated herein by reference.

Changes in Internal Control Over Financial Reportings

There were no changes in our internal control over financial reporting that occurred during the quarter ended August 28, 2021 that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

Attestation Report of Registered Public Accounting Firm

Our internal control over financial reporting as of August 28, 2021 has been audited by Ernst & Young, LLP, an independent registered public accounting firm, which also audited our Consolidated Financial Statements for the year ended August 28, 2021, as stated in their report included herein, which expresses an unqualified opinion on the effectiveness of our internal control over financial reporting as of August 28, 2021.

Item 9B. Other Information

Not applicable.

Item 9C. Disclosure Regarding Foreign Jurisdictions that Prevent Inspections

Not applicable.

PART III

Item 10. Directors, Executive Officers and Corporate Governance

The information set forth in Part I, Item 1 of this document in the section entitled “Information about our Executive Officers,” is incorporated herein by reference in response to this item. Additionally, the information contained in AutoZone, Inc.’s Proxy Statement dated October 25, 2021, in the sections entitled “Corporate Governance Matters,” “Proposal 1 – Election of Directors” and “Delinquent Section 16(a) Reports,” is incorporated herein by reference in response to this item.

The Company has adopted a Code of Ethical Conduct for Financial Executives that applies to its chief executive officer, chief financial officer, chief accounting officer and other financial executives. The Company has made the Code of Ethical Conduct available at www.autozone.com, which can be accessed by clicking “Investor Relations” located at the bottom of the page.

Item 11. Executive Compensation

The information contained in AutoZone, Inc.’s Proxy Statement dated October 25, 2021, in the section entitled “Executive Compensation,” is incorporated herein by reference in response to this item.

Item 12. Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters

The information contained in AutoZone, Inc.’s Proxy Statement dated October 25, 2021, in the sections entitled “Security Ownership of Management and Board of Directors,” “Security Ownership of Certain Beneficial Owners” and “Equity Compensation Plans” is incorporated herein by reference in response to this item.

Item 13. Certain Relationships and Related Transactions, and Director Independence

The information contained in AutoZone, Inc’s Proxy Statement dated October 25, 2021, in the sections entitled “Related Party Transactions” and “Corporate Governance Matters – Independence” is incorporated herein by reference in response to this item.

Item 14. Principal Accounting Fees and Services

The information contained in AutoZone, Inc.’s Proxy Statement dated October 25, 2021, in the section entitled “Proposal 2 – Ratification of Independent Registered Public Accounting Firm,” is incorporated herein by reference in response to this item.

PART IV

Item 15. Exhibits and Financial Statement Schedules

The following information required under this item is filed as part of this report.

(a) Financial Statements

The following financial statements, related notes and reports of independent registered public accounting firm are filed with this Annual Report on Form 10-K in Part II, Item 8:

Reports of Independent Registered Public Accounting Firm
Consolidated Statements of Income for the fiscal years ended August 28, 2021, August 29, 2020 and August 31, 2019
Consolidated Statements of Comprehensive Income for the fiscal years ended August 28, 2021, August 29, 2020 and August 31, 2019
Consolidated Balance Sheets as of August 28, 2021 and August 29, 2020
Consolidated Statements of Cash Flows for the fiscal years ended August 28, 2021, August 29, 2020 and August 31, 2019
Consolidated Statements of Stockholders' Deficit for the fiscal years ended August 28, 2021, August 29, 2020 and August 31, 2019
Notes to Consolidated Financial Statements

(b) Exhibits

The following exhibits are being filed herewith:

3.1	Restated Articles of Incorporation of AutoZone, Inc. Incorporated by reference to Exhibit 3.1 to the Quarterly Report on Form 10-Q for the quarter ended February 13, 1999.
3.2	Seventh Amended and Restated By-Laws of AutoZone, Inc. Incorporated by reference to Exhibit 3.1 to the Current Report on Form 8-K dated March 19, 2018.
4.1	Indenture dated as of August 8, 2003, between AutoZone, Inc. and Bank One Trust Company, N.A. Incorporated by reference to Exhibit 4.1 to the Registration Statement on Form S-3 (No. 333-107828) filed August 11, 2003.
4.2	Officers' Certificate dated April 24, 2012, pursuant to Section 3.2 of the indenture dated August 8, 2003, setting forth the terms of the 3.700% Senior Notes due 2022. Incorporated by reference to Exhibit 4.1 to the Current Report on Form 8-K dated April 24, 2012.
4.3	Form of 3.700% Senior Notes due 2022. Incorporated by reference from the Form 8-K dated April 24, 2012.
4.4	Officers' Certificate dated November 13, 2012, pursuant to Section 3.2 of the indenture dated August 8, 2003, setting forth the terms of the 2.875% Senior Notes due 2023. Incorporated by reference to Exhibit 4.1 to the Current Report on Form 8-K dated November 13, 2012.
4.5	Form of 2.875% Senior Notes due 2023. Incorporated by reference from the Form 8-K dated November 13, 2012.
4.6	Officers' Certificate dated April 29, 2013, pursuant to Section 3.2 of the indenture dated August 8, 2003, setting forth the terms of the 3.125% Senior Notes due 2023. Incorporated by reference to Exhibit 4.1 to the Current Report on Form 8-K dated April 29, 2013.

4.7	Form of 3.125% Senior Notes due 2023. Incorporated by reference to Exhibit 4.2 to the Form 8-K dated April 29, 2013.
4.8	Officers' Certificate dated April 29, 2015, pursuant to Section 3.2 of the Indenture dated August 8, 2003, setting forth the terms of the 2.500% Senior Notes due 2021. Incorporated by reference to Exhibit 4.1 to the Current Report on Form 8-K dated April 29, 2015.
4.9	Form of 2.500% Senior Notes dated 2021. Incorporated by reference to Exhibit 4.3 to the Current Report on Form 8-K dated April 29, 2015.
4.10	Officers' Certificate dated April 29, 2015, pursuant to Section 3.2 of the Indenture dated August 8, 2003, setting forth the terms of the 3.250% Senior Notes due 2025. Incorporated by reference to Exhibit 4.2 to the Current Report on Form 8-K dated April 29, 2015.
4.11	Form of 3.250% Senior Notes due 2025. Incorporated by reference to Exhibit 4.4 to the Current Report on Form 8-K dated April 29, 2015.
4.12	Officers' Certificate dated April 21, 2016, pursuant to Section 3.2 of the Indenture dated August 8, 2003, setting forth the terms of the 3.125% Senior Notes due 2026. Incorporated by reference to Exhibit 4.2 to the Current Report on Form 8-K dated April 21, 2016.
4.13	Form 3.125% Senior Notes due 2026. Incorporated by reference to Exhibit 4.4 to the Current Report on Form 8-K dated April 21, 2016.
4.14	Officers' Certificate dated April 18, 2017, pursuant to Section 3.2 of the Indenture dated August 8, 2003, setting forth the terms of the 3.750% Senior Notes due 2027. Incorporated by reference to Exhibit 4.1 to the Current Report on Form 8-K dated April 18, 2017.
4.15	Form of 3.750% Senior Notes due 2027. Incorporated by reference to Exhibit 4.2 to the Current Report on Form 8-K dated April 18, 2017.
4.16	Officers' Certificate dated April 18, 2019, pursuant to Section 3.2 of the Indenture dated August 8, 2003, setting forth the terms of the 3.125% Senior Notes due 2024. Incorporated by reference to Exhibit 4.1 to the Current Report on Form 8-K dated April 18, 2019.
4.17	Officers' Certificate dated April 18, 2019, pursuant to Section 3.2 of the Indenture dated August 8, 2003, setting forth the terms of the 3.750% Senior Notes due 2029. Incorporated by reference to Exhibit 4.2 to the Current Report on Form 8-K dated April 18, 2019.
4.18	Form of 3.125% Senior Notes due 2024. Incorporated by reference to Exhibit 4.3 to the Current Report on Form 8-K dated April 18, 2019.
4.19	Form of 3.750% Senior Notes due 2029. Incorporated by reference to Exhibit 4.4 to the Current Report on Form 8-K dated April 18, 2019.
4.20	Officers' Certificate dated March 30, 2020, pursuant to Section 3.2 of the Indenture, dated March 30, 2020, setting forth the terms of the 3.625% Senior Notes due 2025. Incorporated by reference to Exhibit 4.1 to the Current Report on Form 8-K dated March 30, 2020.
4.21	Officers' Certificate dated March 30, 2020, pursuant to Section 3.2 of the Indenture, dated March 30, 2020, setting forth the terms of the 4.000% Senior Notes due 2030. Incorporated by reference to Exhibit 4.2 to the Current Report on Form 8-K dated March 30, 2020.

