



LIVE THE PLEDGE //



2015 ANNUAL REPORT

Notice of Annual Meeting of Stockholders and Proxy Statement



Corporate Profile

AutoZone, Inc. is the nation's leading retailer and a leading distributor of automotive replacement parts and accessories in the United States. We began operations in 1979 and at August 29, 2015, operated 5,141 AutoZone stores in the United States, including Puerto Rico; 441 stores in Mexico; seven stores in Brazil; and 20 Interamerican Motor Corporation ("IMC") branches. Each AutoZone 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 29, 2015, in 4,141 of our domestic AutoZone stores we also have a commercial sales program that provides commercial credit and prompt delivery of parts and other products to local, regional and national repair garages, dealers, service stations and public sector accounts. We also have commercial programs in select stores in Mexico and Brazil. IMC branches carry an extensive line

of original equipment quality import replacement parts. We also sell the ALLDATA brand automotive diagnostic and repair software through www.alldata.com and www.alldatadiy.com. Additionally, we sell automotive hard parts, maintenance items, accessories, and non-automotive products through www.autozone.com, and accessories and performance parts through www.autoanything.com, and our commercial customers can make purchases through www.autozonepro.com and www.imcparts.net. We do not derive revenue from automotive repair or installation services.

- 5,609 locations (5,141 in 49 states, the District of Columbia and Puerto Rico in the U.S., 441 stores in Mexico, seven stores in Brazil and 20 IMC branches)
- 4,141 domestic Commercial programs
- 10 Distribution centers (8 in the United States, 1 in México and 1 in Brazil)
- More than 81,000 AutoZoners

Selected Financial Highlights

(Dollars in millions, except per share data)	2011	2012	2013*	2014	2015
Net Sales	\$8,073	\$8,604	\$9,148	\$9,475	\$10,187
Operating Profit	\$1,495	\$1,629	\$1,773	\$1,830	\$1,953
Diluted Earnings per Share	\$19.47	\$23.48	\$27.79	\$31.57	\$36.03
After-Tax Return on Invested Capital**	31.5 %	33.1 %	32.9 %	32.1%	31.2%
Domestic Same Store Sales Growth	6.4 %	3.9 %	0.0 %	2.8 %	3.8%
Operating Margin	18.5 %	18.9 %	19.4 %	19.3 %	19.2%
Cash Flow from Operations	\$1,292	\$1,224	\$1,415	\$1,341	\$1,525

*2013 includes a 53rd week



**Certain balance sheet reclassifications have been made to the prior periods' financial information in order to conform to the current period's presentation due to the adoption of a new accounting standard.



Dear Customers, AutoZoners and Stockholders,

On behalf of our more than 81,000 AutoZoners, I am honored to update you on our progress during fiscal 2015 and to review our opportunities for 2016 and beyond. The operating theme for AutoZone in 2016 is "LIVE the Pledge". And, in many ways, this has been a continual theme for the last decade. Ten years ago, we made a very intentional shift to intensify our focus on leveraging our unique and powerful culture: our single largest point of differentiation. Our Pledge is one of the primary and most visible aspects of our culture. We must put customers first, know our parts and products, ensure our stores look great, and offer the best merchandise at the right price. Ten years ago when we enhanced our focus on our culture, our operating theme was "LIVE the Pledge". Sometimes "something old is new again" and we can never reinforce the importance of our culture enough. Our current team didn't invent this powerful culture. We inherited it from the leaders that came before us, but we take our role of constantly nurturing and evolving our culture extremely seriously. We recently celebrated AutoZone's 36th anniversary and it has been a remarkable 36 years! In 1979, when Pitt Hyde, our Founder, and his team embarked on this journey in the automotive aftermarket, they set the standard for great service in clean, well lit, well merchandised stores in convenient locations. In addition to creating a world class business, they had an objective to create tremendous opportunities for AutoZoners to far surpass their wildest career aspirations. Today, that vision has resulted in a \$10 billion enterprise that is highly profitable with very strong financial returns. We now have stores in 49 U.S. States, the District of Columbia, Puerto Rico, Mexico and Brazil. ALLDATA has expanded to Canada and Europe and we have opened a sourcing office in China. We have also expanded our offering to include both retail and commercial; on-line through autozone.com, autozonepro.com, alldata.com, alldatadiy.com, and autoanything.com; and with this year's acquisition of Interamerican Motor Corporation (IMC), we now have a business solely focused on import parts. Most importantly, we have more than 81,000 very talented, highly engaged, passionate, customer-focused AutoZoners who have tremendous opportunities to serve customers and build and enhance their careers. I would say our Founders had a great vision, and that vision is alive and well today.

What's Different

While our story is one of evolution, not revolution, we are excited about our possibilities heading into fiscal 2016. We will be continuing our focus on our inventory availability initiatives in 2016. This continuing effort is different than in past years. For several years, we focused on making small refinements to our business model. In 2015, we became more aggressive. We believed we could be successful with our ongoing strategies, but we saw an opportunity to grow sales in certain categories and customer segments that we had only been gradually growing. We recognized that this would require incremental capital investments and a higher expense structure, but we believed this was a chance to not only make sure we're keeping up with our industry peers, but continuing to lead. We tested and placed more product in our stores, taking our inventories per store up materially over the last year and half. We tested a more frequent replenishment model, utilizing our distribution centers. By the end of 2015, we were servicing about 1,000 of our 5,000 plus U.S. stores with multiple times per week distribution center deliveries. This focuses on improving our in-stock position of our core store-stocked product. We also expanded or built five "Mega Hubs". While our very successful 176 Hub stores carry a more extensive line of hard parts inventory than their surrounding stores, usually twice the number of skus, the Mega Hubs carry an even more extensive assortment, in some cases twice what a hub store carries. While the additional distribution center deliveries are focused on providing higher in-stock levels on products we stock in our stores, the Mega Hubs are focused on increasing local market availability. We have been extensively testing both increased delivery frequency and Mega Hubs for approximately two years and we recently reached a decision that both will become an important part of our supply chain strategy for the future. We expect that the majority of our stores will receive replenishment orders from our distribution centers three times per week or more in some cases and we will expand or build more than 25 Mega Hubs that will be able to provide substantially broader inventory assortments to the vast majority of our chain. In order to support these two initiatives, we will need to add two or three additional distribution centers to our existing eight domestic facilities. These distribution center additions will be completed over a few years and, once completed, will reduce drive times to stores in many markets, where distances were just too far for multiple deliveries per week. It will take a few years to completely implement all aspects of these changes, but we will begin aggressive implementation in fiscal 2016. We believe these well-planned and tested initiatives can improve both our Retail and Commercial businesses. While we will face cost headwinds to implement these initiatives, we are excited by their sales potential. Customers in our test markets are already recognizing our improvements, and results are showing we're making the right moves.

Secondly, during September 2014, we acquired IMC. IMC is the second largest distributor of OE quality import replacement parts in the United States. With its extensive line of original equipment brands for almost all European and Asian cars, we believe the IMC business itself has strong prospects and having access to these products will also benefit both our retail and commercial customers. We opened three new IMC locations this past year, and we expect to open a handful of additional branches in 2016. While we are rapidly expanding this business, we will continue to experience cost headwinds. We are very excited about IMC's growth potential in future years.

Thirdly, in fiscal 2015, we also continued with our international store growth, now operating 441 stores in Mexico and a handful of stores in Brazil. We expect that number to grow in 2016. We also are growing our ALLDATA software offering internationally, and expect that to be a continuing focus in 2016.

Lastly, we are expanding our fast-growing internet offerings. Utilizing our autozone.com, autozonepro.com and autoanything.com websites, we believe we are well positioned to serve our customers however they elect to interact with us. In 2016, we will continue our focus on both expanding our online product offerings and improving the shopping experience. While this business is growing at a faster pace than our "brick and mortar" business, it remains small in absolute terms. However, over time, as mobile shopping intensifies, it will only expand. We have to stay out in front in this sector of our industry. Our customers expect us to offer this shopping convenience and additional avenues for trustworthy advice to maintain, enhance or repair their vehicle.

We are proud of what we've accomplished this past year: record sales, profits, profits per share, and cash flow generation. But we continue to have opportunities as we must continue to enhance our offerings to meet our customers where, when and how they want to interact with us. Looking forward, 2016 will be a busy year for us as we have many growth opportunities.

We believe Fiscal 2015 lays a strong foundation for an even better year in 2016. 2015 was a year of testing and studying. In fiscal 2016, we will begin executing our new initiatives. We continued to increase our investments in our information systems infrastructure. This aggressive investment will help build upon and improve what we believe to be the best systems in our industry.

Summary of 2015 Results

During 2015, we had many successes. We exceeded \$10 billion in sales for the first time in our company's rich history, up 7.5% over fiscal year 2014, and we delivered \$36.03 in earnings per share, up 14.1% over 2014. We also:

- Expanded our domestic store base by a net 157 stores across 49 states and Puerto Rico
- Opened 296 net new Commercial programs, ending the year with commercial programs in 81% of our domestic store base
- Increased our presence in Mexico by 39 stores ending with 441 stores
- Opened two additional stores in Brazil, for a total of seven stores
- Significantly grew our on-line offerings at autozone.com, autozonepro.com and autoanything.com
- Acquired and began the expansion of IMC
- Opened 10 additional Hub stores, finishing the fiscal year with 176 Hubs (including five "Mega Hubs")
- Continued with our industry leading Return on Invested Capital (ROIC) reporting 31.2% for fiscal 2015
- Generated a record \$1.5 billion of Operating Cash Flow, up 13.7% over last year
- Repurchased more than \$1 billion in shares for the seventh consecutive year

Our success is directly attributable to our 81,000+ great AutoZoners and their commitment to customer service, our Pledge and Values.



We are looking forward to 2016!

U.S. Retail

We are the country's largest retailer of automotive aftermarket products with more than 5,100 stores across 49 United States. Our retail initiatives for 2015 were: (1) Great People Providing Great Service; (2) Commercial Growth; (3) Leveraging the Internet; (4) Leveraging Technology to improve the customer experience while optimizing efficiencies; and (5) Improving Inventory Availability.

Our retail initiatives generally don't change significantly from year to year. Our Great People Providing Great Service initiative has been and will continue to be a constant as it is always imperative we have great people providing great service. Technology continued to be a larger focus for our organization. We are committed to a multi-year approach to enhancing our systems, both hardware and software, to ensure our AutoZoners have the best, most reliable tools available. Building on our heightened investment in technology in 2014, we significantly increased our investment in this area again in 2015. We expect an increased level of investment for years to come.

As discussed above, we continued testing different inventory availability models in 2015. And on our year end earnings call, we discussed our detailed rollout plan for both more frequent weekly deliveries from our distribution centers to our stores and more Mega Hub openings. We expect to increase multiple deliveries per week to approximately another 1,000 domestic stores in 2016. We also plan to open additional Mega Hubs. This is in line with a multiple delivery per week plan to have a majority of our 5,000 domestic stores on multiple distribution center deliveries and to have approximately 25 total Mega Hub stores in operation over the next few years. While there are incremental delivery and warehousing costs to deliver more frequently, our testing has shown a sales lift that appropriately hurdles our internal rate of return model. We believe, with consumers driving more and gas prices down recently, the potential for Retail industry growth in 2016 is strong.

U.S. Commercial

In fiscal 2015, our Commercial sales grew 13.1% over last year. This customer base remains highly fragmented, and we see tremendous opportunities to increase market share. We opened 296 net new programs this past year, and have opened an amazing 1,088 net new programs over the last three years. Currently, 26% of our Commercial programs are three years old or less. We now have the commercial program in 81% of our domestic stores and we see opportunities to continue to open additional programs and grow sales in our existing programs. In 2015, we intensified our focus on growing our "mature programs" and specifically our "mature customers". We made meaningful improvement in 2015 and will continue these efforts in 2016. Additionally, through our recent IMC acquisition, we believe we can provide a wider product assortment to our existing customers. We believe we are well positioned for growth in Commercial for 2016 and beyond.

International

With over 440 locations across Mexico, and just a handful in Brazil, we continued our strategy of international store development during 2015. While our business model performed well this past year, we were challenged by exchange rate fluctuations that hurt translation of local currency profits into their U.S. dollar equivalents. With the bulk of our outside-the-U.S. business being done in Mexico, the Peso devalued 28% over our fiscal year. While a serious headwind to dollar profits in 2015, we managed the business well during the year. Also, we have focused on improving our information systems within our international operations. Our goal is to have all our stores across the world on the same platform. This is a challenging task since there are differing requirements for doing business in Brazil versus Mexico, for example. This common platform development will take a few years to complete. We have a well-developed business in Mexico and will continue to expand our presence there. In Brazil, we remain in test phase as we continue to work to develop a model that works well for our Brazilian customers and is financially viable. We made very encouraging progress in Brazil in 2015 but we aren't yet prepared to determine our long-term plans. We are excited about our International opportunities.

Digital Integration

The Digital Integration concept was introduced at the beginning of fiscal 2014 and we continue to develop and refine our initiatives in this area. This effort strives to leverage all our "digital assets" to both communicate with and sell more effectively to our customers. We have a wealth of data, content and customer relationships from AutoZone retail and commercial, ALLDATA, autozone.com, autozonepro.com, AutoAnything and IMC. Our goal is to combine these views and look at our customers on a more holistic basis. We remain in the early stages of this initiative, but we understand our challenges and see our opportunities. This promises to be an important part of our thinking on customer relationships for years to come, and this will remain a key focus in 2016.

Our Future

As mentioned in the opening, our operating theme for 2016 is “LIVE the Pledge.” This is a continuation of past years’ priorities. We have always understood there are choices our customers can make on where they shop, and we don’t take that for granted. Every customer interaction is an opportunity for us to “surprise and delight”, leading our customers to say “WOW!” or conversely, an opportunity for us to disappoint a customer – an unacceptable outcome. In this vein, we are also taking the approach to never saying “no” to our customer’s requests. We are challenging ourselves in 2016 to do whatever it takes to fulfill our customers’ needs. Although this may be impossible to achieve completely due to all the different makes and models in the U.S. vehicle population, we are determined to raise our “yes percentage” to our customers.

For fiscal 2016, our key priorities are similar to last year. We will focus on: (1) Great People Providing Great Service; (2) Commercial Growth; (3) Leveraging the Internet; (4) Improving Inventory Availability; and (5) “Yes! We’ve Got It.” Our approach remains one of consistency where superior execution is a competitive differentiator. But, our approach must also evolve over time to meet and exceed our customers’ needs, and each of these efforts is focused on enhancing our operations to provide a superior experience for all of our customers. We have a solid business model that is built on delivering consistent financial results. This past quarter, we celebrated our 36th consecutive quarter of double digit EPS growth. We are very pleased with this amazing accomplishment but past success does not equate to future success. As we think about the future, we intend to continue to grow new store square footage at an annual rate of three to four percent and we expect to continue to grow our Commercial business at an accelerated rate. Therefore, we look to routinely grow EBIT dollars in the low to mid-single digit range, or better in times of strength. And we will continue to leverage our historically strong cash flows to repurchase shares in order to grow our earnings per share into double digits. We will invest in initiatives that provide us with an appropriate return. Our Return on Invested Capital, at 31.2%, is one of the best in all of hardlines retailing. We will continue to be good stewards of capital as we understand the capital we deploy is your capital.

Lastly, I want to thank our AutoZoners for their dedication and hard work in 2015. They have performed well in both good and more challenging times. They embrace our culture with an intense passion to provide our customers with an exceptional experience. As we begin 2016, we must continue to focus on our customers’ needs and exceed their expectations. We have an ambitious rollout schedule planned for multiple weekly inventory deliveries, and we expect to open more Mega Hub stores. I would also like to thank our vendors for their ongoing commitment to our collective success. Finally, I would like to thank you, our stockholders, for the confidence you have placed in us by your decision to invest in our company. 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.

We have a wonderful culture that has been built over the past 36 years. While we have performed well in the past, we have to remain passionate about our Pledge, culture and values to earn our customers’ business. I continue to believe our best days are ahead. Thank you for staying in the Zone with us for all these years.

We look forward to updating you on our continued success well into the future.

Sincerely,



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 16, 2015**

Proxy

What: Annual Meeting of Stockholders
When: December 16, 2015, 8:00 a.m. Central Standard Time
Where: J. R. Hyde III Store Support Center
123 South Front Street
Memphis, Tennessee

**Stockholders
will vote regarding:**

- Election of eleven directors
- Ratification of the appointment of Ernst & Young LLP as our independent registered public accounting firm for the 2016 fiscal year
- Approval of Amended and Restated AutoZone, Inc. 2011 Equity Incentive Award Plan
- Advisory vote on executive compensation
- Action upon a stockholder proposal, if properly presented at the Annual Meeting
- The transaction of other business that may be properly brought before the meeting

Record Date: Stockholders of record as of October 19, 2015, may vote at the meeting.

By order of the Board of Directors,

Kristen C. Wright
Secretary

Memphis, Tennessee
October 26, 2015

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.

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AutoZone, Inc.
123 South Front Street
Memphis, Tennessee 38103
Proxy Statement
for
Annual Meeting of Stockholders
December 16, 2015

Proxy

The Meeting

The Annual Meeting of Stockholders of AutoZone, Inc. will be held at AutoZone's offices, the J. R. Hyde III Store Support Center, 123 South Front Street, Memphis, Tennessee, at 8:00 a.m. CST on December 16, 2015.

About this Proxy Statement

Our Board of Directors has sent you this Proxy Statement to solicit your vote at the Annual Meeting. This Proxy Statement contains important information for you to consider when deciding how to vote on the matters brought before the Meeting. Please read it carefully.

In this Proxy Statement:

- "AutoZone," "we," "us," and "the Company" mean AutoZone, Inc.
- "Annual Meeting" or "Meeting" means the Annual Meeting of Stockholders to be held on December 16, 2015, at 8:00 a.m. CST at the J. R. Hyde III Store Support Center, 123 South Front Street, Memphis, Tennessee.
- "Board" means the Board of Directors of AutoZone, Inc.

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.

This Proxy Statement is first being sent or given to security holders on or about October 26, 2015.

IMPORTANT NOTICE REGARDING THE AVAILABILITY OF PROXY MATERIALS FOR THE STOCKHOLDER MEETING TO BE HELD ON DECEMBER 16, 2015. This Proxy Statement and the annual report to security holders are available at www.autozoneinc.com.

Information about Voting

What matters will be voted on at the Annual Meeting?

At the Annual Meeting, stockholders will be asked to vote on the following proposals:

1. to elect eleven directors;
2. to ratify the appointment of Ernst & Young LLP as our independent registered public accounting firm for the 2016 fiscal year;
3. to approve the Amended and Restated AutoZone, Inc. 2011 Equity Incentive Award Plan;

4. to approve an advisory vote on executive compensation; and
5. to act upon a stockholder proposal, if properly presented at the Annual Meeting

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

Who is entitled to vote at the Annual Meeting?

The record date for the Annual Meeting is October 19, 2015. 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 Meeting is our common stock. Each share of common stock is entitled to one vote on all matters that come before the Meeting. At the close of business on the record date, October 19, 2015, we had 30,485,243 shares of common stock outstanding.

How do I vote my shares?

You may vote your shares in person or by proxy:

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 submit your voting instructions by telephone by following the instructions printed on the enclosed proxy card. If you submit your voting instructions 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 printed on the enclosed proxy card. If you vote on the Internet, you do not have to mail in your proxy card.