4.22 Form of 3.625% Note due 2025. Incorporated by reference to Exhibit 4.3 to the Current Report on Form 8-K dated March 30, 2020.

4.23 Form of 4.000% Note due 2030. Incorporated by reference to Exhibit 4.4 to the Current Report on Form 8-K dated March 30, 2020.

4.24 Form of 4.000% Note due 2030. Incorporated by reference to Exhibit 4.5 to the Current Report on Form 8-K dated March 30, 2020.

4.25 Form of 1.650% Note due 2031. Incorporated by reference to Exhibit 4.2 to the Current Report on Form 8-K dated August 14, 2020.

4.26 Form of 1.650% Note due 2031. Incorporated by reference to Exhibit 4.3 to the Current Report on Form 8-K dated August 14, 2020.

4.27 Officers' Certificate dated August 14, 2020, pursuant to Section 3.2 of the Indenture, dated August 14, 2020, setting forth the terms of the 1.650% Senior Notes due 2031. Incorporated by reference to Exhibit 4.1 to the Current Report on Form 8-K dated August 14, 2020.

4.28 Description of Securities of AutoZone, Inc. Incorporated by reference to Exhibit 4.24 to the Annual Report on Form 10-K dated October 28, 2019.

*10.1 Second Amended and Restated 1998 Director Compensation Plan. Incorporated by reference to Exhibit 10.2 to the Annual Report on Form 10-K for the fiscal year ended August 26, 2000.

*10.2 AutoZone, Inc. 2003 Director Compensation Plan. Incorporated by reference to Appendix D to the definitive proxy statement dated November 1, 2002, for the Annual Meeting of Stockholders held December 12, 2002.

*10.3 Third Amendment to the AutoZone, Inc. Executive Deferred Compensation Plan. Incorporated by reference to Exhibit 10.1 to the Form 8-K dated December 12, 2012.

*10.4 AutoZone, Inc. 2006 Stock Option Plan. Incorporated by reference to Appendix A to the definitive proxy statement dated October 25, 2006, for the Annual Meeting of Stockholders held December 13, 2006.

*10.5 Form of Stock Option Agreement. Incorporated by reference to Exhibit 10.26 to the Annual Report on Form 10-K for the fiscal year ended August 25, 2007.

*10.6 Amended and Restated AutoZone, Inc. 2003 Director Compensation Plan. Incorporated by reference to Exhibit 99.2 to the Current Report on Form 8-K dated January 4, 2008.

*10.7 Form of non-compete and non-solicitation agreement for Section 16 executive officers and by AutoZone, Inc. Incorporated by reference to Exhibit 99.2 to the Current Report on Form 8-K dated February 15, 2008.

*10.8 Agreement dated February 14, 2008, between AutoZone, Inc. and William C. Rhodes, III. Incorporated by reference to Exhibit 99.4 to the Current Report on Form 8-K dated February 15, 2008.

*10.9 AutoZone, Inc. 2015 Executive Incentive Compensation Plan incorporated by reference to Exhibit A to the definitive proxy statement dated October 27, 2014, for the Annual Meeting of Stockholders held December 18, 2014.

*10.10	AutoZone, Inc. 2011 Equity Incentive Award Plan, incorporated by reference to Exhibit A to the definitive proxy statement dated October 25, 2010, for the Annual Meeting of Stockholders held December 15, 2010.
*10.11	Form of Stock Option Agreement under the 2006 Stock Option Plan, effective September 2010. Incorporated by reference to Exhibit 10.2 to the Quarterly Report on Form 10-Q dated December 16, 2010.
*10.12	Form of Stock Option Agreement under the 2006 Stock Option Plan for certain executive officers, effective September 2010. Incorporated by reference to Exhibit 10.3 to the Quarterly Report on Form 10-Q dated December 16, 2010.
*10.13	Form of Letter Agreement dated as of December 14, 2010, amending certain Stock Option Agreements of executive officers. Incorporated by reference to Exhibit 10.4 to the Quarterly Report on Form 10-Q dated December 16, 2010.
*10.14	Form of Stock Option Agreement under the 2011 Equity Incentive Award Plan. Incorporated by reference to Exhibit 10.2 to the Quarterly Report on Form 10-Q dated March 17, 2011.
*10.15	Form of Stock Option Agreement under the 2011 Equity Incentive Award Plan for officers effective September 27, 2011. Incorporated by reference to Exhibit 10.37 to the Annual Report on Form 10-K for the fiscal year ended August 27, 2011.
*10.16	First Amended and Restated AutoZone, Inc. Enhanced Severance Pay Plan. Incorporated by reference to Exhibit 10.4 to the Quarterly Report on Form 10-Q dated March 17, 2011.
*10.17	Reserved.
*10.18	Form of Stock Option Agreement under the 2011 Equity Incentive Award Plan for certain executive officers effective September 27, 2011. Incorporated by reference to Exhibit 10.38 to the Annual Report on Form 10-K for the fiscal year ended August 27, 2011.
*10.19	Second Amendment to the AutoZone, Inc. Executive Deferred Compensation Plan. Incorporated by reference to Exhibit 10.1 to the Current Report on Form 8-K dated December 14, 2011.
*10.20	Offer letter dated August 5, 2020, to Jamere Jackson. Incorporated by reference to Exhibit 10.1 on Form 8-K dated September 14, 2020.
*10.21	Amended and Restated AutoZone, Inc. Executive Deferred Compensation Plan dated December 17, 2013. Incorporated by reference to Exhibit 10.2 to the Quarterly Report on Form 10-Q dated March 25, 2014.
*10.22	AutoZone, Inc. Director Compensation Program effective January 1, 2020. Incorporated by reference to Exhibit 10.5 to the Quarterly Report on Form 10-Q date March 19, 2021.
*10.23	Amended and Restated AutoZone, Inc. 2011 Equity Incentive Award Plan dated December 16, 2015. Incorporated by reference to Exhibit A to the definitive proxy statement dated October 26, 2015, for the Annual Meeting of Stockholders held December 16, 2015.
10.24	Third Amended and Restated Credit Agreement dated as of November 18, 2016, among AutoZone, Inc., as Borrower, the lenders party thereto and Bank of America, N.A. as Administrative Agent, incorporated by reference to Exhibit 10.1 of the Current Report on Form 8-K dated November 21, 2016.