3. *By Mail:* If you properly complete and sign the enclosed proxy card and return it in the enclosed envelope, it will be voted in accordance with your instructions. The enclosed envelope requires no additional postage if mailed in the United States.

In Person: You may attend the Annual Meeting and vote in person. If you are a registered holder of your shares (if you hold your stock in your own name), you need only to attend the Meeting. However, if your shares are held in an account by a broker, you will need to present a written consent from your broker permitting you to vote the shares in person at the Annual Meeting.

What if I have shares in the AutoZone Employee Stock Purchase Plan?

If you have shares in an account under the AutoZone Employee Stock Purchase Plan, you have the right to vote the shares in your account. To do this you must grant your proxy by telephone or over the Internet by following the instructions on the proxy card or you must sign and timely return the proxy card you received with this Proxy Statement.

How will my vote be counted?

Your vote for your shares will be cast 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 Amended and Restated AutoZone, Inc. 2011 Equity Incentive Award Plan, FOR the advisory vote on executive compensation, AGAINST the stockholder proposal concerning political disclosure and accountability, and in the proxies' discretion on any other matter that may properly be brought before the Meeting or any adjournment of the Meeting.

The votes will be tabulated and certified by our transfer agent, Computershare. A representative of Computershare will serve as the inspector of election.

Can I change my vote after I submit my proxy?

Yes, you may revoke your proxy at any time before it is voted at the Meeting by:

- giving written notice to our Secretary that you have revoked the proxy, or
- providing a later-dated proxy.

Any written notice should be sent to the Secretary at 123 South Front Street, Dept. 8074, Memphis, Tennessee 38103.

How many shares must be present to constitute a quorum for the Meeting?

Holders of a majority of the shares of the voting power of the Company's stock must be present in person or by proxy in order for a quorum to be present. 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 Meeting, until a quorum is present or represented. Any business which could have been transacted at the Meeting as originally scheduled can be conducted at the adjourned meeting.

Are there any agreements with stockholders concerning the Annual Meeting?

There are no agreements with any stockholders concerning the Annual Meeting.

Corporate Governance Matters**Independence*****How many independent directors does AutoZone have?***

Our Board of Directors has determined that ten of our current eleven directors are independent: Douglas H. Brooks, Linda A. Goodspeed, Sue E. Gove, Earl G. Graves, Jr., Enderson Guimaraes, J.R. Hyde, III, D. Bryan Jordan, W. Andrew McKenna, George R. Mrkonic, Jr., and Luis P. Nieto, Jr. All of these directors meet the independence standards of our Corporate Governance Principles and the New York Stock Exchange listing standards.

How does AutoZone determine whether a director is independent?

In accordance with AutoZone's Corporate Governance Principles, a director is considered independent if the director:

- has not been employed by AutoZone within the last five years;
- has not been employed by AutoZone's independent auditor in the last five years;
- is not, and is not affiliated with a company that is, an adviser, or consultant to AutoZone or a member of AutoZone's senior management;
- is not affiliated with a significant customer or supplier of AutoZone;
- has no personal services contract with AutoZone or with any member of AutoZone's senior management;
- within the last three years, has not had any business relationship with AutoZone for which AutoZone has been or will be required to make disclosure under Rule 404(a) or (b) of Regulation S-K of the Securities and Exchange Commission as currently in effect;

- receives no compensation from AutoZone other than compensation as a director;
- is not employed by a public company at which an executive officer of AutoZone serves as a director;
- has not had any of the relationships described above with any affiliate of AutoZone; and
- is not a member of the immediate family of any person with any relationships described above.

The term “affiliate” as used above is defined as any parent or subsidiary entity included in AutoZone’s consolidated group for financial reporting purposes.

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 (listed above). 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 2015, 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 Chairman of the Board, President and 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);
- has established a Daylight Overdraft line which allows AutoZone to make large payments early in the morning creating a “daylight” overdraft which is rectified at the end of the day;
- acts as Trustee for AutoZone’s pension plan;
- offers brokerage services to AutoZone employees exercising stock options, and
- holds various AutoZone deposit accounts.

During fiscal 2015, First Horizon National Corporation did business with AutoZone in arm’s length transactions which were not, individually or cumulatively, material to either AutoZone or First Horizon National Corporation and which did not materially benefit Mr. Jordan, either directly or indirectly.

The Board also considered the fact that Mr. Brooks is a member of the board of directors of Southwest Airlines. During fiscal 2015, AutoZone purchased airline tickets from Southwest Airlines which were not, individually or cumulatively, material to either AutoZone or Southwest Airlines and which did not materially benefit Mr. Brooks, either directly or indirectly.

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.

Based on its review of the above matters, the Board determined that none of Messrs. Brooks, Graves, Guimaraes, Hyde, Jordan, McKenna, Mrkonic, or Nieto or Ms. Goodspeed or Gove has a material relationship with the Company 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.

Board Leadership Structure

Our Board believes that having a combined Chairman/CEO, independent members and chairs for each of our Board committees and an independent Lead Director currently provides the best board leadership 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. Our Lead Director is a non-employee director who is elected by the Board. Earl G. Graves, Jr., a director since 2002, currently serves as our Lead Director.

Our Lead Director:

- Chairs Board meetings when the Chairman is not present, including presiding at all executive sessions of the Board (without management present) at every regularly scheduled Board meeting;
- Works with management to determine the information and materials provided to Board members;
- Approves Board meeting agendas, schedules and other information 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 liaison between the Chairman and the independent directors.

Board Risk Oversight

Oversight of risk management is a responsibility of the Board of Directors 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 of Directors is primarily responsible for ensuring that management has established and adequately resourced processes for identifying and preparing the Company to manage risks effectively. 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 reviews periodically 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.

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 of Directors meeting.

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 annually. 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 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.

Other Board committees also consider significant risks within their areas of responsibility. The Compensation Committee considers risk in connection with the design of AutoZone's compensation programs. The Nominating and Corporate Governance Committee oversees risks related to the Company's governance policies and practices.

Corporate Governance Documents

Our Board of Directors has adopted Corporate Governance Principles; charters for its Audit, Compensation, and Nominating & Corporate Governance Committees; a Code of Business Conduct & Ethics for directors, officers and employees of AutoZone; and a Code of Ethical Conduct for Financial Executives. Each of these documents is available on our corporate website at www.autozoneinc.com and is also available, free of charge, in print to any stockholder who requests it.

Meetings and Attendance

How many times did AutoZone's Board of Directors meet during the last fiscal year?

During the 2015 fiscal year, the Board of Directors held four meetings.

Did any of AutoZone's directors attend fewer than 75% of the meetings of the Board and their assigned committees?

All of our directors attended at least 75% of the meetings of the Board and their assigned committees during the fiscal year.

What is AutoZone's policy with respect to directors' attendance at the Annual Meeting?

As a general matter, all directors are expected to attend our Annual Meetings. At our 2014 Annual Meeting, all directors were present.

Do AutoZone's non-management directors meet regularly in executive session?

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.

Committees of the Board

What are the standing committees of AutoZone's Board of Directors?

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

Audit Committee

What is the function of the Audit Committee?

The Audit Committee is responsible for:

- 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.

Who are the members of the Audit Committee?

The Audit Committee consists of Ms. Goodspeed, Ms. Gove, Mr. Jordan, Mr. McKenna (Chair), Mr. Mrkonic, and Mr. Nieto.

Are all of the members of the Audit Committee independent?

Yes, the Audit Committee consists entirely of independent directors under the standards of AutoZone’s Corporate Governance Principles and the listing standards of the New York Stock Exchange.

Does the Audit Committee have an Audit Committee Financial Expert?

The Board has determined that Ms. Goodspeed, Ms. Gove, Mr. Jordan, Mr. McKenna, Mr. Mrkonic and Mr. Nieto each meet the qualifications of an audit committee financial expert as defined by the Securities and Exchange Commission. All members of the Audit Committee meet the New York Stock Exchange definition of financial literacy.

How many times did the Audit Committee meet during the last fiscal year?

During the 2015 fiscal year, the Audit Committee held nine meetings.

Where can I find the charter of the Audit Committee?

The Audit Committee’s charter is available on our corporate website at www.autozoneinc.com and is also available, free of charge, in print to any stockholder who requests it.

Audit Committee Report

The Audit Committee of AutoZone, Inc. has reviewed and discussed AutoZone’s audited financial statements for the year ended August 29, 2015, 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 Statement on Auditing Standards No. 61, *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 Committee.

The 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 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 of Directors the inclusion of AutoZone’s audited financial statements in the annual report for the fiscal year ended August 29, 2015, on Form 10-K 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 of Directors.

- W. Andrew McKenna (Chair)
- Linda A. Goodspeed
- Sue E. Gove
- D. Bryan Jordan
- George R. Mrkonic, Jr.
- Luis P. Nieto

The above Audit Committee Report does not constitute soliciting material and should not be deemed filed or incorporated by reference into any other Company filing under the Securities Act of 1933 or the Securities Exchange Act of 1934, except to the extent the Company specifically incorporates this Report by reference therein.

Compensation Committee

What is the function of the 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 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 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 32.

Who are the members of the Compensation Committee?

The Compensation Committee consists of Mr. Brooks, Ms. Goodspeed, Mr. Graves (Chair), Mr. McKenna, and Mr. Mrkonic, all of whom are independent directors under the standards of AutoZone's Corporate Governance Principles and the listing standards of the New York Stock Exchange.

How many times did the Compensation Committee meet during the last fiscal year?

During the 2015 fiscal year, the Compensation Committee held seven meetings.

Where can I find the charter of the Compensation Committee?

The Compensation Committee's charter is available on our corporate website at www.autozoneinc.com and is also available, free of charge, in print to any stockholder who requests it.

Nominating and Corporate Governance Committee

What is the function of the Nominating and Corporate Governance Committee?

The Nominating and Corporate Governance Committee ensures that:

- qualified candidates are presented to the Board of Directors for election as directors;
- the Board of Directors has adopted appropriate corporate governance principles that best serve the practices and objectives of the Board of Directors; and
- AutoZone's Articles of Incorporation and By-Laws are structured to best serve the interests of the stockholders.

Who are the members of the Nominating and Corporate Governance Committee?

The Nominating and Corporate Governance Committee consists of Ms. Gove (Chair), Mr. Guimaraes, Mr. Jordan and Mr. Nieto, all of whom are independent directors under the standards of AutoZone's Corporate Governance Principles and the listing standards of the New York Stock Exchange.

How many times did the Nominating and Corporate Governance Committee meet during the last fiscal year?

During the 2015 fiscal year, the Nominating and Corporate Governance Committee held three meetings.

Where can I find the charter of the Nominating and Corporate Governance Committee?

The Nominating and Corporate Governance Committee's charter is available on our corporate website at www.autozoneinc.com and is also available, free of charge, in print to any stockholder who requests it.

Director Nomination Process

What is the Nominating and Corporate Governance Committee’s policy regarding consideration of director candidates recommended by stockholders? How do stockholders submit such recommendations?

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 AutoZone’s Sixth Amended and Restated By-Laws (“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 www.autozoneinc.com.

What qualifications must a nominee have in order to be recommended by the Nominating and Corporate Governance Committee for a position on the Board?

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 www.autozoneinc.com.

How does the Nominating and Corporate Governance Committee identify and evaluate nominees for director?

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, and also reviews the composition of the full Board 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 above, 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 the By-Laws, will receive the same consideration as the Nominating and Corporate Governance Committee’s other potential nominees.

Procedure for Communication with the Board of Directors

How can stockholders and other interested parties communicate with the Board of Directors?

Stockholders and other interested parties may communicate with the Board of Directors by writing to the Board, to any individual director or to the non-management directors as a group c/o Secretary, AutoZone, Inc., 123 South Front Street, Dept. 8074, Memphis, Tennessee 38103. All such communications will be forwarded unopened to the addressee. Communications addressed to the Board of Directors or to the non-management directors as a group will be forwarded to the Chair of the Nominating and Corporate Governance Committee, and communications addressed to a committee of the Board will be forwarded to the chair of that committee.

Compensation of Directors

Director Compensation Table

This table shows the compensation paid to our non-employee directors during the 2015 fiscal year. No amounts were paid to our non-employee directors during the 2015 fiscal year that would be classified as “Option Awards,” “Non-Equity Incentive Plan Compensation,” “Changes in Pension Value and Nonqualified Deferred Compensation Earnings” or “All Other Compensation,” so these columns have been omitted from the table.

<u>Name (1)</u>	<u>Fees Paid in Cash (\$) (2)</u>	<u>Stock Awards (\$) (3)</u>	<u>Total (\$)</u>
Douglas H. Brooks	81,319	124,998	206,317
Linda A. Goodspeed	86,740	124,998	211,738
Sue E. Gove	—	209,996	209,996
Earl G. Graves, Jr.	—	224,997	224,997
Enderson Guimaraes	—	199,997	199,997
J.R. Hyde, III	—	199,997	199,997
D. Bryan Jordan	—	205,000	205,000
W. Andrew McKenna	31,754	219,995	251,749
George R. Mrkonic, Jr.	—	205,000	205,000
Luis Nieto	86,740	124,998	211,738

- (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 44.
- (2) Under the AutoZone, Inc. 2011 Equity Incentive Award Plan, AutoZone’s non-employee directors receive their director compensation in the form of Restricted Stock Units, which are contractual rights to receive in the future a share of AutoZone stock. Upon timely election, non-employee directors may elect to receive \$75,000 of the annual retainer fee, plus any additional fees, in the form of cash, paid in quarterly installments in advance (on January 1, April 1, July 1 and October 1 of each calendar year). This column represents the portion of the Director Compensation that was paid in cash and earned in fiscal year 2015.
- (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 2011 Equity Plan during fiscal 2015. See Note B, Share-Based Payments, to our consolidated financial statements in our 2015 Annual Report 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 2015 are shown in the following footnote 4. See “Security Ownership of Management and Board of Directors” on page 13 for more information about our directors’ stock ownership.

(4) As of August 29, 2015, each current non-employee director had the following aggregate number of outstanding Stock Units, Restricted Stock Units and stock options:

<u>Name</u>	<u>Stock Units (#)</u>	<u>Restricted Stock Units (#)</u>	<u>Stock Options (#)</u>
Douglas H. Brooks	—	622	—
Linda A. Goodspeed	—	903	—
Sue E. Gove	280	2,617	—
Earl G. Graves, Jr.	3,417	2,804	5,000
Enderson Guimaraes	—	1,356	—
J.R. Hyde, III	7,505	2,492	15,000
D. Bryan Jordan	—	919	—
W. Andrew McKenna	4,247	2,543	12,000
George R. Mrkonic, Jr	1,405	2,555	—
Luis Nieto	1,136	2,258	—

Narrative Accompanying Director Compensation Table

AutoZone’s current director compensation program became effective January 1, 2014.

Annual Retainer Fees. Non-employee directors receive an annual retainer fee of \$200,000 (the “Annual Retainer”). The lead director and the chair of the Audit Committee each receive an additional fee (“Additional Fee”) of \$20,000 annually, the chairs of the Compensation Committee and the Nominating and Corporate Governance Committee each receive an Additional Fee of \$5,000 per year, and the non-chair members of the Audit Committee each receive an Additional Fee of \$5,000 per year (such Additional Fees, together with the Annual Retainer, the “Director Compensation”). There are no meeting fees.

Under the AutoZone, Inc. 2011 Equity Incentive Award Plan (the “2011 Equity Plan”), which replaced the 2003 Director Compensation Plan and the 2003 Director Stock Option Plan (each as defined below), 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. Upon timely delivery of an election form, a non-employee director may elect to receive \$75,000 of the Annual Retainer plus any Additional Fees in the form of cash, paid in quarterly installments, with the remainder of the Annual Retainer paid in the form of Restricted Stock Units. 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 the beginning of a calendar quarter, he or she will receive the Annual Retainer and/or Additional Fees, prorated based on the number of days remaining in the calendar year or quarter, as appropriate.

Restricted Stock Units become payable on the earlier to occur of (1) the fifth anniversary of the grant date, or (2) the date on which the non-employee director ceases to be a director (the “Payment 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.

Other Predecessor Plans

The AutoZone, Inc. Second Amended and Restated Director Compensation Plan and the AutoZone, Inc. Fourth Amended and Restated 1998 Director Stock Option Plan were terminated in December 2002 and were 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. 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.

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 three times the value of the base 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 and the 2011 Equity Plan count toward this requirement. The in-the-money value of vested stock options does not count toward this requirement.

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. Unless stated otherwise in the notes to the table, each person named below has sole authority to vote and invest the shares shown.

Beneficial Ownership as of October 19, 2015

<u>Name of Beneficial Owner</u>	<u>Shares</u>	<u>Deferred Stock Units(1)</u>	<u>Options(2)</u>	<u>Restricted Stock Units(3)</u>	<u>Total</u>	<u>Ownership Percentage</u>
Douglas H. Brooks	355	0	0	622	977	*
Linda A. Goodspeed	0	0	0	903	903	*
Sue E. Gove	58	280	0	2,617	2,955	*
Earl G. Graves, Jr.	0	3,417	4,000	2,804	10,221	*
Enderson Guimaraes	0	0	0	1,356	1,356	*
J. R. Hyde, III(4)	91,010	7,505	15,000	2,492	116,007	*
D. Bryan Jordan	240	0	0	919	1,159	*
W. Andrew McKenna	3,751	4,247	12,000	2,543	22,541	*
George R. Mrkonic, Jr.	0	1,405	0	2,555	3,960	*
Luis P. Nieto	0	1,136	0	2,258	3,394	*
William C. Rhodes, III(5)	46,109	0	135,425	0	181,534	*
William T. Giles	8,092	0	78,475	0	86,567	*
William W. Graves	6,065	0	46,775	0	52,840	*
Mark A. Finestone	3,128	0	49,175	0	52,303	*
Thomas B. Newbern	4,659	0	24,800	0	29,459	*
All current directors and executive officers as a group (21 persons)	170,130	17,990	510,013	19,069	717,202	2.4%

* 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 60 days of October 19, 2015.
- (3) Includes Restricted Stock Units that may be acquired within sixty (60) days of termination of service as a director.
- (4) Includes 91,010 shares pledged as security by Mr. Hyde. Does not include 2,000 shares owned by Mr. Hyde's wife.

- (5) Includes 25,000 performance-restricted stock units that vested October 1, 2015. Also includes 1,694 shares held as custodian for Mr. Rhodes' children, 88 shares held as trustee of trusts for Mr. Rhodes' children and 17,696 owned by a trust for Mr. Rhodes' wife.

Security Ownership of Certain Beneficial Owners

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

<u>Name and Address of Beneficial Owner</u>	<u>Shares</u>	<u>Ownership Percentage(1)</u>
T. Rowe Price Associates, Inc.(2) 100 East Pratt Street Baltimore, MD 21202	3,930,615	12.9%
FMR LLC(3) 245 Summer Street Boston, MA 02210	2,714,540	8.9%
Massachusetts Financial Services Co.(4) 111 Huntington Avenue, 24 th Floor Boston, MA 02199	2,004,215	6.6%
The Vanguard Group, Inc.(5) PO Box 2600, V26 Valley Forge, PA 19482	1,777,564	5.8%

- (1) The ownership percentages are calculated based on the number of shares of AutoZone common stock outstanding as of October 19, 2015.
- (2) The source of this information is the Form 13F filed by T. Rowe Price Associates, Inc. on August 14, 2015 for the quarter ending June 30, 2015.
- (3) The source of this information is the Form 13F filed by FMR LLC on August 25, 2015 for the quarter ending June 30, 2015. The shares are beneficially owned by a group consisting of Fidelity Management & Research Co. and FMR CO LLC (2,388,126 shares); Pyramis Global Advisors, LLC (152,860 shares); Pyramis Global Advisors (Canada), ULC (126,600 shares); Pyramis Global Advisors Trust Co. (30,220 shares); Fidelity Management Trust Co. (10,846 shares); and Strategic Advisers Inc. (5,888 shares).
- (4) The source of this information is the Form 13F filed by Massachusetts Financial Services Co. on August 13, 2015 for the quarter ending June 30, 2015. The shares are beneficially owned by a group consisting of Massachusetts Financial Services Co. (1,016,975 shares); MFS Institutional Advisors, Inc. (388,000 shares); MFS Investment Management K.K. (209,875 shares); MFS International (U.K.) Limited (204,543 shares); MFS Investment Management Company (LUX) S.A.R.L. (87,508 shares); MFS Investment Management Canada Limited (71,492 shares); MFS Heritage Trust Company (18,835); and MFS International Singapore Pte. Ltd. (6,987 shares).
- (5) The source of this information is the Form 13F filed by The Vanguard Group, Inc. on August 13, 2015 for the quarter ending June 30, 2015. The shares are beneficially owned by a group consisting of Vanguard Group Inc. (1,724,340 shares); Vanguard Fiduciary Trust Co. (43,124 shares); and Vanguard Investments Australia, Ltd. (10,100 shares).

THE PROPOSALS

PROPOSAL 1 — Election of Directors

Eleven directors will be elected at the Annual Meeting to serve until the annual meeting of stockholders in 2016. Pursuant to AutoZone's Sixth 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 at www.autozoneinc.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.

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. 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, but 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 of Directors 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 the substitute nominee recommended by the Board of Directors, or the Board of Directors may reduce the number of directors on the Board.

Each of the nominees named below was elected a director at the 2014 annual meeting.

Nominees

The nominees are:

Douglas H. Brooks, 63, has been a director since 2013. He is retired. 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. Mr. Brooks is also a director of Southwest Airlines and Club Corp.

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 knowledge of international operations, his experience as a chief executive officer of a public company, his experience managing a company with a focus on customer service, his owner orientation, and his board experience as well as his integrity, energy, and willingness to spend time on and interest in AutoZone.

Linda A. Goodspeed, 53, has been a director since 2013. She is currently the Chief Operating Officer and a Managing Partner at WealthStrategies Financial Advisors, positions she has 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 Columbus McKinnon Corp. and American Electric Power Co., Inc.

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 and previous position as the chief information officer of a service company, her owner orientation, her board experience and her executive management skills, as well as her integrity, energy, and willingness to spend time on and interest in AutoZone.

Sue E. Gove, 57, has been a director since 2005. She is currently the President of Excelsior Advisors, LLC. She had been the President of Golfsmith International Holdings, Inc. from February 2012 through April 2014 and Chief Executive Officer from October 2012 through April 2014. Previously, she was Chief Operating Officer of Golfsmith International Holdings, Inc. from September 2008 through October 2012, Executive Vice President from September 2008 through February 2012 and Chief Financial Officer from March 2009 through July 2012. Ms. Gove previously had been a self-employed consultant since April 2006, serving clients in specialty retail and private equity. Ms. Gove was a consultant for Prentice Capital Management, LP from April 2007 to March 2008. She was a consultant for Alvarez and Marsal Business Consulting, L.L.C. from April 2006 to March 2007. She was Executive Vice President and Chief Operating Officer of Zale Corporation from 2002 to March 2006 and a director of Zale Corporation from 2004 to 2006. She was Executive Vice President, Chief Financial Officer of Zale Corporation from 1998 to 2002 and remained in the position of Chief Financial Officer until 2003. She is also a director of Iconix Brand Group, Inc. and Logitech International, SA.

Experience, Skills and Qualifications: The Board believes Ms. Gove is qualified to serve as a director of the Company based on her experience in executive retail operations and finance roles, her knowledge of accounting, financial reporting, and financial systems, her executive management skills, her owner orientation, and her board experience, as well as her integrity, energy, and willingness to spend time on and interest in AutoZone.

Earl G. Graves, Jr., 53, 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, as well as his integrity, energy, and willingness to spend time on and interest in AutoZone.

Anderson Guimaraes, 56, has been a director since 2012. He has been the President and Chief Operating Officer for Laureate Education, Inc. since September 2015. He was Executive Vice President, Global Categories and Operations of PepsiCo, Inc. from January 2015 through July 2015. He served as Chief Executive Officer of PepsiCo Europe and Sub-Sahara Africa from September 2012 through January 2015. He was also President of PepsiCo Global Operations from October 2011 to September 2012. 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 spent 10 years at Philips Electronics, first as a regional marketing executive in Brazil and ultimately as Senior Vice President and head of Global Marketing Management and general manager of the WidiWall LED display business. He also served as CEO of Philips' Lifestyle Incubator group, an innovation engine which created new businesses and developed them over several years. Earlier, Mr. Guimaraes worked in various marketing positions at Danone and Johnson & Johnson.

Experience, Skills and Qualifications: The Board believes Mr. Guimaraes is qualified to serve as a director of the Company based on his business, management and strategic planning experience, his knowledge of advertising, marketing and international operations, and his owner orientation as well as his integrity, energy, and willingness to spend time on and interest in AutoZone.

J. R. Hyde, III, 72, has been a director since 1986 and was non-executive Chairman of the Board from 2005 until June 2007. He has been the President of Pittco, Inc., an investment company, since 1989 and has been the Chairman of the Board and a director of GTx, Inc., a biopharmaceutical company since 2000. Mr. Hyde, AutoZone's founder, was AutoZone's Chairman from 1986 to 1997 and its Chief Executive Officer from 1986 to 1996. He was Chairman and Chief Executive Officer of Malone & Hyde, AutoZone's former parent company, until 1988. Mr. Hyde was a director of FedEx Corporation from 1977 to September 2011.

Experience, Skills and Qualifications: The Board believes Mr. Hyde, the founder and a former Chairman and Chief Executive Officer of AutoZone, is qualified to serve as a director of the Company based on his extensive knowledge of AutoZone's business and the automotive aftermarket industry, his expertise in strategic business development and executive management, his owner orientation, and his board experience as well as his integrity, energy, and willingness to spend time on and interest in AutoZone.

D. Bryan Jordan, 53, has been a director since 2013. He has served as Chairman of the Board, President and Chief Executive Officer of First Horizon National Corporation since January 1, 2012, and has held the positions of President and Chief Executive Officer and director since 2008. 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, as well as his integrity, energy, and willingness to spend time on and interest in AutoZone.

W. Andrew McKenna, 69, has been a director since 2000 and served as Lead Director from June 2007 through January 2009. He is retired. Until his retirement in 1999, he had held various positions with The Home Depot, Inc., including Senior Vice President—Strategic Business Development from 1997 to 1999; President, Midwest Division from 1994 to 1997; and Senior Vice President—Corporate Information Systems from 1990 to 1994. Prior to joining Home Depot he was a Partner, Management Consulting, with Deloitte & Touche for 10 years. He was also President of SciQuest.com, Inc. in 2000. Mr. McKenna was a director of Danka Business Systems PLC from 2002 to 2008, serving as Chairman of the Board from March 2005 to March 2006. Mr. McKenna was a director of Bally Technologies from 2011 to 2014, when the company was sold. At Bally Technologies he served as Chair of the Governance Committee.

Experience, Skills and Qualifications: The Board believes Mr. McKenna is qualified to serve as a director of the Company based on his executive experience in the retail industry and other industries, his expertise in strategic business development, his background in finance, audit and information technology, his owner orientation, and his board experience, as well as his integrity, energy, and willingness to spend time on and interest in AutoZone.

George R. Mrkonic, Jr., 63, has been a director since 2006. He has been 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 has been a director since 1999. Previously, 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., Syntel, Inc. and Ulta Salon, Cosmetics & Fragrance, Inc. Mr. Mrkonic was a director of Nashua Corporation from 2000 to 2009, Guitar Center, Inc. from 2002 to 2007 and Pacific Sunwear of California, Inc. from 2007 to 2015.

Experience, Skills and Qualifications: The Board believes Mr. Mrkonic is qualified to serve as a director of the Company based on his experience as a senior executive in retail companies, his knowledge

of corporate strategy, finance, and management, his owner orientation, and his board experience, as well as his integrity, energy, and willingness to spend time on and interest in AutoZone.

Luis P. Nieto, 60, has been a director since 2008. He is president of Nieto Advisory LLC which provides advisory services to small consumer food companies. He was president of the Consumer Foods Group of ConAgra Foods Inc., one of the largest packaged foods companies in North America, from 2008 until his retirement in June 2009. Previously, he was president of ConAgra Refrigerated Foods from 2006 to 2008 and ConAgra Meats from 2005 to 2006. Prior to joining ConAgra, Mr. Nieto was President and Chief Executive Officer of the Federated Group, a leading private label supplier to the retail grocery and foodservice industries from 2002 to 2005. From 2000 to 2002, he served as President of the National Refrigerated Products Group of Dean Foods Company. He held other positions at Dean Foods Group from 1998 to 2000. Prior to joining Dean Foods, Mr. Nieto held positions in brand management and strategic planning with Mission Foods, Kraft Foods and the Quaker Oats Company. Mr. Nieto is also a director of Ryder Systems, Inc.

Experience, Skills and Qualifications: The Board believes Mr. Nieto is qualified to serve as a director of the Company based on his expertise in brand management and marketing, including experience managing a diverse portfolio of brands and products, as well as his knowledge of finance and operations, his executive management experience, his owner orientation and his board experience, as well as his integrity, energy, and willingness to spend time on and interest in AutoZone.

William C. Rhodes, III, 50, 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, Mr. Rhodes was Executive Vice President—Store Operations and Commercial. Prior to fiscal 2005, he had been Senior Vice President—Supply Chain and Information Technology since fiscal 2002, and prior thereto had been Senior Vice President—Supply Chain since 2001. Prior to that time, 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 20 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 and his owner orientation, as well as his integrity and energy.

PROPOSAL 2 — Ratification of Independent Registered Public Accounting Firm

Ernst & Young LLP, our independent auditor for the past twenty-eight fiscal years, has been selected by the Audit Committee to be AutoZone’s independent registered public accounting firm for the 2016 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.

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. 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. 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, but 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. However, 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:

	<u>2015</u>	<u>2014</u>
Audit Fees	\$1,997,500	\$2,002,200
Audit-Related Fees	—	25,000
Tax and other Non-Audit-Related Fees	643,242(1)	754,522(2)

- (1) Tax and other Non-Audit-Related Fees for 2015 were for state and local tax services.
- (2) Tax and other Non-Audit-Related Fees for 2014 were for state and local tax services and acquisition-related due diligence.

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 www.autozoneinc.com. The Audit Committee pre-approved 100% of the services provided by Ernst & Young LLP during the 2015 and 2014 fiscal years. The Audit Committee considers the services listed above to be compatible with maintaining Ernst & Young LLP's independence.

PROPOSAL 3 — Approval of Amended and Restated AutoZone, Inc. 2011 Equity Incentive Award Plan

Introduction

Our Board of Directors is recommending approval of the Amended and Restated AutoZone, Inc. 2011 Equity Incentive Award Plan (the “Amended 2011 Equity Plan”), which was adopted, subject to stockholder approval, by our Board of Directors on October 7, 2015, and which makes the following changes to the original AutoZone, Inc. 2011 Equity Incentive Award Plan (the “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, that may be paid to non-employee directors for such service during any calendar year; and
- Applies a ten-year term on the Amended 2011 Equity Plan through December 16, 2025 and extends our ability to grant incentive stock options through October 7, 2025, which is the tenth anniversary of the date on which the Board adopted the Amended 2011 Equity Plan.

In addition to the above, we are asking stockholders to approve the Amended 2011 Equity Plan to satisfy the stockholder requirements of Section 162(m) (“Section 162(m)”) of the Internal Revenue Code, as amended (the “Code”). In general, Section 162(m) places a limit on the deductibility for U.S. federal income tax purposes of the compensation paid to our Chief Executive Officer or any of our three other most highly compensated executive officers (other than our Chief Financial Officer) (“covered employees”). Under Section 162(m), compensation paid to such persons in excess of \$1 million in a taxable year generally is not deductible. However, compensation that qualifies as “performance-based” under Section 162(m) does not count against the \$1 million deduction limit. One of the requirements of “performance-based” compensation for purposes of Section 162(m) is that the material terms of the performance-based compensation and the performance criteria under which such compensation may be paid be disclosed to and approved by stockholders of publicly-held corporations every five years. For purposes of Section 162(m), material terms include (i) the employees eligible to receive compensation, (ii) a description of the business criteria on which the performance goals may be based and (iii) the maximum amount of compensation that can be paid to an employee under the performance goals. Each of these material terms as they relate to the Amended 2011 Equity Plan is discussed below, and the stockholder approval of this Proposal 3 will be deemed to constitute approval of the material terms of performance-based compensation under the Amended 2011 Equity Plan for purposes of the stockholder approval requirements of Section 162(m).

Stockholder approval of the material terms of the performance-based compensation under the Amended 2011 Equity Plan is only one of several requirements under Section 162(m) that must be satisfied for amounts paid under the Amended 2011 Equity Plan to qualify for the “performance-based compensation” exemption under Section 162(m), and submission of the material terms of the Amended 2011 Equity Plan’s performance-based compensation and performance goals for stockholder approval should not be viewed as a guarantee that we will be able to deduct any or all compensation under the Amended 2011 Equity Plan. Nothing in this proposal precludes us or the Compensation Committee from making any payment or granting any awards that are not intended to qualify for tax deductibility under Section 162(m).

If our stockholders do not approve this Proposal 3, we will not make any further grants under the 2011 Equity Plan to Section 162(m) covered employees or pay any compensation under the 2011 Equity Plan (other than pursuant to awards granted prior to the date of our Annual Meeting). The 2011 Equity Plan will, however, remain in effect with respect to individuals other than covered employees and we may continue to grant performance-vesting and other equity awards under the 2011 Equity Plan to such individuals, subject to the terms and conditions of the 2011 Equity Plan. In addition, all previously granted awards will continue to be subject to the 2011 Equity Plan.

As of October 19, 2015, the number of shares remaining available for issuance pursuant to awards granted under the Amended 2011 Equity Plan was approximately 1,130,983 and the closing sale price of our common stock on that date was \$744.02.

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. 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. 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, but are not considered votes cast with respect to such matter. Accordingly, abstentions and broker non-votes will have no effect on the outcome of Proposal 3.

The Board of Directors recommends that the stockholders vote FOR the Amended and Restated AutoZone, Inc. 2011 Equity Incentive Award Plan.

The following is a summary of the Amended and Restated AutoZone, Inc. 2011 Equity Incentive Award Plan. The following summary is qualified in its entirety by reference to the plan document, which is reproduced in its entirety as Exhibit A to this Proxy Statement.

What is the Amended and Restated AutoZone, Inc. 2011 Equity Incentive Award Plan?

The Amended 2011 Equity Plan, like the 2011 Equity Plan, will continue to allow us to provide equity-based compensation to our non-employee directors and employees for their service to AutoZone or our subsidiaries or affiliates. Under the Amended 2011 Equity 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 share awards and other incentive awards structured by the Compensation Committee and the Board of Directors within parameters set forth in the Amended 2011 Equity Plan. The Amended 2011 Equity Plan allows non-employee directors and employees to participate in the ownership of AutoZone and is intended to provide compensation, incentives and rewards for superior performance.

Who is eligible to participate in the Amended 2011 Equity Plan?

Persons eligible to participate in the Amended 2011 Equity Plan include all ten non-employee members of the Board, and approximately 760 officers and employees of AutoZone, our subsidiaries and our affiliates, as determined by the Administrator of the Amended 2011 Equity Plan.

How will the Amended 2011 Equity Plan be administered?

The Amended 2011 Equity Plan generally will be administered by the Compensation Committee (which we also sometimes refer to as the “Administrator” in this narrative). The Compensation Committee consists solely of non-employee directors, each of whom is an “outside director” within the meaning of Section 162(m), a “non-employee director” as defined in Rule 16b-3 under the Exchange Act, and an “independent director” under the rules of the New York Stock Exchange. The Compensation Committee will have the authority to administer the Amended 2011 Equity Plan, including the power to determine eligibility, the types and sizes of awards, the price and timing of awards and the acceleration or waiver of any vesting restriction.

Except with respect to awards granted to our senior executives who are subject to Section 16 of the Exchange Act or employees who are “covered employees” within the meaning of Section 162(m), the Amended 2011 Equity Plan allows the Compensation Committee to delegate the authority to grant or amend awards under the Amended 2011 Equity Plan to a committee of one or more members of the Board of Directors or one or more of our officers. The full Board of Directors, acting by a majority of its members in office, will conduct the general administration of the Amended 2011 Equity Plan with respect to awards granted to non-employee directors.

How many shares of AutoZone common stock will be available for awards under the Amended 2011 Equity Plan?

The aggregate number of shares of our common stock available for equity grants pursuant to the Amended 2011 Equity Plan is equal to (i) 2,886,756, which reflects the number of shares that were available for issuance under our 2006 Stock Option Plan, the First Amended and Restated 2003 Director Compensation Plan and the First Amended and Restated 2003 Director Stock Option Plan (the “Prior Plans”) as of the date the 2011 Equity Plan was first approved by our stockholders, plus (ii) the number of shares underlying awards outstanding under the Prior Plans that terminate, expire or lapse on or after such date. We are not seeking an increase in the number of shares currently available for issuance under the Amended 2011 Equity Plan. As of October 19, 2015, the number of shares remaining available for issuance pursuant to awards granted under the Amended 2011 Equity Plan was approximately 1,130,983.

The aggregate number of shares of our common stock available for equity grants pursuant to the Amended 2011 Equity Plan will be reduced by two shares for every share delivered in settlement of an award other than (i) a stock option, (ii) a stock appreciation right or (iii) any other award for which the holder pays the intrinsic value existing as of the date of grant (collectively, “Full Value Awards”). If any shares subject to an award that is not a Full Value Award are forfeited, expire or are settled in cash (in whole or in part), then the number of shares subject to such award (to the extent of such forfeiture, expiration or cash settlement) will again be available for future grants of awards under the Amended 2011 Equity Plan; if such forfeited, expired or cash-settled award is a Full Value Award, then the number of shares available under the Amended 2011 Equity Plan will be increased by two shares for each share subject to the award that is forfeited, expired or cash-settled (to the extent of such forfeiture, expiration or cash settlement). In addition, any shares of restricted stock repurchased by the Company at the same price paid by the participant, so that such shares are returned to the Company, will again be available for awards granted pursuant to the Amended 2011 Equity Plan. The payment of dividend equivalents in cash in conjunction with any outstanding awards will not be counted against the shares available for issuance under the Amended 2011 Equity Plan.

However, shares tendered by or withheld in payment of the exercise price of an option or in satisfaction of any tax withholding obligations with respect to an award, shares subject to a stock appreciation right that are not issued in connection with the stock settlement of the stock appreciation right on exercise thereof, and shares purchased on the open market with cash proceeds from the exercise of options will not again be available for grant of an award under the Amended 2011 Equity Plan.