*10.25	AutoZone, Inc. Sixth Amended and Restated Executive Stock Purchase Plan. Incorporated by reference to Exhibit A to the definitive proxy statement dated October 24, 2016, for the Annual Meeting of Stockholders held December 14, 2016.
10.26	Master Extension, New Commitment and Amendment Agreement dated as of November 18, 2017 among AutoZone, Inc. as Borrower; Bank of America, N.A. as Administrative Agent and Swingline Lender; JPMorgan Chase Bank, N.A. as Syndication Agent; Merrill Lynch, Pierce, Fenner & Smith Incorporated and J.P. Morgan Chase Bank, N.A. as Joint Lead Arrangers; Merrill Lynch, Pierce, Fenner & Smith Incorporated, J.P. Morgan Chase Bank, N.A., SunTrust Robinson Humphrey, Inc., U.S. Bank National Association, Wells Fargo Securities, LLC and Barclay's Capital as Joint Book Runners; SunTrust Bank, U.S. Bank National Association, Wells Fargo Bank, National Association and Barclay's Bank PLC as Documentation Agents; and the several lenders party thereto. Incorporated by reference to Exhibit 10.1 to the Current Report on the Form 8-K dated November 22, 2017.
*10.27	Form of Restricted Stock Unit Grant Notice and Restricted Stock Unit Award Agreement under the 2011 Equity Incentive Award Plan for officers effective September 27, 2011. Incorporated by reference to Exhibit 10.1 to the Quarterly Report on Form 10-Q dated December 17, 2018.
*10.28	364-Day Credit Agreement dated April 3, 2020, by and among the Company, as borrower, the several lenders from time to time party thereto, and U.S. Bank, National Association., as administrative agent for the lenders. Incorporated by reference to Exhibit 10.1 of the Current Report on Form 8-K dated April 7, 2020.
*10.29	AutoZone, Inc. 2020 Omnibus Incentive Award Plan. Incorporated by reference to Exhibit 10.1 to the Current Report on Form 8-K dated December 17, 2020.
*10.30	Form of Grant Notice and Award Agreement for Stock Options granted to Officers under the AutoZone, Inc. 2020 Omnibus Incentive Award Plan. Incorporated by reference to Exhibit 10.2 to the Current Report on Form 8-K dated December 17, 2020.
*10.31	Form of Grant Notice and Award Agreement for Restricted Stock Units granted to Officers under the AutoZone, Inc. 2020 Omnibus Incentive Award Plan. Incorporated by reference to Exhibit 10.3 to the Current Report on Form 8-K dated December 17, 2020.
*10.32	Form of Grant Notice and Award Agreement for Restricted Stock Units granted to Directors under the AutoZone, Inc. 2020 Omnibus Incentive Award Plan. Incorporated by reference to Exhibit 10.4 to the Current Report on Form 8-K dated December 17, 2020.
*10.33	AutoZone, Inc. Director Compensation Program. Incorporated by reference to Exhibit 10.5 to the Current Report on Form 10-Q dated March 19, 2021.
*10.34	Amendment No. 1 to the AutoZone, Inc. 2020 Omnibus Incentive Award Plan.
21.1	Subsidiaries of the Registrant.
23.1	Consent of Independent Registered Public Accounting Firm.
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.
101.INS	Inline XBRL Instance Document – the instance document does not appear in the Interactive Data File because its XBRL tags are embedded within the Inline XBRL document
101.SCH	Inline XBRL Taxonomy Extension Schema Document
101.CAL	Inline XBRL Taxonomy Extension Calculation Document
101.LAB	Inline XBRL Taxonomy Extension Labels Document
101.PRE	Inline XBRL Taxonomy Extension Presentation Document
101.DEF	Inline XBRL Taxonomy Extension Definition Document
104	Cover Page XBRL File

* Management contract or compensatory plan or arrangement.

(c) Financial Statement Schedules

Schedules are omitted because the information is not required or because the information required is included in the financial statements or notes thereto.

Item 16. Form 10-K Summary

None.

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) 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 C. RHODES, III
William C. Rhodes, III
Chairman, President and
Chief Executive Officer
(Principal Executive Officer)

Dated: October 25, 2021

10-K

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the Registrant and in the capacities and on the dates indicated:

SIGNATURE	TITLE	DATE
/s/ WILLIAM C. RHODES, III William C. Rhodes, III	Chairman, President and Chief Executive Officer (Principal Executive Officer)	October 25, 2021
/s/ JAMERE JACKSON Jamere Jackson	Chief Financial Officer and Executive Vice President – Finance and Store Development (Principal Financial Officer)	October 25, 2021
/s/ CHARLIE PLEAS, III Charlie Pleas, III	Senior Vice President and Controller (Principal Accounting Officer)	October 25, 2021
/s/ DOUGLAS H. BROOKS Douglas H. Brooks	Director	October 25, 2021
/s/ MICHAEL M. CALBERT Michael M. Calbert	Director	October 25, 2021
/s/ LINDA A. GOODSPEED Linda A. Goodspeed	Director	October 25, 2021
/s/ EARL G. GRAVES, JR. Earl, G. Graves, Jr.	Director	October 25, 2021
/s/ ENDERSON GUIMARAES Enderson Guimaraes	Director	October 25, 2021
/s/ D. BRYAN JORDAN D. Bryan Jordan	Director	October 25, 2021
/s/ GALE V. KING Gale V. King	Director	October 25, 2021
/s/ GEORGE R. MRKONIC, JR. George R. Mrkonic, Jr.	Director	October 25, 2021
/s/ JILL A. SOLTAU Jill A. Soltau	Director	October 25, 2021