In the event of a corporate transaction, such as a merger, combination, consolidation or acquisition of property or stock, any awards granted under the Amended 2011 Equity Plan upon the assumption of, or in

substitution for, outstanding equity awards previously granted by another entity, will not reduce the shares authorized for grant under the Amended 2011 Equity Plan. Additionally, in the event that AutoZone or our subsidiaries or affiliates acquire or combine with a company that has shares available under a pre-existing plan approved by stockholders (and not in contemplation of such acquisition or combination), the shares available for grant pursuant to the terms of such pre-existing plan may be used for awards under the Amended 2011 Equity Plan in certain circumstances and will not reduce the shares authorized for grant under the Amended 2011 Equity Plan.

Notwithstanding the foregoing, the maximum number of shares of common stock that may be subject to one or more awards granted to any one participant pursuant to the Amended 2011 Equity Plan during any calendar year is 200,000. In addition, subject to certain exceptions, the sum of any cash compensation and the grant date fair value of awards granted under the Amended 2011 Equity Plan to any non-employee director during any calendar year may not exceed \$500,000.

What types of equity awards are available under the Amended 2011 Equity Plan?

Stock Options. The Amended 2011 Equity Plan provides for the grant of incentive stock options, as defined under Section 422 of the Code (“ISOs”), and non-qualified stock options (each, an “option”). The option exercise price of all stock options granted pursuant to the Amended 2011 Equity Plan may not be less than 100% of the fair market value of our common stock on the date of grant. Stock options may be exercised as determined by the Administrator, but in no event may (i) an ISO have a term extending beyond the tenth anniversary of the date of grant or (ii) a non-qualified stock option have a term extending beyond the date that is ten years and one day after the date of grant. ISOs granted to any person who owns, as of the date of grant, stock possessing more than ten percent of the total combined voting power of all classes of our stock, however, shall have an exercise price that is not less than 110% of the fair market value of our common stock on the date of grant and may not have a term extending beyond the fifth anniversary of the date of grant. To the extent that the aggregate fair market value of stock with respect to ISOs exercisable for the first time by an employee during any calendar year under the Amended 2011 Equity Plan and all other plans of the Company and any affiliate exceeds \$100,000, such awards will be treated as non-qualified stock options.

The Amended 2011 Equity Plan prohibits, without stockholder approval: (i) the amendment of options to reduce the exercise price, and (ii) the replacement of an option with cash or any other award when the price per share of the option exceeds the fair market value of the underlying shares.

Restricted Stock. A restricted stock award is the grant of shares of our common stock at a price (if any) determined by the Administrator that may be subject to substantial risk of forfeiture, i.e., certain restrictions or other vesting requirements including, without limitation, continued service to us or any of our subsidiaries or affiliates or the achievement of certain performance goals as determined by the Administrator. Restricted stock is nontransferable and may not be sold or encumbered until all restrictions are terminated or expire.

Dividend Equivalents. A dividend equivalent is the right to receive the equivalent value of dividends paid on shares of our common stock. If granted, they are credited as of dividend payment dates occurring between the date an award is granted and the date it vests, is exercised, is distributed or expires, as determined by the Administrator. Dividend equivalents may be converted to cash or additional shares of our common stock subject to limitations as may be determined by the Administrator. Dividend equivalents may be granted either alone or in tandem with another award, however no dividend equivalents may be payable with respect to options or stock appreciation rights awarded pursuant to the Amended 2011 Equity Plan, unless otherwise determined by the Administrator.

Stock Payments. A stock payment is a payment in the form of shares of our common stock or an option or other right to purchase shares, as part of a bonus, deferred compensation or other arrangement. The number or value of shares of any stock payment will be determined by the Administrator and may be based on the achievement of performance criteria or other specific criteria determined by the Administrator. Except as otherwise determined by the Administrator, shares underlying a stock payment which is subject to a vesting schedule or other conditions may not be issued until those conditions have been satisfied. Stock payments may, but are not required to, be made in lieu of cash compensation otherwise payable to any individual who is eligible to receive awards under the Amended 2011 Equity Plan.

Deferred Stock. Deferred stock is a right to receive shares of our common stock in the future. The number of shares of any deferred stock award will be determined by the Administrator and may be based on the achievement of performance or other specific criteria on a specified date or dates or over any period or periods determined by the Administrator. Except as otherwise determined by the Administrator, shares underlying a deferred stock award which is subject to a vesting schedule or other conditions set by the Administrator may not be issued until those conditions have been satisfied. Deferred stock may constitute or provide for a deferral of compensation subject to Section 409A of the Code and there may be certain tax consequences if the requirements of Section 409A of the Code are not met.

Restricted Stock Units. A restricted stock unit is a contractual right that provides for the issuance of our common stock at a future date upon the satisfaction of specific conditions. The Administrator will specify in an award agreement the dates or conditions under which the restricted stock units will become fully vested and nonforfeitable, and may specify other conditions to vesting as it deems appropriate. The Administrator will also specify, or permit the holder to elect, the conditions and dates upon which the shares underlying the restricted stock units will be issued, which may not be earlier than the date as of which the restricted stock units vest and which conditions and dates will be subject to compliance with Section 409A of the Code. Restricted stock units may be paid in cash, shares or both, as determined by the Administrator. On the distribution dates, AutoZone will transfer to the holder one unrestricted, fully transferable share of our common stock (or the fair market value of one share in cash) for each restricted stock unit scheduled to be paid out on such date and not previously forfeited. The Administrator may specify in the award agreement a purchase price to be paid by the holder for such shares of our common stock. Restricted stock units may constitute or provide for a deferral of compensation subject to Section 409A of the Code and there may be certain tax consequences if the requirements of Section 409A of the Code are not met.

Stock Appreciation Rights. A stock appreciation right (“SAR”) entitles its holder, upon exercise, to receive from us an amount equal to the difference between the exercise price of the SAR and the fair market value of a share of our common stock on the exercise date, multiplied by the number of shares with respect to which the SAR is being exercised, subject to any limitations imposed by the Administrator. The exercise price per share will be set by the Administrator, but may not be less than 100% of the fair market value on the date the SAR is granted. The Administrator will also determine the vesting period of the SAR. SARs may be exercised as determined by the Administrator but may not have a term extending beyond the date that is ten years and one day after the date of grant. Payment of a SAR may be in cash, shares or a combination of both, as determined by the Administrator. The Amended 2011 Equity Plan prohibits, without stockholder approval: (i) the amendment of SARs to reduce the exercise price, and (ii) the replacement of a SAR with cash or any other award when the price per share of the SAR exceeds the fair market value of the underlying shares.

Performance Share Awards. Performance share awards are rights to receive a number of shares of our common stock or the cash value of such shares based on the attainment of specified performance goals or other criteria determined by the Administrator.

Other Incentive Awards. The Amended 2011 Equity Plan also authorizes the grant of awards other than those enumerated in this summary that are denominated in, linked to or derived from shares of our common stock or value metrics related to our shares, and may remain forfeitable unless and until specified conditions are met.

What are performance awards?

Performance awards include any of the awards above that are granted subject to vesting and/or payment based on the attainment of specified performance goals. The Administrator will determine whether performance awards are intended to constitute “qualified performance-based compensation” within the meaning of Section 162(m), in which case the applicable performance criteria will be selected from the list below.

As noted above, Section 162(m) imposes a \$1 million cap on the deduction that we may take in respect of compensation paid to our covered employees, but excludes from the calculation amounts that constitute qualified performance-based compensation.

In order to constitute qualified performance-based compensation under Section 162(m), in addition to certain other requirements, the relevant amounts of such compensation must be payable only upon the attainment of pre-established, objective performance goals set by the Compensation Committee, as Administrator, and linked to stockholder-approved performance criteria. For purposes of the Amended 2011 Equity Plan, one or more of the following performance criteria will be used in setting performance goals intended to be qualified performance-based compensation, and may also be used in setting performance goals applicable to other performance awards:

- (i) earnings or net earnings (either before or after one or more of the following: (A) interest, (B) taxes, (C) depreciation, (D) amortization, (E) rent and (F) non-cash equity-based compensation expense);
- (ii) gross or net sales or revenue;
- (iii) net income (either before or after taxes);
- (iv) adjusted net income;
- (v) operating earnings, profit or pre-tax profit or margin;
- (vi) cash flow (including, but not limited to, operating or net cash flow and free cash flow);
- (vii) return on assets;
- (viii) return on capital (including return on invested capital);
- (ix) return on stockholders' equity;
- (x) total stockholder return;
- (xi) return on sales;
- (xii) gross or net profit, operating margin or gross profit margin;
- (xiii) costs;
- (xiv) funds from operations;
- (xv) expenses;
- (xvi) working capital;
- (xvii) earnings per share;
- (xviii) diluted or adjusted earnings per share;
- (xix) price per share of common stock;
- (xx) implementation or completion of critical projects;
- (xxi) market share;
- (xxii) economic profit goals (including economic value added or market value added);
- (xxiii) customer retention;
- (xxiv) sales or sales-related goals (including sales per square foot and comparable store sales);
- (xxv) earnings before interest and taxes margin; and
- (xxvi) return on inventory;

any of which may be measured either in absolute terms for AutoZone or any operating unit thereof or as compared to any incremental increase or decrease, results of a peer group or market performance indicators or indices. The Amended 2011 Equity Plan also permits the Administrator to provide for objectively determinable adjustments to the applicable performance criteria in setting performance goals for qualified performance-based compensation awards.

How does vesting of awards occur under the Amended 2011 Equity Plan?

The award agreement governing an award under the Amended 2011 Equity Plan will specify when the right to exercise the award will vest, in whole or in part, and will denote any events or conditions upon which vesting is contingent or which may accelerate vesting.

In addition, at the time an award is granted or at any time after such grant, the Administrator may specify events, including a change in control, that will accelerate the vesting or exercise date of all or part of the award.

Are awards under the Amended 2011 Equity Plan transferable?

With limited exceptions for estate planning, domestic relations orders, certain beneficiary designations and the laws of descent and distribution, awards under the Amended 2011 Equity Plan are generally nontransferable prior to vesting and are exercisable (as applicable) only by the participant.

How are tax withholding and payment obligations handled under the Amended 2011 Equity Plan?

The Administrator may, in its discretion, accept cash or check, shares of our common stock that meet specified conditions, a “market sell order” or such other consideration as it deems suitable in order to satisfy tax withholding, exercise price and purchase price obligations arising in connection with awards granted under the Amended 2011 Equity Plan.

What happens in the event of corporate transactions affecting the common stock?

The Administrator has broad discretion to equitably adjust the provisions of the Amended 2011 Equity Plan, as well as the terms and conditions of existing and future awards, to prevent the dilution or enlargement of intended benefits and facilitate necessary or desirable changes in the event of certain transactions and events affecting our common stock, such as stock dividends, stock splits, mergers, acquisitions, consolidations and other corporate transactions. In addition, in the event of certain non-reciprocal transactions with our stockholders known as “equity restructurings,” the Administrator will make equitable adjustments to the Amended 2011 Equity Plan and outstanding awards to reflect such transaction. In the event of a change in control (as defined in the Amended 2011 Equity Plan), the surviving entity must assume outstanding awards under the Amended 2011 Equity Plan or substitute such awards with economically equivalent awards; however, if the surviving entity declines to assume or substitute some or all of the outstanding awards, then all such awards will vest in full and be deemed exercised (as applicable) immediately prior to the consummation of such change in control. Individual award agreements may provide for additional accelerated vesting and payment provisions if the Administrator so determines.

Can the Amended 2011 Equity Plan be amended or terminated?

The Board may terminate, amend, or modify the Amended 2011 Equity Plan at any time; however, except to the extent permitted by the Amended 2011 Equity Plan in connection with certain changes in capital structure, stockholder approval must be obtained for any amendment to (i) increase the number of shares available for issuance under the Amended 2011 Equity Plan, (ii) reduce the per share exercise price of the shares subject to any option or SAR below the per share exercise price as of the date the option or SAR was granted, and (iii) cancel any option or SAR in exchange for cash or another award when the option or SAR price per share exceeds the fair market value of the underlying shares.

In no event may an award be granted pursuant to the Amended 2011 Equity Plan after the tenth anniversary of the date the plan is approved by our stockholders, and no ISO may be granted pursuant to the Amended 2011 Equity Plan after the tenth anniversary of the date the plan was adopted by the Board of Directors.

New Plan Benefits

The number of awards that our named executive officers, directors, other executive officers and other employees may receive under the Amended 2011 Equity Plan will be determined in the discretion of the Board or Compensation Committee in the future. Except with respect to grants of equity awards that we expect to grant to our outside directors on January 1, 2016 (as described in the footnotes to the below table), our Board or Compensation Committee has not made any determination to make future grants to any persons under the Amended 2011 Equity Plan as of the date of this Proxy Statement. Therefore, it is not possible to determine the benefits that will be received in the future by participants in the Amended 2011 Equity Plan or the benefits that would have been received by such participants if the Amended 2011 Equity Plan had been in effect in the year ended August 29, 2015, other than as set forth below.

<u>Name and Position</u>	<u>Dollar Value (\$)</u>	<u>Restricted Stock Units (#)</u>
William C. Rhodes III <i>Chairman, President & Chief Executive Officer</i>	—	—
William T. Giles <i>Chief Financial Officer/Executive Vice President, Finance, IT & ALLDATA</i>	—	—
William W. Graves <i>Executive Vice President, Mexico, Brazil, IMC & Store Development</i>	—	—
Mark A. Finestone <i>Executive Vice President, Merchandising, Supply Chain, & Marketing</i>	—	—
Thomas B. Newbern <i>Executive Vice President, Store Operations, Commercial & Loss Prevention</i>	—	—
Executive Group	—	—
Non-Executive Director Group(1)	2,075,000	(2)
Non-Executive Officer Employee Group	—	—

- (1) Pursuant to our director compensation program, non-employee directors receive an annual retainer fee of \$200,000, and the lead director and chairs of the Audit Committee, Compensation Committee and Nominating and Corporate Governance Committee receive an additional annual retainer fee of \$20,000, \$20,000, \$5,000 and \$5,000, respectively. Each non-employee director may elect to receive \$75,000 of his or her aggregate annual fees in the form of cash; any fee that is not elected to be received in cash will be paid in the form of restricted stock units granted on January 1, 2016. We have assumed for purposes of this table that each non-employee director receives his or her entire annual fee in the form of restricted stock units.
- (2) The number of restricted stock units will be determined based on the closing price per share of our common stock on January 1, 2016.

Historical Grants Table

The table below sets forth summary information concerning the number of shares of our common stock subject to stock options, stock appreciation rights, restricted stock units, restricted stock and performance share awards granted to certain persons under the 2011 Equity Plan as of October 19, 2015.

<u>Name and Position</u>	<u>Stock Option Grants(#)</u>	<u>Restricted Stock Units(#)</u>	<u>Performance Share Awards (Target #)</u>
<u>Named Executive Officers</u>			
William C. Rhodes III <i>Chairman, President & Chief Executive Officer</i>	138,150	—	25,000
William T. Giles <i>Chief Financial Officer/Executive Vice President, Finance, IT & ALLDATA</i>	58,900	—	—
William W. Graves <i>Executive Vice President, Mexico, Brazil, IMC & Store Development</i>	45,000	—	—
Mark A. Finestone <i>Executive Vice President, Merchandising, Supply Chain, & Marketing</i>	48,800	—	—
Thomas B. Newbern <i>Executive Vice President, Store Operations, Commercial & Loss Prevention</i>	48,800	—	—
All current executive officers as a group	561,810	—	—
All outside directors as a group	—	19,069	—
<u>Current director nominees(1)</u>			
Douglas H. Brooks	—	622	—
Linda A. Goodspeed	—	903	—
Sue E. Gove	—	2,617	—
Earl G. Graves, Jr.	—	2,804	—
Enderson Guimaraes	—	1,356	—
J.R. Hyde, III	—	2,492	—
D. Bryan Jordan	—	919	—
W. Andrew McKenna	—	2,543	—
George R. Mrkonic, Jr.	—	2,555	—
Luis P. Nieto	—	2,258	—
Associate of any such directors, executive officers or nominees	—	—	—
Other persons who received or are to receive 5% of such options or rights	—	—	—
All current employees, including all officers who are not executive officers, as a group	1,042,855	—	—

(1) Does not include Mr. Rhodes, as he is listed separately as an executive officer.

What are the U.S. federal income tax consequences of the Amended 2011 Equity Plan?

The following is a general summary under current law of the principal United States federal income tax consequences related to awards under the Amended 2011 Equity Plan. This summary deals with the general federal income tax principles that apply and is provided only for general information. Some kinds of taxes, such as state, local and foreign income taxes and federal employment taxes, are not discussed. This summary is not intended as tax advice to participants, who should consult their own tax advisors.

Non-Qualified Stock Options. If an optionee is granted a non-qualified stock option under the Amended 2011 Equity Plan, the optionee should not have taxable income on the grant of the option. Generally, the optionee should recognize ordinary income at the time of exercise in an amount equal to the fair market value of

the shares acquired on the date of exercise, less the exercise price paid for the shares. The optionee's basis in the common stock for purposes of determining gain or loss on a subsequent sale or disposition of such shares generally will be the fair market value of our common stock on the date the optionee exercises such option. Any subsequent gain or loss will be taxable as a long-term or short-term capital gain or loss, depending on the duration for which the shares are held. We or our subsidiaries or affiliates generally should be entitled to a federal income tax deduction at the time and for the same amount as the optionee recognizes ordinary income.

Incentive Stock Options. A participant receiving ISOs should not recognize taxable income upon grant. Additionally, if applicable holding period requirements are met, the participant should not recognize taxable income at the time of exercise. However, the excess of the fair market value of the shares of our common stock received over the option exercise price is an item of tax preference income potentially subject to the alternative minimum tax. If stock acquired upon exercise of an ISO is held for a minimum of two years from the date of the ISO grant and one year from the date of exercise and otherwise satisfies the ISO requirements, the gain or loss (in an amount equal to the difference between the fair market value on the date of disposition and the exercise price) upon disposition of the stock will be treated as a long-term capital gain or loss, and we will not be entitled to any deduction. If the holding period requirements are not met, the ISO will be treated as one that does not meet the requirements of the Internal Revenue Code for ISOs and the participant will recognize ordinary income at the time of the disposition equal to the excess of the amount realized over the exercise price, but not more than the excess of the fair market value of the shares on the date the ISO is exercised over the exercise price, with any remaining gain or loss being treated as capital gain or capital loss. We are not entitled to a tax deduction upon either the exercise of an ISO or upon disposition of the shares acquired pursuant to such exercise, except to the extent that the participant recognizes ordinary income on disposition of the shares.

Other Awards. The current federal income tax consequences of other awards authorized under the Amended 2011 Equity Plan generally follow certain basic patterns: SARs are taxed and deductible in substantially the same manner as nonqualified stock options; nontransferable restricted stock subject to a substantial risk of forfeiture results in income recognition equal to the excess of the fair market value over the price paid, if any, at the time the restrictions lapse (unless the recipient elects to accelerate recognition as of the date of grant); restricted stock units, stock-based performance awards and other types of awards are generally subject to income tax at the time of share delivery or other payment based on the fair market value of the share or other payment delivered on that date. Compensation that is effectively deferred will generally be subject to income taxation when paid, but will typically be subject to employment taxes in any earlier year in which vesting occurs. In each of the foregoing cases, we will generally have a corresponding deduction at the time the participant recognizes income, subject to the limitations imposed by Section 162(m) with respect to covered employees.

Section 162(m) of the Internal Revenue Code

Section 162(m) denies a deduction to any publicly held corporation for compensation paid to certain "covered employees" in a taxable year to the extent that compensation to such covered employee exceeds \$1,000,000. It is possible that compensation attributable to awards under the Amended 2011 Equity Plan, whether alone or combined with other types of compensation received by a covered employee from us, may cause this limitation to be exceeded in any particular year.

The Section 162(m) deduction limitation does not apply to "qualified performance-based compensation." In order to qualify for the exemption for qualified performance-based compensation, Section 162(m) requires that: (i) the compensation be paid solely upon account of the attainment of one or more pre-established objective performance goals, (ii) the performance goals must be established by a compensation committee comprised of two or more "outside directors", (iii) the material terms of the performance goals under which the compensation is to be paid must be disclosed to and approved by the stockholders and (iv) a compensation committee of "outside directors" must certify that the performance goals have indeed been met prior to payment.

Section 162(m) contains a special rule for stock options and SARs which provides that stock options and SARs will satisfy the "qualified performance-based compensation" exemption if (i) the awards are made by a

qualifying compensation committee, (ii) the plan sets the maximum number of shares that can be granted to any person within a specified period, and (iii) the compensation is based solely on an increase in the stock price after the grant date.

The Amended 2011 Equity Plan has been designed to permit the compensation committee to grant stock options and other awards that will qualify as “qualified performance-based compensation.” If the Amended 2011 Equity Plan is approved by our stockholders, the compensation committee may, but is not obligated to, grant awards under the Amended 2011 Equity Plan that constitute qualified performance based compensation under Section 162(m).

Section 409A of the Internal Revenue Code

Certain types of awards under the Amended 2011 Equity Plan may constitute, or provide for, a deferral of compensation subject to Section 409A of the Internal Revenue Code. Unless certain requirements set forth in Section 409A of the Internal Revenue Code are satisfied, holders of such awards may be taxed earlier than would otherwise be the case (e.g., at the time of vesting instead of the time of payment) and may be subject to an additional 20% penalty tax (and, potentially, certain interest penalties and additional state taxes). To the extent applicable, the Amended 2011 Equity Plan and awards granted under the Amended 2011 Equity Plan are intended to be structured and interpreted in a manner intended to either comply with or be exempt from Section 409A of the Internal Revenue Code and the Department of Treasury regulations and other interpretive guidance that may be issued under Section 409A of the Internal Revenue Code. To the extent determined necessary or appropriate by the plan administrator, the Amended 2011 Equity Plan and applicable award agreements may be amended to further comply with Section 409A of the Internal Revenue Code or to exempt the applicable awards from Section 409A of the Internal Revenue Code.

PROPOSAL 4 — Advisory Vote on Executive Compensation – “Say-on-Pay”

On December 14, 2011, AutoZone’s stockholders approved, on an advisory basis, AutoZone’s recommendation that future advisory votes on executive compensation should be held every year. Consequently, and 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, the Principal Financial Officer 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 of Directors 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 of Directors 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 challenging 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 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, appearing on pages 32 through 57, 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 of Directors 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 of Directors or the Compensation Committee. Because we highly value the opinions of our stockholders, however, the Board of Directors 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. 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. 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, but 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 4.

The Board of Directors recommends that the stockholders vote FOR this proposal.

PROPOSAL 5 — Stockholder Proposal Regarding Political Disclosure and Accountability

AutoZone has been notified that the Comptroller of the City of New York, One Centre Street, New York, New York 10007-2341, as custodian and a trustee of the New York City Employees’ Retirement System, the New York City Fire Department Pension Fund, the New York City Police Pension Fund and the New York City Teachers’ Retirement System, and as custodian of the New York City Board of Education Retirement System, the beneficial owner of 59,647 shares of AutoZone common stock, intends to present the following proposal for consideration at the annual meeting:

“Resolved: The shareholders of AutoZone, Inc. (“AutoZone”) hereby request the Company to prepare and periodically update a report, to be presented to the pertinent board of directors committee and posted on the Company’s website, that discloses monetary and non-monetary expenditures that AutoZone makes on political activities, namely:

- expenditures that AutoZone cannot deduct as an “ordinary and necessary” business expense under section 162(e) of the Internal Revenue Code (the “Code”) because they are incurred in connection with (a) influencing legislation, (b) participating or intervening in any political campaign on behalf of (or in opposition to) any candidate for public office; and (c) attempting to influence the general public, or segments thereof, with respect to elections, legislative matters, or referenda; contributions to or expenditures in support of or opposition to political candidates, political parties, political committees;
- dues, contributions or other payments made to tax-exempt “social welfare” organizations and “political committees” operating under sections 501(c)(4) and 527 of the Code, respectively, and to tax-exempt entities that write model legislation and operate under section 501(c)(3) of the Code; and

- the portion of dues or other payments made to a tax-exempt entity such as a trade association that are used for an expenditure or contribution and that would not be deductible under section 162(e) of the Code if made directly by the Company.

The report shall identify all recipients and the amount paid to each recipient from Company funds.

Supporting statement

As long-term shareholders, we support transparency and accountability in corporate spending on political activities. Disclosure is consistent with public policy and in the best interest of AutoZone and its shareholders. Indeed, the Supreme Court’s 2010 Citizens United decision — which liberalized rules for corporate participation in election-related activities — recognized the importance of disclosure to shareholders, saying: “[D]isclosure permits citizens and shareholders to react to the speech of corporate entities in a proper way. This transparency enables the electorate to make informed decisions and give proper weight to different speakers and messages.”

AutoZone states on its website (<http://phx.corporate-ir.net/External.File?item=UGFyZW50SUQ9MjU2OTI4fENoaWxkSUQ9LTF8VHlwZT0z&t=1>, viewed June 22, 2015) that it actively participates in the political process, “by using corporate funds to make political contributions to political parties, political campaigns, committees, other political organizations and ballot initiatives . . .” In our view, in the absence of a system of transparency and accountability, company assets could be used for policy objectives that may be inimical to the long-term interests of and may pose risks to AutoZone and its shareholders.

Although the Supreme Court cited the importance of disclosure, companies may anonymously channel significant amounts of money into the political process through trade associations and non-profit groups that need not disclose contributions. Such payments can dwarf the contributions that must be publicly reported.

Given the vagaries of the political process and the uncertainty that political spending will produce any return for shareholders, we believe that companies should be fully transparent by disclosing how they spend shareholder money in this area.”

Board of Directors’ Statement in Opposition

After careful consideration, and for the following reasons, the Board believes that this stockholder proposal is not in the best interests of AutoZone or its stockholders, and the Board recommends a vote “AGAINST” this proposal.

The Board believes it is in the best interests of our stockholders for AutoZone to participate in political and regulatory processes on issues that affect our business and community interests. We work proactively to enable AutoZone’s business strategies through public policy and government advocacy. We also participate in political activities and advocate for legislation when there is a connection to our business and our ability to grow the business in a way that is consistent with our values, our legal obligations, and our Code of Business Conduct and Ethics. For example, in the past we have been active in policy discussions and have lobbied on issues related to the collection and remittance of state sales taxes by on-line retailers and right-to-repair legislation.

As more fully described in our Policy on Political Contributions (which is available in the Corporate Governance section of the Investor Relations page of our website at <http://autozoneinc.com>), AutoZone only takes positions on ballot measures, initiatives or propositions that have a direct impact on our business. An important part of participating effectively in the political process is making prudent political contributions — but only where permitted by applicable law. Political contributions of all types are subject to extensive governmental regulation and public disclosure requirements, and AutoZone is fully committed to complying with all applicable campaign finance laws. In accordance with our Policy on Political Contributions, our limited corporate political contributions are approved by the Vice President, Government and Community Relations, in consultation with the Senior Vice President, General Counsel. The Senior Vice President, General Counsel provides periodic updates to the Nominating and Corporate Governance Committee and the Board of Directors on AutoZone’s political contributions.

The Board believes that the disclosure requested in this proposal could place AutoZone at a competitive disadvantage by revealing its business strategies and priorities. Because parties with interests adverse to AutoZone also participate in the political process to their business advantage, any unilateral expanded disclosure, above what is required by law and equally applicable to all similar parties engaged in public debate, could benefit those parties while harming the interests of AutoZone and our stockholders. The Board believes that any reporting requirements that go beyond those required under existing law should be applicable to all participants in the process, and not just to AutoZone.

This is the second consecutive year we have received this proposal from the Comptroller of the City of New York. At our 2014 Annual Meeting, the proposal received the support of only 29.91% of the shares represented in person or by proxy at the meeting. The Board believes that this vote result indicates that our stockholders support the Company's current policies and practices with respect to political contributions.

Accordingly, the Board of Directors recommends a vote "AGAINST" this 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

Compensation Discussion and Analysis

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.

What are the Company's key compensation principles?

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 annual cash incentives, which depend on the achievement of pre-determined business goals, and to a greater extent, long-term compensation, which is based on the value of our stock.

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.

What are the Company's overall executive compensation objectives?

Drive high performance. AutoZone sets challenging 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.

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 value of his or her stock options.

The table below illustrates how AutoZone’s compensation program weights the “at-risk” components of its Named Executive Officers’ 2015 total compensation (using actual base earnings + fiscal 2015 annual cash incentive payment + the value of fiscal 2015 stock and option grants). The value of Mr. Rhodes’ Performance Restricted Stock Unit grant, awarded in fiscal 2011, is included in the calculation based on one-fifth of the full value (using the stock price as of the end of fiscal 2015). See the Summary Compensation Table on page 44 for additional details about fiscal 2015 compensation for all of the Named Executive Officers (“NEOs”).

Executive	Base Salary	Annual Incentive	Long-Term Incentive	Total At-Risk
William C. Rhodes III	11%	18%	71%	89%
William T. Giles	21%	19%	60%	79%
All Other NEOs	23%	16%	61%	77%

Who participates in AutoZone’s executive compensation programs?

The Chief Executive Officer and the other Named Executive Officers, as well as the other senior executives comprising AutoZone’s Executive Committee, participate in the compensation program outlined in this Compensation Discussion and Analysis. The Executive Committee consists of the Chief Executive Officer and officers with the title of senior vice president or executive vice president (a total of 11 executives at the end of fiscal 2015). 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.

What are the key elements of the Company’s overall executive compensation program?

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.

	Description	Objectives
Base salary	<ul style="list-style-type: none"> Annual fixed cash compensation. 	<ul style="list-style-type: none"> 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	<ul style="list-style-type: none"> Annual variable pay tied to the achievement of economic profit objectives, as operationalized by our primary measures: <ul style="list-style-type: none"> Earnings before interest and taxes, and Return on invested capital. Actual payout depends on the results achieved. 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. 	<ul style="list-style-type: none"> 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 and returns performance (add value every year) with demonstrable links to stockholder returns. Drive cross-functional collaboration and a total-company perspective.

	<u>Description</u>	<u>Objectives</u>
Stock options and other equity compensation	<ul style="list-style-type: none"> • 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 and does not include a “reload” program. • AutoZone may occasionally grant awards of performance-restricted stock units, as well as awards of restricted stock with time-based vesting. 	<ul style="list-style-type: none"> • 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	<ul style="list-style-type: none"> • 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 \$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. 	<ul style="list-style-type: none"> • 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	<ul style="list-style-type: none"> • AutoZone implemented a stock ownership requirement during fiscal 2008 for executive officers. • Covered executives must meet specified minimum levels of ownership, using a multiple of base salary approach. 	<ul style="list-style-type: none"> • Encourage ownership by requiring executive officers to meet specified levels of ownership. • Alignment of executive and stockholder interests.
Retirement plans	<p>The Company maintains three retirement plans:</p> <ul style="list-style-type: none"> • 401(k) defined contribution plan, • Frozen defined benefit pension plan, and 	<ul style="list-style-type: none"> • 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.

	<u>Description</u>	<u>Objectives</u>
	<ul style="list-style-type: none"> • Non-qualified deferred compensation plan (including a frozen defined benefit restoration feature) 	<ul style="list-style-type: none"> • The restoration component of the non-qualified plan, which was frozen at the end of 2002, allowed executives to accrue benefits that were not capped by IRS earnings limits.
Health and other benefits	<p>Executives are eligible for a variety of benefits, including:</p> <ul style="list-style-type: none"> • Medical, dental and vision plans; • Life and disability insurance plans; and • Charitable contribution match program. 	<ul style="list-style-type: none"> • 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. Points are assigned to positions using a job evaluation system developed by Hay Group, a global management and human resources consulting firm, and AutoZone maintains salary ranges based on these job evaluations. These salary ranges are usually updated annually based on broad-based survey data; in addition to Hay Group survey data, AutoZone also subscribes to survey information from a variety of providers for this purpose, as discussed below.

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 surveys cover both the retail industry and compensation data on a broader, more general public company universe. Multiple salary surveys are used, so that ultimately the data represent hundreds of companies and positions and thousands of incumbents, or people holding those positions. The surveys generally list the participating companies, and for each position “matched”, the number of companies and incumbents associated with the position. Subscribers cannot determine which information comes from which company.

The salary ranges which apply to the Named Executive Officers, including the Principal Executive Officer, are part of the structure applicable to thousands of AutoZone’s employees. AutoZone positions are each assigned to a salary grade. This is generally accomplished at the creation of a position, using the Hay job evaluation method, and jobs tend to remain in the same grade as long as there are no significant job content changes. 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 95% of the market median value as revealed by the surveys. This positioning relative

to the market allows for competitive base salary levels, while generally leaving actual average base pay slightly below the survey market level. This fits our stated philosophy of delivering competitive total rewards at or above the market median through performance-based variable compensation.

In making decisions related to compensation of the Named Executive Officers, 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.

Annual Cash Incentive. Executive officers and certain other employees are eligible to receive annual cash incentives each fiscal year based on the Company’s attainment of certain Company performance objectives set by the Compensation Committee at the beginning of the fiscal year. The annual cash incentive target for each position, expressed as a percentage of base salary, is based on both salary range and level within the organization, and therefore does not change annually. As a general rule, as an executive’s level of management responsibility increases, the portion of his or her total compensation dependent on Company performance increases.

The threshold and target percentage amounts for the Named Executive Officers for fiscal 2015 are shown in the table below.

Principal Position	Threshold	Target
Chairman, President & CEO	62.5%	125%
Executive Vice President	37.5%	75%
All Other NEOs	30%	60%

Annual cash incentives for executive officers are paid pursuant to the AutoZone, Inc. 2015 Executive Incentive Compensation Plan (“EICP”), our performance-based short-term incentive plan. Pursuant to the plan, the Compensation Committee establishes incentive objectives at the beginning of each fiscal year. For more information about the EICP, see Discussion of Plan-Based Awards Table on page 47.

The actual incentive amount paid depends on Company performance relative to the target objectives. A minimum pre-established goal must be met in order for any incentive award to be paid, and the incentive award as a percentage of annual salary will increase as the Company achieves higher levels of performance.

The Compensation Committee may in its sole discretion reduce the incentive awards paid to Named Executive Officers. 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 reported under the appropriate Bonus column in the Summary Compensation Table; however, the Compensation Committee has not historically exercised this discretion.

The Compensation Committee, as described in the EICP, may (but is not required to) disregard 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.

The incentive objectives for fiscal 2015 were set in a September 2014 Compensation Committee meeting, and were based on the achievement of specified levels of earnings before interest and taxes (“EBIT”) and return on invested capital (“ROIC”), as are the incentive objectives for fiscal 2016, which were set during a Compensation Committee meeting held in October 2015. The total incentive award is determined based on the impact of EBIT and ROIC on AutoZone’s economic profit for the year, rather than by a simple allocation of a portion of the award to achievement of the EBIT target and a portion to achievement of the ROIC target. EBIT and ROIC are key inputs to the calculation of economic profit (sometimes referred to as “economic value added”), and have been determined by our Compensation Committee to be important factors in enhancing stockholder value. If both the EBIT and ROIC targets are achieved, the result will be a 100%, or target, payout. However, the payout cannot exceed 100% unless the EBIT target is exceeded (i.e., unless there is “excess EBIT” to fund the additional incentive payout). Additionally, when the aggregate incentive amount is calculated, if the

resulting payout amount in excess of target exceeds a specified percentage of excess EBIT (currently 20%), then the incentive payout will be reduced until the total amount of the incentive payment in excess of target is within that specified limit.

The specific targets are tied to achievement of the Company’s operating plan for the fiscal year. In 2015, the target objectives were EBIT of \$1,930.0 million and ROIC of 30.8%. The 2015 incentive awards for each named executive officer were based on the following performance:

	<u>EBIT (\$MMs)</u>	<u>ROIC</u>
EICP Target	1,930.0	30.8%
Actual (as adjusted)	1,970.4	31.8%
Difference	40.4	97 Bps

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. Similarly, Company performance below target will cause an executive’s total annual cash compensation to drop below market median. As discussed below, 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.

Stock compensation. To emphasize achievement of long-term stockholder value, AutoZone’s executives receive a significant portion of their targeted total compensation in the form of non-qualified stock options. 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 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.

In order to support and facilitate stock ownership by our executive officers, prior to fiscal year 2013, a portion of their annual stock option grant consisted of Incentive Stock Options (“ISOs”), which feature favorable income tax treatments for the executive as long as certain conditions are met (e.g., the executive holds the stock acquired upon exercise of an ISO for at least two years from the date of grant and one year from the date of exercise). ISOs have a maximum term of ten years and, as granted, vest in equal 25% increments on the first, second, third and fourth anniversaries of the grant date. They are granted at the fair market value on the date of grant as defined in the relevant stock option plan. There is a \$100,000 limit on the aggregate grant value of ISOs that may become exercisable in any calendar year. Although AutoZone receives an income tax deduction for an employee’s gain on non-qualified stock options, AutoZone does not receive a similar deduction of the exercise of ISOs. Therefore, AutoZone stopped granting ISOs beginning in fiscal 2013.

AutoZone grants stock options annually. Currently, 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. AutoZone’s practice is to limit the total option shares granted to its employees during the annual grant process to approximately one percent of common shares outstanding. The annual grant is typically made near the beginning of the fiscal year and does not include a limited number of promotional or new hire grants that may be made during the fiscal year. The Committee reserves the right to deviate from this policy as it deems appropriate.

Newly promoted or hired officers may receive an option grant shortly after their hire or promotion. As a general rule, new hire or promotional stock options are approved and effective on the date of a regularly scheduled meeting of the Compensation Committee. On occasion, these interim grants may be approved 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.

On December 15, 2010, in order to motivate continued high performance while enhancing the retention characteristics of the compensation package applicable to the Chief Executive Officer, AutoZone's Compensation Committee authorized the grant of an award of 25,000 performance-restricted stock units ("PRSUs") to William C. Rhodes, III, AutoZone's Chairman, President and CEO.

On November 25, 2013, 100% of the PRSUs were earned when AutoZone's stock price closed at or above the \$461.12 target for the fifth consecutive trading day. On October 1, 2015, the units vested and were delivered to Mr. Rhodes as shares of AutoZone common stock.

Notable fiscal 2016 actions. On October 7, 2015, the Committee authorized a one-time award of 50,000 nonqualified stock options to Mr. Rhodes. The options, which have an expiration date of October 8, 2025, vest in one-half increments on the fourth and fifth anniversaries of the grant. The purpose of this one-time award is to solidify Mr. Rhodes' commitment to AutoZone as well as to motivate continued high performance in a way that is aligned with both stockholder results as well as AutoZone's leadership team incentives. In association with this one-time grant, the Committee intends to continue authorizing annual stock option grants to Mr. Rhodes at a reduced level compared to prior years. On October 6, 2015, the Committee authorized a grant of 7,850 nonqualified stock options to Mr. Rhodes; these options have an expiration date of October 7, 2025, and vest in one-quarter increments on the first, second, third and fourth anniversaries of the grant.