Exhibit 21.1

SUBSIDIARIES OF THE REGISTRANT

NAME	STATE OR COUNTRY OF ORGANIZATION OR INCORPORATION
ALLDATA LLC	Nevada
AutoZone.com, Inc.	Nevada
AutoZone de México, S. de R.L. de C.V.	Mexico
AutoZone Development LLC	Nevada
AutoZone IP LLC	Nevada
AutoZone Northeast LLC	Nevada
AutoZone Parts, Inc.	Nevada
AutoZone Puerto Rico, Inc.	Puerto Rico
AutoZone Stores LLC	Nevada
AutoZone Texas LLC	Nevada
AutoZone West LLC	Nevada
Riverside Captive Insurance Company	Arizona

In addition, 44 subsidiaries operating in the United States and 27 subsidiaries operating outside of the United States have been omitted as they would not, considered in the aggregate as a single subsidiary, constitute a significant subsidiary as defined by Rule 1-02(w) of Regulation S-X.

Exhibit 23.1

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We consent to the incorporation by reference in the following Registration Statements:

Registration Statement (Form S-8 No. 333-139559) pertaining to the AutoZone, Inc. 2006 Stock Option Plan

Registration Statement (Form S-8 No. 333-103665) pertaining to the AutoZone, Inc. 2003 Director Compensation Award Plan

Registration Statement (Form S-8 No. 333-42797) pertaining to the AutoZone, Inc. Amended and Restated Employee Stock Purchase Plan

Registration Statement (Form S-8 No. 333-88241) pertaining to the AutoZone, Inc. Amended and Restated Director Compensation Plan

Registration Statement (Form S-8 No. 333-75140) pertaining to the AutoZone, Inc. Executive Stock Purchase Plan

Registration Statement (Form S-8 No. 333-171186) pertaining to the AutoZone, Inc. 2011 Equity Incentive Award Plan

Registration Statement (Form S-3ASR No. 333-180768) pertaining to a shelf registration to sell debt securities

Registration Statement (Form S-3ASR No. 333-203439) pertaining to a shelf registration to sell debt securities

Registration Statement (Form S-3ASR No. 333-230719) pertaining to a shelf registration to sell debt securities

Registration Statement (Form S-8 No. 333-251506) pertaining to the AutoZone, Inc. 2020 Omnibus Incentive Award Plan;

of our reports dated October 25, 2021, with respect to the consolidated financial statements of AutoZone, Inc. and the effectiveness of internal control over financial reporting of AutoZone, Inc., included in this Annual Report (Form 10-K) of AutoZone, Inc. for the year ended August 28, 2021.

/s/ Ernst & Young LLP

Memphis, Tennessee
October 25, 2021

Exhibit 31.1

CERTIFICATION 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

I, William C. Rhodes, III, certify that:

1. I have reviewed this Annual Report on Form 10-K of AutoZone, Inc. ("registrant");

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

   (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
   (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
   (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
   (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

   (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
   (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

October 25, 2021

/s/ WILLIAM C. RHODES, III
William C. Rhodes, III
Chairman, President and
Chief Executive Officer
(Principal Executive Officer)

**CERTIFICATION 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**

I, Jamere Jackson, certify that:

1. I have reviewed this Annual Report on Form 10-K of AutoZone, Inc. (“registrant”);

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant’s other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

   (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
   (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
   (c) Evaluated the effectiveness of the registrant’s disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
   (d) Disclosed in this report any change in the registrant’s internal control over financial reporting that occurred during the registrant’s most recent fiscal quarter (the registrant’s fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant’s internal control over financial reporting; and

5. The registrant’s other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant’s auditors and the audit committee of the registrant’s board of directors (or persons performing the equivalent functions):

   (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant’s ability to record, process, summarize and report financial information; and
   (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant’s internal control over financial reporting.