Stock purchase plans. AutoZone maintains the Sixth 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 Sixth Amended and Restated AutoZone, Inc. 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, 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 Discussion of Plan-Based Awards Table on page 47.

	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
Taxes — Individual	Ordinary income in amount of spread; capital gains for appreciation; taxed when shares sold	Ordinary income when restrictions lapse (83(b) election optional)
Taxes — Company	No deduction unless “disqualifying disposition”	Deduction when included in employee’s income

How does the Compensation Committee consider and determine executive and director 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, taking into account 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 establishes 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 established by the Compensation Committee at the beginning of each fiscal year as discussed above. The actual incentive amount paid depends on performance relative to the target objectives.

The Compensation Committee approves awards of stock options to many 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. The Compensation Committee also approves awards of other stock-based compensation.

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 (a total of 11 individuals at the end of fiscal 2015). Covered executives must attain a specified minimum level of stock ownership, based on a multiple of their base salary, within 5 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 3 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 and the intrinsic (or “in-the-money”) value of vested stock options, 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.

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 and vested shares which have restrictions on sale.

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

Ownership Requirement	<ul style="list-style-type: none"> • Chief Executive Officer 5 times base salary • Executive Vice President 3 times base salary • Senior Vice President 2 times base salary
Holding Requirements	<ul style="list-style-type: none"> • 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 retirement approaches. The Compensation Committee may waive the guidelines for any other executive at its discretion.
Ownership Definition	<ul style="list-style-type: none"> • Shares of stock directly owned; • Unvested Shares acquired via the Executive Stock Purchase Plan; and • Vested stock options acquired via the AutoZone Stock Option Plan (based on the “in-the-money” value).

Under AutoZone’s insider trading policies, all transactions involving put or call options on the stock of AutoZone are prohibited at all times. Officers and directors and their respective family members may not directly or indirectly participate in transactions involving trading activities which by their aggressive or speculative nature may give rise to an appearance of impropriety.

What roles do the Chief Executive Officer and other executive officers play in the determination of executive compensation?

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 does not make recommendations to 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; however, Compensation Committee discussions of specific pay actions related to the Chief Executive Officer are held outside his presence.

Does AutoZone use compensation consultants?

The Compensation Committee used the services of Pearl Meyer & Partners (“PM&P”) during fiscal 2015. PM&P, affirmatively “independent” pursuant to Securities and Exchange Commission and New York Stock Exchange requirements, was hired by and reports directly to, the Compensation Committee. PM&P does not perform any consulting work for AutoZone’s management.

The Compensation Committee has authority, pursuant to its charter, to hire consultants of its selection to advise it with respect to AutoZone’s compensation programs, and it may also limit the use of the Compensation Committee’s compensation consultants by AutoZone’s management as it deems appropriate. Although historically AutoZone has hired consultants to provide services from time to time, it is not AutoZone’s usual practice, and as discussed previously, neither the Compensation Committee nor AutoZone’s management regularly engages consultants as part of the annual review and determination of executive compensation.

What are AutoZone’s peer group and compensation benchmarking practices?

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.

We periodically review the appropriateness of this peer group. It typically has changed when such events as acquisitions and spin-offs have occurred. Accordingly, during fiscal 2015 management recommended a number of changes:

- Brinker International, Pep Boys – Manny, Moe and Jack, PetSmart and RadioShack were removed; and
- Tractor Supply Company was added.

We will review the new entity created by the merger of Dollar Tree and Family Dollar Stores to determine whether Dollar Tree will be retained in the peer group.

The criteria used to select the peer group companies listed below were primarily, but not exclusively:

- Direct competitors;
- Companies with which we compete for talent, customers and capital; and
- Companies with revenues consistently ranging between 50% and 200% of AutoZone’s revenues.

AutoZone Peer Group

Advance Auto Parts	Family Dollar Stores	O’Reilly Automotive
Barnes & Noble	Foot Locker	Ross Stores
Bed Bath & Beyond	Gamestop	Sherwin Williams
Darden Restaurants	Gap Stores	Starbucks
Dick’s Sporting Goods	Genuine Parts	Tractor Supply Company
Dollar General	L Brands	Yum! Brands
Dollar Tree		

We do not use information from the peer group or other published sources to set precise compensation targets or make individual compensation decisions. AutoZone does not engage in “benchmarking,” such as targeting base salary at peer group median for a given position. Rather we use such data as context in reviewing AutoZone’s overall compensation levels and approving recommended compensation actions. 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.

What is AutoZone’s policy concerning the taxation of compensation?

The Compensation Committee considers the provisions of Section 162(m) of the Internal Revenue Code which allows 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 is an exception for qualified performance-based compensation, and AutoZone’s compensation program is designed to maximize the tax deductibility of compensation paid to executive officers, where possible. Plans or payment types which qualify as performance-based compensation include the EICP, PRSUs and stock options. However, the Compensation Committee may authorize payments which are not deductible where it is in the best interests of AutoZone and its stockholders.

Base salaries (less deferred compensation), restricted stock awards, Executive Stock Purchase Plan vested shares, and certain benefits and perquisites do not qualify as performance-based under 162(m). For fiscal 2015, the sum of this compensation for each of AutoZone’s “covered employees” did not exceed \$1 million; therefore, the compensation of the Chief Executive Officer and the other “covered employees” was fully deductible in 2015.

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 of Directors (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:

Earl G. Graves, Jr., Chair
 Douglas H. Brooks
 Linda A. Goodspeed
 W. Andrew McKenna
 George R. Mrkonic, Jr.

Compensation Committee Interlocks and Insider Participation

The Compensation Committee is composed solely of independent, non-employee directors. The members of the Compensation Committee of the Board of Directors during the 2015 fiscal year are listed above.

Compensation Program Risk Assessment

AutoZone’s management conducts ongoing 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 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 of Directors;
- 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);
- 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 Named Executive Officers.

Name and Principal Position	Year	Salary (\$)(1)	Bonus (\$)(2)	Stock Awards (\$)(3)(4)	Option Awards (\$)(4)	Non-Equity Incentive Plan Compensation (\$)(5)	Change In Pension Value & Non-qualified Deferred Compensation Earnings	All Other Compensation (\$)(7)	Total (\$)
							(\$)(6)		
William C. Rhodes III	2015	1,000,000	—	90,628	2,563,220	1,507,500	9,089	181,256	5,351,693
Chairman, President & Chief Executive Officer	2014	1,000,000	—	90,041	2,574,670	1,483,750	33,610	172,280	5,354,351
	2013	1,019,231	—	90,043	2,513,124	1,509,736	—(8)	173,031	5,305,165
William T. Giles	2015	560,539	—	27,530	1,561,502	507,008	—	107,845	2,764,424
CFO/Executive Vice President, Finance, IT & ALLDATA	2014	544,385	—	32,039	1,555,530	484,639	—	92,422	2,709,015
	2013	536,039	—	21,521	1,519,044	476,405	—	74,942	2,627,951
William W. Graves(9)	2015	430,154	—	17,275	1,163,761	311,260	7,685	89,883	2,020,018
Executive Vice President, Mexico, Brazil, IMC & Store Development	2014	418,154	—	13,028	1,166,647	297,810	26,128	85,873	2,007,640
	2013	414,615	—	9,850	1,049,927	294,792	—(8)	77,360	1,846,544
Mark A. Finestone(9)	2015	430,154	—	13,274	1,163,761	311,260	—	87,423	2,005,872
Executive Vice President, Merchandising, Supply Chain & Marketing	2014	418,154	—	10,050	1,166,647	297,810	—	78,530	1,971,191
Thomas B. Newbern(9)	2015	430,154	—	—	1,163,761	311,260	16,344	43,611	1,965,130
Executive Vice President, Store Operations, Commercial & Loss Prevention									

- (1) Each of fiscal 2015 and 2014 was 52 weeks compared to 53 weeks for fiscal 2013, which resulted in payment of one additional week of base salary for each Named Executive Officer during fiscal 2013.
- (2) Annual incentive awards were paid pursuant to the 2010 Executive Incentive Compensation Plan and therefore appear in the “non-equity incentive plan compensation” column of the table.
- (3) Represents shares acquired pursuant to the Executive Stock Purchase Plan and the 2011 Equity Plan. See “Compensation Discussion and Analysis” on page 32 for more information about these plans. See Note B, Share-Based Payments, to our consolidated financial statements in our 2015 Annual Report for a description of the 2011 Equity Plan and 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 2015 Annual Report for details on assumptions used in the valuation.
- (5) Incentive amounts were earned for the 2015 fiscal year pursuant to the EICP and were paid in October 2015. See “Compensation Discussion and Analysis” on page 32 for more information about this plan.
- (6) Our defined benefit pension plans were frozen as of December 31, 2002, and accordingly, benefits do not increase or decrease, and there is no service cost. We have determined that annual changes in actuarial assumptions result in year-over-year changes in the present values of the benefits provided. Therefore, the values shown in the column represent the change in value from one year to the next, with negative changes reflected as zero change. See the Pension Benefits table on page 51 for more information. We did not provide above-market or preferential earnings on deferred compensation in 2013, 2014 or 2015.

(7) All Other Compensation includes the following:

<u>Name</u>		<u>Perquisites and Personal Benefits(A)</u>	<u>Tax Gross-ups</u>	<u>Company Contributions to Defined Contribution Plans(C)</u>	<u>Life Insurance Premiums</u>
William C. Rhodes III	2015	\$63,016(B)	\$3,010	\$ 99,350	\$15,880
	2014	\$57,361(B)	\$ —	\$101,159	\$13,760
	2013	\$62,406(B)	\$2,971	\$ 92,794	\$14,860
William T. Giles	2015	\$54,565(B)	\$ —	\$ 41,660	\$11,620
	2014	\$41,204(B)	\$ —	\$ 40,738	\$10,480
	2013	\$26,214	\$ —	\$ 40,266	\$ 8,462
William W. Graves	2015	\$56,107(B)	\$ —	\$ 29,043	\$ 4,733
	2014	\$53,609(B)	\$ —	\$ 28,704	\$ 3,560
	2013	\$47,833(B)	\$ —	\$ 25,682	\$ 3,845
Mark A. Finestone	2015	\$54,941(B)	\$ —	\$ 29,065	\$ 3,417
	2014	\$46,310(B)	\$ —	\$ 28,660	\$ 3,560
Thomas B. Newbern	2015	\$ 9,561	\$1,568	\$ 29,065	\$ 3,417

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

(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, which 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:

<u>Name</u>	<u>2015</u>	<u>2014</u>	<u>2013</u>
William C. Rhodes III	\$50,000	\$50,000	\$50,000
William T. Giles	\$50,000	\$36,000	\$21,150
William W. Graves	\$50,000	\$47,331	\$41,395
Mark A. Finestone	\$50,000	\$41,272	N/A

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

(8) Pursuant to Instruction 3 to Item 402(c)(2)(iii) of Regulation S-K, if the aggregate year-over-year change in the actuarial present value of the accumulated benefits of all defined benefit pension plans is a negative number, then the negative number should not be reported in the “Change in Pension Value and Nonqualified Deferred Compensation” column. The aggregate change in the actuarial present value of the accumulated benefits from 2012 to 2013 was \$(35,269) for Mr. Rhodes and \$(25,365) for Mr. Graves.

(9) These executives were named to the indicated positions during October 2015. During fiscal 2015, Mr. Graves served as Senior Vice President, Supply Chain and International; Mr. Finestone served as Senior Vice President, Merchandising and Store Development; and Mr. Newbern served as Senior Vice President, Store Operations and Loss Prevention.

GRANTS OF PLAN-BASED AWARDS

The following table sets forth information regarding plan-based awards granted to the Company's Named Executive Officers during the 2015 fiscal year.

Name	Equity Plans Grant Date	Estimated Future Payments Under Nonequity Incentive Plans(1)			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 (\$)
		Threshold (\$)	Target (\$)	Maximum (\$)				
William C. Rhodes III		625,000	1,250,000	N/A				
	9/23/2014					17,400	2,563,220	
	9/30/2014				21		10,703	
	12/31/2014				91		56,339	
	3/31/2015				16		10,915	
	6/30/2015				19		12,671	
							2,653,848	
William T. Giles		211,125	422,250	N/A				
	9/23/2014					10,600	1,561,502	
	9/30/2014				13		6,626	
	12/31/2014				12		7,429	
	3/31/2015				9		6,139	
	6/30/2015				11		7,336	
							1,589,032	
William W. Graves		129,600	259,200	N/A				
	9/23/2014					7,900	1,163,761	
	9/30/2014				2		1,019	
	12/31/2014				23		14,240	
	3/31/2015				1		682	
	6/30/2015				2		1,334	
							1,181,036	
Mark A. Finestone		129,600	259,200	N/A				
	9/23/2014					7,900	1,163,761	
	9/30/2014				2		1,019	
	12/31/2014				10		6,191	
	3/31/2015				4		2,729	
	6/30/2015				5		3,335	
							1,177,035	
Thomas B. Newbern		129,600	259,200	N/A				
	9/23/2014					7,900	1,163,761	
							1,163,761	

(1) Represents potential threshold, target and maximum incentive compensation for the 2015 fiscal year under the EICP based on each officer's salary on the date the 2015 fiscal year targets were approved. The amounts actually paid for the 2015 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 is no overall percentage maximum; however, awards paid to any individual pursuant to the EICP may not exceed \$4 million. See "Compensation Discussion and Analysis" at page 32 and the discussion following this table for more information on the EICP.

- (2) Represents shares awarded pursuant to the Executive Stock Purchase Plan. See “Compensation Discussion and Analysis” at page 32 and the discussion following this table for more information on the Executive Stock Purchase Plan.
- (3) Represents options awarded pursuant to the 2011 Equity Plan. See “Compensation Discussion and Analysis” at page 32 and the discussion following this table for more information on equity plans.

Discussion of Plan-Based Awards Table

Executive Incentive Compensation Plan. The EICP is intended to be a performance-based compensation plan under Section 162(m) of the Internal Revenue Code. The Company’s executive officers, as determined by the Compensation Committee of the Board of Directors, are eligible to participate in the EICP. At the beginning of each fiscal year, the Compensation Committee establishes a goal, which may be a range from a minimum to a maximum attainable bonus, based on one or more of the following measures:

- Earnings
- Earnings per share
- Sales
- Market share
- Operating or net cash flows
- Pre-tax profits
- Earnings before interest and taxes (EBIT)
- Return on invested capital
- Economic value added
- Return on inventory
- EBIT margin
- Sales per square foot
- Comparable store sales

The EICP provides that the goal may be different for different executives. The goals can change annually to support our business objectives. After the end of each fiscal year, the Compensation Committee must certify the attainment of goals under the EICP and direct the amount to be paid to each participant in cash. See “Compensation Discussion and Analysis” on page 32 for more information about the EICP.

Executive Stock Purchase Plan. The 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, 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. For more information about the Executive Stock Purchase Plan, see “Compensation Discussion and Analysis” on page 32.

Stock Options. Stock options are awarded to many levels of management, including executive officers, to align the long-term interests of AutoZone’s management and our stockholders. During the 2015 fiscal year, 698 AutoZone employees received stock options. The stock options shown in the table were granted pursuant to the 2011 Equity Plan.

Both incentive stock options and non-qualified stock options, or a combination of both, can be granted under the 2011 Equity Plan. Incentive stock options have a maximum term of ten years, and non-qualified stock options have a maximum term of ten years and one day. Options granted during the 2015 fiscal year vest in one-fourth increments over a four-year period. All options granted under the 2011 Equity Plan have an exercise price equal to the fair market value of AutoZone common stock on the date of grant, which is defined as the closing price on the grant date. Option repricing is expressly prohibited by the terms of the 2011 Equity Plan.

Each grant of stock options is governed by the terms of a Stock Option Agreement entered into between the Company and the executive officer at the time of the grant. The Stock Option Agreements provide vesting schedules and other terms of the grants in accordance with the 2011 Equity Plan.

Under the 2011 Equity Plan, participants may receive equity-based compensation in the form of stock appreciation rights, restricted shares, restricted share units, dividend equivalents, deferred stock, stock payments, performance share awards and other incentive awards structured by the Compensation Committee and the Board within parameters set forth in the 2011 Equity Plan.

The aggregate number of shares of AutoZone common stock available for equity grants pursuant to the 2011 Equity Plan will be reduced by two shares for every share delivered in settlement of an award other than (i) a stock option, (ii) a stock appreciation right or (iii) any other award for which the holder pays the intrinsic value existing as of the date of grant (such awards, "Full Value Awards"). To the extent that any award other than a Full Value Award is forfeited, expires or is settled in cash without the delivery of shares to the holder, then any shares subject to the award will again be available for the grant of an award pursuant to the 2011 Equity Plan; if such forfeited, expired or cash-settled award is a Full Value Award, then the number of shares available under the 2011 Equity Plan will be increased by two shares for each share subject to the award that is forfeited, expired or cash-settled. However, shares tendered or withheld in payment of the exercise price of an option or in satisfaction of any tax withholding obligations with respect to an award, shares subject to a stock appreciation right that are not issued in connection with the stock settlement of the stock appreciation right on exercise thereof, and shares purchased on the open market with the cash proceeds from the exercise of options, will not again be available for the grant of an award pursuant to the 2011 Equity Plan. Any shares of restricted stock repurchased by AutoZone at the same price paid by the participant, so that such shares are returned to AutoZone, will again be available for awards granted pursuant to the 2011 Equity Plan. The payment of dividend equivalents in cash in conjunction with any outstanding awards will not be counted against the shares available for issuance under the 2011 Equity Plan.