October 25, 2021

/s/ JAMERE JACKSON
Jamere Jackson
Chief Financial Officer and Executive
Vice President – Finance and Store Development
(Principal Financial Officer)

Exhibit 32.1

CERTIFICATION PURSUANT TO
18 U.S.C. SECTION 1350, AS ADOPTED PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

In connection with the Annual Report of AutoZone, Inc. (the "Company") on Form 10-K for the fiscal year ended August 28, 2021 as filed with the SEC on the date hereof (the "Report"), I, William C. Rhodes, III, certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that:

(i) the Report fully complies with the requirements of Section 13(a) or Section 15(d) of the Securities Exchange Act of 1934; and

(ii) the information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

October 25, 2021

/s/ WILLIAM C. RHODES, III
William C. Rhodes, III
Chairman, President and
Chief Executive Officer
(Principal Executive Officer)

Exhibit 32.2

CERTIFICATION PURSUANT TO
18 U.S.C. SECTION 1350, AS ADOPTED PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

In connection with the Annual Report of AutoZone, Inc. (the "Company") on Form 10-K for the fiscal year ended August 28, 2021, as filed with the SEC on the date hereof (the "Report"), I, Jamere Jackson, certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that:

(i) the Report fully complies with the requirements of Section 13(a) or Section 15(d) of the Securities Exchange Act of 1934; and

(ii) the information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

October 25, 2021

/s/ JAMERE JACKSON
Jamere Jackson
Chief Financial Officer and Executive
Vice President – Finance and Store Development
(Principal Financial Officer)

Corporate Information

AutoZone's CEO Team

Our CEO Team, made up of all AutoZone's Officers, works tirelessly to support and continue to enhance the AutoZone that exists today. We lead as a team and we win as a team. Through their support and guidance, but most importantly through the commitment and passion of 105,000 AutoZoners, the Company is well positioned for future growth and prosperity.