OUTSTANDING EQUITY AWARDS AT FISCAL YEAR-END

The following table sets forth information regarding outstanding stock option awards under the 2011 Equity Plan, the 2006 Stock Option Plan and the Third Amended and Restated AutoZone, Inc. 1996 Stock Option Plan (“1996 Stock Option Plan”), other outstanding equity awards under the 2011 Equity Plan, and unvested shares under the Executive Stock Purchase Plan for the Company’s Named Executive Officers as of August 29, 2015:

Name	Grant Date	Option Awards				Stock Awards	
		Number of securities underlying unexercised options(1)		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)
		Exercisable	Unexercisable				
William C. Rhodes III	09/25/2007	38,600	0	\$115.38	9/26/2017		
	09/22/2008	32,000	0	\$130.79	9/23/2018		
	09/29/2009	26,500	0	\$142.77	9/30/2019		
	09/29/2009	500	0	\$142.77	9/29/2019		
	09/29/2010	23,700	0	\$228.20	9/30/2020		
	09/29/2010	700	0	\$228.20	9/29/2020		
	09/27/2011	300	100	\$326.00	9/27/2021		
	09/27/2011	15,600	5,200	\$326.00	9/28/2021		
	09/27/2012	11,250	11,250	\$371.47	9/28/2022		
	10/01/2013	4,800	14,400	\$425.11	10/2/2023		
	09/23/2014	0	17,400	\$507.79	9/24/2024		
	12/15/2010					25,000(4)	\$18,159,750
	9/30/2014					21	\$ 15,254
	12/31/2014					91	\$ 66,101
	3/31/2015					16	\$ 11,622
6/30/2015					19	\$ 13,801	
Totals		153,950	48,350			25,147	\$ 18,266,528
William T. Giles	09/25/2007	21,400	0	\$115.38	9/26/2017		
	09/22/2008	18,400	0	\$130.79	9/23/2018		
	09/29/2009	15,800	0	\$142.77	9/30/2019		
	09/28/2010	13,500	0	\$225.74	9/29/2020		
	09/27/2011	0	125	\$326.00	9/27/2021		
	09/27/2011	9,000	3,000	\$326.00	9/28/2021		
	09/27/2012	6,800	6,800	\$371.47	9/28/2022		
	10/01/2013	2,900	8,700	\$425.11	10/2/2023		
	09/23/2014	0	10,600	\$507.79	9/24/2024		
	9/30/2014					13	\$ 9,443
	12/31/2014					12	\$ 8,717
	3/31/2015					9	\$ 6,538
	6/30/2015					11	\$ 7,990
Totals		87,800	29,225			45	\$ 32,688
William W. Graves	09/29/2009	12,000	0	\$142.77	9/30/2019		
	09/28/2010	10,500	0	\$225.74	9/29/2020		
	09/28/2010	900	0	\$225.74	9/28/2020		
	09/27/2011	375	125	\$326.00	9/27/2021		
	09/27/2011	7,125	2,375	\$326.00	9/28/2021		
	09/27/2012	4,700	4,700	\$371.47	9/28/2022		
	10/01/2013	2,175	6,525	\$425.11	10/2/2023		
	09/23/2014	0	7,900	\$507.79	9/24/2024		
	9/30/2014					2	\$ 1,453

Proxy

Name	Grant Date	Option Awards			Stock Awards		
		Number of securities underlying unexercised options(1)		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)
		Exercisable	Unexercisable				
	12/31/2014					23	\$16,707
	3/31/2015					1	\$ 726
	6/30/2015					2	\$ 1,453
Totals		37,775	21,625			28	\$20,339
Mark Finestone	09/29/2009	9,600	0	\$142.77	9/30/2019		
	09/29/2009	900	0	\$142.77	9/29/2019		
	09/28/2010	13,500	0	\$225.74	9/29/2020		
	09/27/2011	8,850	2,950	\$326.00	9/28/2021		
	09/27/2012	4,700	4,700	\$371.47	9/28/2022		
	10/01/2013	2,175	6,525	\$425.11	10/2/2023		
	09/23/2014	0	7,900	\$507.79	9/24/2024		
	9/30/2014					2	\$ 1,453
	12/31/2014					10	\$ 7,264
	3/31/2015					4	\$ 2,906
	6/30/2015					5	\$ 3,632
Totals		39,725	22,075			21	\$15,255
Thomas B. Newbern	09/27/2011	0	125	\$326.00	9/27/2021		
	09/27/2011	8,475	2,825	\$326.00	9/28/2021		
	09/27/2012	4,700	4,700	\$371.47	9/28/2022		
	10/01/2013	2,175	6,525	\$425.11	10/2/2023		
	09/23/2014	0	7,900	\$507.79	9/24/2024		
Totals		15,350	22,075				

- (1) Stock options vest annually in one-fourth increments over a four-year period. Both incentive stock options and non-qualified stock options have been awarded.
- (2) Except as noted in footnote (4) below, 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, disability or retirement.
- (3) Based on the closing price of AutoZone common stock on August 28, 2015 (\$726.39 per share).
- (4) Represents a grant of performance-restricted stock units pursuant to the 2011 Equity Plan.

OPTION EXERCISES AND STOCK VESTED

The following table sets forth information regarding stock option exercises and vested stock awards for the Company’s Named Executive Officers during the fiscal year ended August 29, 2015:

Name	Option Awards		Stock Awards	
	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	43,500	21,750,870	186	114,778
William T. Giles	24,275	11,952,916	65	40,573
William W. Graves	17,000	8,780,068	27	16,719
Mark A. Finestone	11,500	5,122,245	21	12,785
Thomas B. Newbern	20,725	10,014,506	—	—

- (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 32 for more information about this plan.
- (3) Based on the closing price of AutoZone common stock on the vesting date.

PENSION BENEFITS

The following table sets forth information regarding pension benefits for the Company’s Named Executive Officers as of August 29, 2015:

Name	Plan Name	Number of Years of Credited Service	Present Value of Accumulated Benefit \$(1)	Payments During Last Fiscal Year (\$)
William C. Rhodes III	AutoZone, Inc. Associates Pension Plan	7	93,106	—
	AutoZone, Inc. Executive Deferred Compensation Plan		57,593	—
William T. Giles	N/A			
William W. Graves	AutoZone, Inc. Associates Pension Plan	9	116,966	—
	AutoZone, Inc. Executive Deferred Compensation Plan		18,403	—
Mark A. Finestone	N/A			—
Thomas B. Newbern	AutoZone, Inc. Associates Pension Plan	17	234,997	—
	AutoZone, Inc. Executive Deferred Compensation Plan		53,142	—

- (1) As the plan benefits were frozen as of December 31, 2002, there is no service cost and increases in future compensation levels no longer impact the calculations. The benefit of each participant is accrued based on a funding formula computed by our independent actuaries, Mercer. See Note L, Pension and Savings Plans, to our consolidated financial statements in our 2015 Annual Report for a discussion of our assumptions used in determining the present value of the accumulated pension benefits.

Prior to January 1, 2003, substantially all full-time AutoZone employees were covered by a defined benefit pension plan, the AutoZone, Inc. Associates Pension Plan (the "Pension Plan"). The Pension Plan is a traditional defined benefit pension plan which covered full-time AutoZone employees who were at least 21 years old and had completed one year of service with the Company. The benefits under the Pension Plan were based on years of service and the employee's highest consecutive five-year average compensation. Compensation included total annual earnings shown on Form W-2 plus any amounts directed on a tax-deferred basis into Company-sponsored benefit plans, but did not include reimbursements or other expense allowances, cash or non-cash fringe benefits, moving expenses, non-cash compensation (regardless of whether it resulted in imputed income), long-term cash incentive payments, gain on exercise of stock options, payments under any insurance plan, payments under any weekly-paid indemnity plan, payments under any long term disability plan, nonqualified deferred compensation, or welfare benefits.

AutoZone also maintained a supplemental defined benefit pension plan for certain highly compensated employees to supplement the benefits under the Pension Plan as part of our Executive Deferred Compensation Plan (the "Supplemental Pension Plan"). The purpose of the Supplemental Pension Plan was to provide any benefit that could not be provided under the qualified plan due to IRS limitations on the amount of salary that could be recognized in the qualified plan. The benefit under the Supplemental Pension Plan is the difference between (a) the amount of benefit determined under the Pension Plan formula but using the participant's total compensation without regard to any IRS limitations on salary that can be recognized under the qualified plan, less (b) the amount of benefit determined under the Pension Plan formula reflecting the IRS limitations on compensation that can be reflected under a qualified plan.

In December 2002, both the Pension Plan and the Supplemental Pension Plan were frozen. Accordingly, all benefits to all participants in the Pension Plan were fixed and could not increase, and no new participants could join the plans.

Annual benefits to the Named Executive Officers are payable upon retirement at age 65. Sixty monthly payments are guaranteed after retirement. The benefits will not be reduced by Social Security or other amounts received by a participant. The basic monthly retirement benefit is calculated as 1% of average monthly compensation multiplied by a participant's years of credited service. Benefits under the Pension Plan may be taken in one of several different annuity forms. The actual amount a participant would receive depends upon the payment method chosen.

A participant in the Pension Plan is eligible for early retirement under the plan if he or she is at least 55 years old AND was either (a) a participant in the original plan as of June 19, 1976; or (b) has completed at least ten (10) years of service for vesting (i.e. years in which the participant worked at least 1,000 hours after becoming a Pension Plan participant). The early retirement date will be the first of any month after the participant meets these requirements and chooses to retire. Benefits may begin immediately, or the participant may elect to begin receiving them on the first of any month between the date he or she actually retires and the normal retirement date. If a participant elects to begin receiving an early retirement benefit before the normal retirement date, the amount of the accrued benefit will be reduced according to the number of years by which the start of benefits precedes the normal retirement date.

Messrs. Rhodes, Graves and Newbern are participants in the Pension Plan and the Supplemental Pension Plan. No Named Executive Officers received payment of a retirement benefit in fiscal 2015.

NONQUALIFIED DEFERRED COMPENSATION

The following table sets forth information regarding nonqualified deferred compensation for the Company's Named Executive Officers as of and for the year ended August 29, 2015.

<u>Name</u>	<u>Plan</u>	<u>Executive Contributions in Last FY (\$)(1)</u>	<u>Registrant Contributions in Last FY (\$)(2)</u>	<u>Aggregate Earnings in Last FY (\$)(3)</u>	<u>Aggregate withdrawals / distributions (\$)</u>	<u>Aggregate Balance at Last FYE (\$)</u>
William C. Rhodes III	Executive Deferred Compensation Plan	595,125	88,950	94,053	—	8,376,503
William T. Giles	Executive Deferred Compensation Plan	93,753	30,964	(8,857)	—	678,101
William W. Graves	Executive Deferred Compensation Plan	149,203	18,386	5,619	—	903,615
Mark A. Finestone	Executive Deferred Compensation Plan	34,903	18,386	(9,457)	(46,374)	697,253
Thomas B. Newbern	Executive Deferred Compensation Plan	145,501	18,386	11,442	(4,693)	1,369,419

- (1) Represents contributions by the Named Executive Officers 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 Named Executive Officers 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 Named Executive Officers in the Summary Compensation Table.
- (3) Represents the difference between the aggregate balance at end of fiscal 2015 and the end of fiscal 2014, excluding (i) contributions made by the executive officer and the Company during fiscal 2015 and (ii) any withdrawals or distributions during fiscal 2015. 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 29, 2015, there were 45 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 Named Executive Officers 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 February 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. Giles, Finestone, Graves and Newbern)

AutoZone’s executive officers who do not have written employment agreements, including Messrs. Giles, Finestone, Graves and Newbern, 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 months to 24 months, depending on their length of service at the time of termination. Mr. Giles presently has nine years of service, Mr. Finestone has 13 years of service, Mr. Graves has 22 years of service and Mr. Newbern has 30 years of service.

<u>Years of Service</u>	<u>Severance Period</u>
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 Named Executive Officers, 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.”

Under Mr. Rhodes’ Performance-Based Restricted Stock Units Award Agreement, described on page 38, any Restricted Stock Units that have been earned (i.e., the performance conditions have been met) but have not become vested, will become vested and will be paid in shares of AutoZone common stock as soon as practicable

after the date of Mr. Rhodes' termination of employment by the Company without cause (as defined in the award agreement) or due to his death or disability. The Restricted Stock Units were earned November 25, 2013, when AutoZone's stock price closed at or above the \$461.12 target for the fifth consecutive trading day. The Restricted Stock Units vested on October 1, 2015.

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 \$5,000,000. All of the Named Executive Officers 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. 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 Named Executive Officers would have received if their employment had been terminated under specified circumstances on August 29, 2015. This table does not include amounts related to the Named Executive Officers' vested benefits under our deferred compensation and pension plans or pursuant to stock option awards, all of which are described in the tables above.

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	—	2,990,000	—	—	—	—
Annual Incentive	—	1,507,500	—	1,507,500	1,507,500	1,507,500
Benefits Continuation	—	16,259	—	—	3,058	—
Unvested Stock Options	—	—	—	—	14,256,989	—
Unvested Stock Awards	—	18,266,528	—	18,266,528	18,266,528	106,778
Disability Benefits	—	—	—	5,640,000	—	—
Life Insurance Benefits	—	—	—	—	5,000,000	—
Total	—	22,780,287	—	25,414,028	39,034,075	1,614,278
William T. Giles(2)						
Severance Pay	—	1,126,000	—	—	—	—
Annual Incentive	—	507,008	—	507,008	507,008	507,008
Benefits Continuation	—	18,703	—	—	2,726	—
Unvested Stock Options	—	—	—	—	8,602,971	—
Unvested Stock Awards	—	32,688	—	32,688	32,688	32,688
Disability Benefits	—	—	—	3,960,000	—	—
Life Insurance Benefits	—	—	—	—	2,040,000	—
Total	—	1,684,399	—	4,499,696	11,185,393	539,696
William W. Graves(2)						
Severance Pay	—	864,000	—	—	—	—
Annual Incentive	—	311,260	—	311,260	311,260	311,260
Benefits Continuation	—	16,710	—	—	2,859	—
Unvested Stock Options	—	—	—	—	6,361,891	—
Unvested Stock Awards	—	20,339	—	20,339	20,339	20,339
Disability Benefits	—	—	—	3,900,000	—	—
Life Insurance Benefits	—	—	—	—	1,000,000	—
Total	—	1,212,309	—	4,231,599	7,696,349	331,599
Mark A. Finestone(2)						
Severance Pay	—	864,000	—	—	—	—
Annual Incentive	—	311,260	—	311,260	311,260	311,260
Benefits Continuation	—	16,541	—	—	2,726	—
Unvested Stock Options	—	—	—	—	6,542,067	—
Unvested Stock Awards	—	15,255	—	15,255	15,255	15,255
Disability Benefits	—	—	—	4,110,000	—	—
Life Insurance Benefits	—	—	—	—	1,000,000	—
Total	—	1,207,056	—	4,436,515	7,871,308	326,515
Thomas B. Newbern(2)						
Severance Pay	—	864,000	—	—	—	—
Annual Incentive	—	311,260	—	311,260	311,260	311,260
Benefits Continuation	—	18,703	—	—	2,726	—
Unvested Stock Options	—	—	—	—	6,542,067	—
Disability Benefits	—	—	—	4,650,000	—	—
Life Insurance Benefits	—	—	—	—	1,000,000	—
Total	—	1,193,963	—	4,961,260	7,856,053	311,260

(1) Severance Pay, Bonus 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, death or normal retirement; and Performance-Restricted Stock Units, which vest upon involuntary termination not for cause, disability, or death. Annual Incentive is shown at actual annual incentive amount for the 2015 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 Company-paid individual long-term disability insurance policy. Life Insurance Benefits are benefits under a Company-paid life insurance policy.

- (2) Severance Pay, Bonus and Benefits Continuation amounts shown under the "Involuntary Termination Not for Cause" column reflect payments to Mr. Giles, Mr. Finestone, Mr. Graves, and Mr. Newbern under the Severance and Non-Compete Agreements described above. Annual Incentive is shown at actual annual incentive amount for the 2015 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, death or normal retirement. Disability Benefits are benefits under Company-paid individual long-term disability insurance policy. Life Insurance Benefits are benefits under a Company-paid life insurance policy.

Related Party Transactions

Our Board has adopted a Related Person Transaction Policy (the "Policy") which requires the Audit Committee of the Board to review 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; and the terms available to unrelated third parties generally. Related Person Transactions must also comply with the policies and procedures specified in our Code of Ethics and Business 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 Business 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 29, 2015, and through the date of this proxy statement requiring disclosure under these policies.

Equity Compensation Plans

Equity Compensation Plans Approved by Stockholders

Our stockholders have approved the 2011 Equity Plan, 2006 Stock Option Plan, 1996 Stock Option Plan, the Employee Stock Purchase Plan, the Executive Stock Purchase Plan, the 2003 Director Compensation Plan and the 2003 Director Stock Option Plan.

Equity Compensation Plans Not Approved by Stockholders

The AutoZone, Inc. Second Amended and Restated Director Compensation Plan 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 and was replaced by the 2003 Director Compensation Plan, after the stockholders approved it. No further grants can be made under the terminated plan. However, any grants made under this plan will continue under the terms of the grant made. Only treasury shares are issued under the terminated plans.

Under the Second Amended and Restated Director Compensation Plan, a non-employee director could receive no more than one-half of the annual retainer and meeting fees immediately in cash, and the remainder of the fees were taken in common stock or deferred in stock appreciation rights.

Summary Table

The following table sets forth certain information as of August 29, 2015, with respect to compensation plans under which shares of AutoZone common stock may be issued.

<u>Plan Category</u>	<u>Number of securities to be issued upon exercise of outstanding options, warrants and rights</u>	<u>Weighted-average exercise price of outstanding options warrants and rights</u>	<u>Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in the first column)</u>
Equity compensation plans approved by security holders . .	1,826,698	\$323.05	1,928,526
Equity compensation plans not approved by security holders . .	7,284	38.18	0
Total	1,833,982	\$321.92	1,928,526

Section 16(a) Beneficial Ownership Reporting Compliance

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, all persons related to AutoZone that are required to file these insider trading reports have filed them in a timely manner. Copies of the insider trading reports can be found on the AutoZone corporate website at www.autozoneinc.com.

STOCKHOLDER PROPOSALS FOR 2016 ANNUAL MEETING

Stockholder proposals for inclusion in the Proxy Statement for the Annual Meeting in 2016 must be received by June 28, 2016. In accordance with our By-Laws, stockholder proposals received after August 18, 2016, but by September 17, 2016, may be presented at the Annual Meeting, but will not be included in the Proxy Statement. Any stockholder proposal received after September 17, 2016, 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 is being mailed with this Proxy Statement to all stockholders of record.

By order of the Board of Directors,

Kristen C. Wright
Secretary

Memphis, Tennessee
October 26, 2015

EXHIBIT A
AMENDED AND RESTATED
AUTOZONE, INC. 2011 EQUITY INCENTIVE AWARD PLAN

ARTICLE 1.

PURPOSE

The purpose of the Amended and Restated AutoZone, Inc. 2011 Equity Incentive Award Plan (as it may be amended or restated from time to time) (the “Plan”) is to promote the success and enhance the value of AutoZone, Inc. (the “Company”) by linking the individual interests of the members of the Board and Employees to those of the Company’s stockholders and by providing such individuals with an incentive for outstanding performance to generate superior returns to the Company’s stockholders. The Plan is further intended to provide flexibility to the Company in its ability to motivate, attract, and retain the services of members of the Board and Employees upon whose judgment, interest, and special effort the successful conduct of the Company’s operation is largely dependent.

The Board adopted the AutoZone, Inc. 2011 Equity Incentive Award Plan on October 17, 2010, subject to stockholder approval, which was subsequently received on December 15, 2010 (the “Original Plan”). The Original Plan is hereby amended and restated in its entirety effective as of the Effective Date (as defined in Section 2.18 hereof).

ARTICLE 2.

DEFINITIONS AND CONSTRUCTION

Wherever the following terms are used in the Plan they shall have the meanings specified below, unless the context clearly indicates otherwise. The singular pronoun shall include the plural where the context so indicates.

2.1 “Administrator” shall mean the entity that conducts the general administration of the Plan as provided in Article 12 hereof. With reference to the duties of the Committee under the Plan which have been delegated to one or more persons pursuant to Section 12.6 hereof, or which the Board has assumed, the term “Administrator” shall refer to such person(s) unless the Committee or the Board has revoked such delegation or the Board has terminated the assumption of such duties.

2.2 “Affiliate” shall mean any Parent or Subsidiary.

2.3 “Applicable Accounting Standards” shall mean Generally Accepted Accounting Principles in the United States, International Financial Reporting Standards or such other accounting principles or standards as may apply to the Company’s financial statements under United States federal securities laws from time to time.

2.4 “Award” shall mean an Option, a Restricted Stock award, a Restricted Stock Unit award, a Dividend Equivalent award, a Deferred Stock award, a Stock Payment award, a Stock Appreciation Right, an Other Incentive Award or a Performance Share Award, which may be awarded or granted under the Plan.