Officers Customer Satisfaction

William C. Rhodes, III†
Chairman, President and Chief Executive Officer

Executive Vice Presidents Customer Satisfaction

Philip B. Daniele†
Merchandising, Supply Chain and Marketing

Mark A. Finestone†
Strategy and Innovation

Preston B. Frazer†
Store Operations, Commercial and Loss Prevention

Jamere Jackson†
Chief Financial Officer, Finance and Store Development

Thomas B. Newbern†
International, Information Technology and ALLDATA

Senior Vice Presidents Customer Satisfaction

K. Michelle Borninkhof†
Chief Information Officer

Eric S. Gould†
Supply Chain

Domingo Hurtado†
International

Dennis W. LeRiche†
Store Operations

Grant E. McGee†
Commercial

Seong Ohm†
Merchandising

Charlie Pleas, III†
Controller

Albert Saltiel†
Marketing and E-Commerce

Richard C. Smith†
Human Resources

Kristen Collier Wright†
General Counsel and Secretary

Vice Presidents Customer Satisfaction

Jarvis D. Allen
Stores

Jennie E. Anderson
Loss Prevention

Edward Beltran
Stores

B. Craig Blackwell
Stores

Charles D. Blank
Stores

Mauricio Braz
Presidente AutoZone do Brasil

Michael B. Campanaro
Information Technology

Brian L. Campbell
Tax, Treasury and Investor Relations

Chris Coletta
Tax

Catherine M. Culnane
Information Technology

Anthony J. Dudek
Information Technology

Robert A. Durkin
Distribution

Joseph Espinosa
Stores

Duane M. Findley
Commercial

Priya A. Galante
Assistant General Counsel and Assistant Secretary

Patricia N. Glancy
Talent Development, DEI & Communications

Timothy J. Goddard
Store Development

Omar Gomez
Stores

Jilyanna J. Greene
Field Human Resources

Matthew C. Harmon
Benefits, Compensation and HR Systems

Troy L. Hitchcock
Merchandising

Josh Hughes
Stores

Robert C. Hunter
Merchandise Pricing and Analysis

Joyce L. Johns
Internal Audit

Manoj Koratty
Chief Technology Officer

John R. Lammers
Merchandising

Maria M. Leggett
Assistant General Counsel and Assistant Secretary

Lindsay Lehman
Marketing

S. Jamey Maki
E-Commerce

Satwinder Mangat
President ALLDATA

M. Denise McCullough
Replenishment

David E. McKinney
Government and Community Relations

Jason M. McNeil
Global Sourcing

Bryan S. Mitchell
Chief Information Security Officer

J. Scott Murphy
Strategic Planning and Business Development

Anthony D. Rose, Jr.
Visual Merchandising and content

Nick Sarraf
Information Technology

Joe L. Sellers, Jr.
Commercial

Brett L. Shanaman
Store Operations

Steven M. Stoll
Merchandising

Patrick D.B. Webb
Presidente AutoZone de Mexico

Solomon A. Woldeslassie
Transportation

† Required to file under Section 16 of the Securities and Exchange Act of 1934.

Board of Directors

Douglas H. Brooks [2]
Former Chairman, President and
CEO – Brinker International

Michael M. Calbert [1]
Chairman
Dollar General Corporation
Retired Partner
Kohlberg Kravis Roberts & Co.

Linda A. Goodspeed [1,2]
Former Managing Partner and COO
WealthStrategies Financial Advisors

Earl G. Graves, Jr. [3*,†]
President and CEO
Black Enterprise

Enderson Guimaraes [3]
Former President and COO
Laureate Education Inc. and
President at PepsiCo

D. Bryan Jordan [1*,3]
President and CEO
First Horizon Corporation

Gale V. King [2]
Former Executive Vice President
& Chief Administrative Officer
Nationwide

George R. Mrkonic, Jr. [1, 2*]
Non-Executive Chairman
MARU Group

William C. Rhodes, III
Chairman, President and CEO
AutoZone, Inc.

Jill Soltau [3]
Former CEO J.C. Penney Corp., Inc.
and Former President and CEO
JoAnn Stores Inc.

(1) Audit Committee, (2) Compensation Committee, (3) Nominating and Corporate Governance Committee, * Committee Chair, † Lead Director

Transfer Agent and Registrar

Computershare Investor Services
P.O. Box 43069
Providence, RI 02940-3069
(877) 282-1168
(781) 575-2723
www.computershare.com

Annual Meeting

The Annual Meeting of Stockholders of AutoZone, Inc. will be held on Wednesday, December 15, 2021, 8:00 am Central Standard Time. The meeting will be held via webcast on the Company's investor Relations webpage. Instructions on how shareholders can attend the annual meeting are provided in the Proxy Statement.

Investor Relations Website

Available at www.autozone.com and click on "investor relations" at the bottom of the page

Company Websites

www.autozone.com
www.autozonepro.com
www.alldata.com
www.duralastparts.com

Stock Exchange Listing

New York Stock Exchange
Ticker Symbol: AZO

Auditors

Ernst & Young, LLP
Memphis, Tennessee

Code of Ethical Conduct

Available at www.autozone.com and click on "investor relations" at the bottom of the page

Corporate Social Responsibility Report

Available at www.autozone.com and click on "corporate and social responsibility report" at the bottom of the page

Form of 10-K / Quarterly Report

Stockholders may obtain, free of charge, a copy of AutoZone's annual report on Form 10-K, its quarterly reports on Form 10-Q as filed with the Securities and Exchange Commission and quarterly press releases by contacting

- Investor Relations
  P.O. Box 2198
  Memphis, TN 38101
- Phoning (901) 495-7185 or
- Emailing investor.relations@autozone.com

Copies of all documents filed by AutoZone with the Securities and Exchange Commission, including Annual Reports on Form 10-K and Quarterly Reports on Form 10-Q, are also available at the SEC's EDGAR server at www.sec.gov.

Stockholders of Record

As of October 18, 2021, there were 1,936 stockholders of record, excluding the number of beneficial owners whose shares were represented by security position listing.

123 S. Front Street
Memphis, TN 38103-3607
(901) 495-6500
www.autozone.com

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