2.5 “Award Agreement” shall mean any written notice, agreement, contract or other instrument or document evidencing an Award, including through electronic medium, which shall contain such terms and conditions with respect to an Award as the Administrator shall determine, consistent with the Plan.

2.6 “Board” shall mean the Board of Directors of the Company.

2.7 “Cause” shall mean the definition for “Cause” as may be defined from time to time in an applicable Award Agreement.

2.8 “Change in Control” shall mean the occurrence of any of the following events:

(a) A merger or consolidation in which the Company is not the surviving entity, except for a transaction the principal purpose of which is to change the state in which the Company is incorporated, form a holding company or effect a similar reorganization as to form whereupon this Plan and all Awards are assumed by the successor entity; or

(b) The sale, transfer, exchange or other disposition of all or substantially all of the assets of the Company in complete liquidation or dissolution of the Company, in a transaction not covered by the exceptions to clause (a), above; or

(c) Any reverse merger in which the Company is the surviving entity but in which securities possessing more than fifty percent (50%) of the total combined voting power of the Company’s outstanding securities are transferred or issued to a person or persons different from those who held such securities immediately prior to such merger.

Notwithstanding the foregoing, if a Change in Control constitutes a payment event with respect to any Award which provides for the deferral of compensation that is subject to Section 409A of the Code, to the extent required to avoid the imposition of additional taxes under Section 409A of the Code, the transaction or event described in subsection (a), (b) or (c) with respect to such Award shall only constitute a Change in Control for purposes of the payment timing of such Award if such transaction also constitutes a “change in control event,” as defined in Treasury Regulation §1.409A-3(i)(5).

Consistent with the terms of this Section 2.8, the Administrator shall have full and final authority to determine conclusively whether a Change in Control of the Company has occurred pursuant to the above definition, the date of the occurrence of such Change in Control and any incidental matters relating thereto.

2.9 “Code” shall mean the Internal Revenue Code of 1986, as amended from time to time, together with the regulations and official guidance promulgated thereunder, whether issued prior or subsequent to the grant of any Award.

2.10 “Committee” shall mean the Compensation Committee of the Board, or another committee or subcommittee of the Board described in Article 12 hereof.

2.11 “Common Stock” shall mean the common stock of the Company, par value \$0.01 per share.

2.12 “Company” shall mean AutoZone, Inc., a Nevada corporation.

2.13 “Covered Employee” shall mean any Employee who is, or could become, a “covered employee” within the meaning of Section 162(m) of the Code.

2.14 “Deferred Stock” shall mean a right to receive Shares awarded under Section 9.3 hereof.

2.15 “Director” shall mean a member of the Board, as constituted from time to time.

2.16 “Director Limit” shall have the meaning provided in Section 3.4 hereof.

2.17 “Dividend Equivalent” shall mean a right to receive the equivalent value (in cash or Shares) of dividends paid on Shares, awarded under Section 9.1 hereof.

2.18 “DRO” shall mean a “domestic relations order” as defined by the Code or Title I of the Employee Retirement Income Security Act of 1974, as amended from time to time, or the rules thereunder.

2.19 “Effective Date” shall mean the date the Plan is approved by the Company’s stockholders; provided, however, that solely for purposes of the last sentence of Section 13.1 hereof (regarding Incentive Stock Options), the Effective Date shall be the date on which the Plan is adopted by the Board, subject to approval of

the Plan by the Company's stockholders. Notwithstanding the foregoing, the Original Plan shall remain in effect on its existing terms unless and until the Plan is approved by the Company's stockholders.

2.20 "Eligible Individual" shall mean any person who is an Employee or a Non-Employee Director, as determined by the Administrator.

2.21 "Employee" shall mean any officer or other employee (as determined in accordance with Section 3401(c) of the Code) of the Company or of any Affiliate.

2.22 "Equity Restructuring" shall mean a nonreciprocal transaction between the Company and its stockholders, such as a stock dividend, stock split, spin-off, rights offering or recapitalization through a large, nonrecurring cash dividend, that affects the number or kind of shares of Common Stock (or other securities of the Company) or the share price of Common Stock (or other securities) and causes a change in the per share value of the Common Stock underlying outstanding Awards.

2.23 "Exchange Act" shall mean the Securities Exchange Act of 1934, as amended from time to time.

2.24 "Fair Market Value" shall mean, as of any given date, the value of a Share determined as follows:

(a) If the Common Stock is (i) listed on any established securities exchange (such as the New York Stock Exchange, the NASDAQ Global Market and the NASDAQ Global Select Market), (ii) listed on any national market system or (iii) listed, quoted or traded on any automated quotation system, its Fair Market Value shall be the closing sales price for a share of Common Stock as quoted on such exchange or system for such date or, if there is no closing sales price for a share of Common Stock on the date in question, the closing sales price for a share of Common Stock on the last preceding date for which such quotation exists, as reported in The Wall Street Journal or such other source as the Administrator deems reliable;

(b) If the Common Stock is not listed on an established securities exchange, national market system or automated quotation system, but the Common Stock is regularly quoted by a recognized securities dealer, its Fair Market Value shall be the mean of the high bid and low asked prices for such date or, if there are no high bid and low asked prices for a share of Common Stock on such date, the high bid and low asked prices for a share of Common Stock on the last preceding date for which such information exists, as reported in The Wall Street Journal or such other source as the Administrator deems reliable; or

(c) If the Common Stock is neither listed on an established securities exchange, national market system or automated quotation system nor regularly quoted by a recognized securities dealer, its Fair Market Value shall be established by the Administrator in good faith.

2.25 "Full Value Award" shall mean any Award other than (i) an Option, (ii) a Stock Appreciation Right or (iii) any other Award for which a Participant pays the intrinsic value existing as of the date of grant (whether directly or by forgoing a right to receive a payment from the Company or any Affiliate).

2.26 "Greater Than 10% Stockholder" shall mean an individual then-owning (within the meaning of Section 424(d) of the Code) more than 10% of the total combined voting power of all classes of stock of the Company or any "parent corporation" or "subsidiary corporation" (as defined in Sections 424(e) and 424(f) of the Code, respectively).

2.27 "Incentive Stock Option" shall mean an Option that is intended to qualify as an incentive stock option and conforms to the applicable provisions of Section 422 of the Code.

2.28 "Individual Award Limit" shall mean the share limit applicable to Awards granted under the Plan, as set forth in Section 3.3 hereof.

2.29 "Non-Employee Director" shall mean a Director of the Company who is not an Employee.

2.30 “Non-Qualified Stock Option” shall mean an Option that is not an Incentive Stock Option or which is designated as an Incentive Stock Option but does not meet the applicable requirements of Section 422 of the Code.

2.31 “Option” shall mean a right to purchase Shares at a specified exercise price, granted under Article 6 hereof. An Option shall be either a Non-Qualified Stock Option or an Incentive Stock Option; provided, however, that Options granted to Non-Employee Directors shall only be Non-Qualified Stock Options.

2.32 “Original Plan” shall mean the AutoZone, Inc. 2011 Equity Incentive Award Plan.

2.33 “Other Incentive Award” shall mean an Award denominated in, linked to or derived from Shares or value metrics related to Shares, granted pursuant to Section 9.6 hereof.

2.34 “Parent” shall mean any entity (other than the Company), whether domestic or foreign, in an unbroken chain of entities ending with the Company if each of the entities other than the Company beneficially owns, at the time of the determination, securities or interests representing more than fifty percent (50%) of the total combined voting power of all classes of securities or interests in one of the other entities in such chain.

2.35 “Participant” shall mean a person who has been granted an Award.

2.36 “Performance-Based Compensation” shall mean any compensation that is intended to qualify as “performance-based compensation” as described in Section 162(m)(4)(C) of the Code.

2.37 “Performance Criteria” shall mean the criteria (and adjustments) that the Committee selects for an Award for purposes of establishing the Performance Goal or Performance Goals for a Performance Period, determined as follows:

(a) The Performance Criteria that shall be used to establish Performance Goals are limited to the following: (i) earnings or net earnings (either before or after one or more of the following: (A) interest, (B) taxes, (C) depreciation, (D) amortization, (E) rent and (F) non-cash equity-based compensation expense); (ii) gross or net sales or revenue; (iii) net income (either before or after taxes); (iv) adjusted net income; (v) operating earnings, profit or pre-tax profit or margin; (vi) cash flow (including, but not limited to, operating or net cash flow and free cash flow); (vii) return on assets; (viii) return on capital (including return on invested capital); (ix) return on stockholders’ equity; (x) total stockholder return; (xi) return on sales; (xii) gross or net profit, operating margin or gross profit margin; (xiii) costs; (xiv) funds from operations; (xv) expenses; (xvi) working capital; (xvii) earnings per share; (xviii) diluted or adjusted earnings per share; (xix) price per share of Common Stock; (xx) implementation or completion of critical projects; (xxi) market share; (xxii) economic profit goals (including economic value added or market value added); (xxiii) customer retention; (xxiv) sales or sales-related goals (including sales per square foot and comparable store sales); (xxv) earnings before interest and taxes margin; and (xxvi) return on inventory, any of which may be measured either in absolute terms for the Company or any operating unit of the Company or as compared to any incremental increase or decrease or as compared to results of a peer group or to market performance indicators or indices.

(b) The Administrator may, in its sole discretion, provide that one or more objectively determinable adjustments shall be made to one or more of the Performance Goals. Such adjustments may include, but are not limited to, one or more of the following: (i) items related to a change in accounting principle; (ii) items relating to financing activities; (iii) expenses for restructuring or productivity initiatives; (iv) other non-operating items; (v) items related to acquisitions; (vi) items attributable to the business operations of any entity acquired by the Company during the Performance Period; (vii) items related to the disposal of a business or segment of a business; (viii) items related to discontinued operations that do not qualify as a segment of a business under Applicable Accounting Standards; (ix) items attributable to any stock dividend, stock split, combination or exchange of stock occurring during the Performance Period; (x) any other items of significant income or expense which are determined to be appropriate adjustments; (xi) items relating to unusual or extraordinary

corporate transactions, events or developments, (xii) items related to amortization of acquired intangible assets; (xiii) items that are outside the scope of the Company’s core, on-going business activities; (xiv) items related to acquired in-process research and development; (xv) items relating to changes in tax laws; (xvi) items relating to major licensing or partnership arrangements; (xvii) items relating to asset impairment charges; (xviii) items relating to gains or losses for litigation, arbitration and contractual settlements; or (xix) items relating to any other unusual or nonrecurring events or changes in applicable laws, accounting principles or business conditions. For all Awards intended to qualify as Performance-Based Compensation, such determinations shall be made within the time prescribed by, and otherwise in compliance with, Section 162(m) of the Code.

2.38 “Performance Goals” shall mean, for a Performance Period, one or more goals established in writing by the Administrator for the Performance Period based upon one or more Performance Criteria. Depending on the Performance Criteria used to establish such Performance Goals, the Performance Goals may be expressed in terms of overall Company performance or the performance of an Affiliate, division, business unit, or an individual. The achievement of each Performance Goal shall be determined in accordance with Applicable Accounting Standards.

2.39 “Performance Period” shall mean one or more periods of time, which may be of varying and overlapping durations, as the Administrator may select, over which the attainment of one or more Performance Goals will be measured for the purpose of determining a Participant’s right to, and the payment of, an Award intended to qualify as Performance-Based Compensation.

2.40 “Performance Share Award” shall mean a contractual right awarded under Section 9.5 hereof to receive a number of Shares or the cash value of such number of Shares based on the attainment of specified Performance Goals or other criteria determined by the Administrator.

2.41 “Permitted Transferee” shall mean, with respect to a Participant, any “family member” of the Participant, as defined under the instructions to use of the Form S-8 Registration Statement under the Securities Act, or any other transferee specifically approved by the Administrator after taking into account any state, federal, local or foreign tax and securities laws applicable to transferable Awards. In addition, the Administrator, in its sole discretion, may determine to permit a Participant to transfer Incentive Stock Options to a trust that constitutes a Permitted Transferee if, under Section 671 of the Code and applicable state law, the Participant is considered the sole beneficial owner of the Incentive Stock Option while it is held in the trust.

2.42 “Plan” shall mean this Amended and Restated AutoZone, Inc. 2011 Equity Incentive Award Plan, as it may be amended from time to time.

2.43 “Prior Plans” shall mean the AutoZone, Inc. Third Amended and Restated 1996 Stock Option Plan, the AutoZone, Inc. 2006 Stock Option Plan, the AutoZone, Inc. First Amended and Restated 2003 Director Stock Option Plan, the AutoZone, Inc. First Amended and Restated 2003 Director Compensation Plan, the AutoZone, Inc. Second Amended and Restated 1998 Director Compensation Plan and the AutoZone, Inc. Fourth Amended and Restated 1998 Director Stock Option Plan, each as may be amended from time to time.

2.44 “Program” shall mean any program adopted by the Administrator pursuant to the Plan containing the terms and conditions intended to govern a specified type of Award granted under the Plan and pursuant to which such type of Award may be granted under the Plan.

2.45 “Restricted Stock” shall mean Common Stock awarded under Article 8 hereof that is subject to certain restrictions and may be subject to risk of forfeiture or repurchase.

2.46 “Restricted Stock Unit” shall mean a contractual right awarded under Section 9.4 hereof to receive in the future a Share or the cash value of a Share.

2.47 “Securities Act” shall mean the Securities Act of 1933, as amended.

2.48 “Share Limit” shall have the meaning provided in Section 3.1(a) hereof.

2.49 “Shares” shall mean shares of Common Stock.

2.50 “Stock Appreciation Right” shall mean a stock appreciation right granted under Article 10 hereof.

2.51 “Stock Payment” shall mean a payment in the form of Shares awarded under Section 9.2 hereof.

2.52 “Subsidiary” shall mean any entity (other than the Company), whether domestic or foreign, in an unbroken chain of entities beginning with the Company if each of the entities other than the last entity in the unbroken chain beneficially owns, at the time of the determination, securities or interests representing more than fifty percent (50%) of the total combined voting power of all classes of securities or interests in one of the other entities in such chain.

2.53 “Substitute Award” shall mean an Award granted under the Plan in connection with a corporate transaction, such as a merger, combination, consolidation or acquisition of property or stock, in any case, upon the assumption of, or in substitution for, an outstanding equity award previously granted by a company or other entity; provided, however, that in no event shall the term “Substitute Award” be construed to refer to an award made in connection with the cancellation and repricing of an Option or Stock Appreciation Right.

2.54 “Termination of Service” shall mean

(a) As to a Non-Employee Director, the time when a Participant who is a Non-Employee Director ceases to be a Director for any reason, including, without limitation, a termination by resignation, failure to be elected, death or retirement, but excluding terminations where the Participant simultaneously commences or remains in employment or service with the Company or any Affiliate.

(b) As to an Employee, the time when the employee-employer relationship between a Participant and the Company and its Affiliates is terminated for any reason, including, without limitation, a termination by resignation, discharge, death, disability or retirement; but excluding terminations where the Participant simultaneously commences or remains in employment or service with the Company or any Affiliate.

The Administrator, in its sole discretion, shall determine the effect of all matters and questions relating to Terminations of Service, including, without limitation, the question of whether a Termination of Service has occurred, whether any Termination of Service resulted from a discharge for Cause and all questions of whether particular leaves of absence constitute a Termination of Service; provided, however, that, with respect to Incentive Stock Options, unless the Administrator otherwise provides in the terms of any Program, Award Agreement or otherwise, a leave of absence or change in the employee-employer relationship shall constitute a Termination of Service only if, and to the extent that, such leave of absence or change in status interrupts employment for the purposes of Section 422(a)(2) of the Code. For purposes of the Plan, a Participant’s employee-employer relationship shall be deemed to be terminated in the event that the Affiliate employing or contracting with such Participant ceases to remain an Affiliate following any merger, sale of stock or other corporate transaction or event (including, without limitation, a spin-off).

ARTICLE 3.

SHARES SUBJECT TO THE PLAN

3.1 Number of Shares.

(a) Subject to Sections 3.1(b), 3.1(c), 3.1(d), 13.1 and 13.2 hereof, the aggregate number of Shares which may be issued or transferred pursuant to Awards under the Plan shall be equal to (i) the number of shares available for issuance under the 2006 Stock Option Plan, the First Amended and Restated 2003 Director Compensation Plan and the First Amended and Restated 2003 Director Stock Option Plan as of December 15, 2010 and (ii) any shares underlying awards outstanding under those plans as of December 15, 2010 and which on or after such date terminate, expire or lapse for any reason without the delivery of Shares to the holder

thereof (the “Share Limit”). The number of shares issuable under the forgoing subclause (i) may be issued as Incentive Stock Options. Notwithstanding the foregoing, to the extent permitted under applicable law and applicable stock exchange rules, Awards that provide for the delivery of Shares subsequent to the applicable grant date may be granted in excess of the Share Limit if such Awards provide for the forfeiture or cash settlement of such Awards to the extent that insufficient Shares remain under the Share Limit at the time that Shares would otherwise be issued in respect of such Award. As of December 15, 2010, no further awards may be granted under the Prior Plans, however, any awards under the Prior Plans that are outstanding as of December 15, 2010 shall continue to be subject to the terms and conditions of the applicable Prior Plan.

(b) The Share Limit shall be reduced by two (2) Shares for each Share delivered in settlement of any Full Value Award.

(c) If any Shares subject to an Award that is not a Full Value Award are forfeited or expire or such Award is settled for cash (in whole or in part), the Shares subject to such Award shall, to the extent of such forfeiture, expiration or cash settlement, again be available for future grants of Awards under the Plan. To the extent that a Full Value Award is forfeited or expires or such Full Value Award is settled for cash (in whole or in part), the Shares available under the Plan shall be increased by two (2) Shares subject to such Full Value Award that is forfeited, expired or settled in cash. Notwithstanding anything to the contrary contained herein, the following Shares shall not be added to the Shares authorized for grant under Section 3.1(a) and will not be available for future grants of Awards: (i) Shares tendered by a Participant or withheld by the Company in payment of the exercise price of an Option; (ii) Shares tendered by a Participant or withheld by the Company to satisfy any tax withholding obligation with respect to an Award; (iii) Shares subject to a Stock Appreciation Right that are not issued in connection with the stock settlement of the Stock Appreciation Right on exercise thereof; and (iv) Shares purchased on the open market with the cash proceeds from the exercise of Options. Any Shares repurchased by the Company under Section 8.4 at the same price paid by the Participant so that such shares are returned to the Company will again be available for Awards. The payment of Dividend Equivalents in cash in conjunction with any outstanding Awards shall not be counted against the shares available for issuance under the Plan. Notwithstanding the provisions of this Section 3.1(c), no Shares may again be optioned, granted or awarded if such action would cause an Incentive Stock Option to fail to qualify as an incentive stock option under Section 422 of the Code.

(d) Substitute Awards shall not reduce the Shares authorized for grant under the Plan. Additionally, in the event that a company acquired by the Company or any Affiliate or with which the Company or any Affiliate combines has shares available under a pre-existing plan approved by stockholders and not adopted in contemplation of such acquisition or combination, the shares available for grant pursuant to the terms of such pre-existing plan (as adjusted, to the extent appropriate, using the exchange ratio or other adjustment or valuation ratio or formula used in such acquisition or combination to determine the consideration payable to the holders of common stock of the entities party to such acquisition or combination) may be used for Awards under the Plan in the Board’s discretion at the time of such acquisition or combination and shall not reduce the Shares authorized for grant under the Plan; provided, however, that Awards using such available shares shall not be made after the date awards or grants could have been made under the terms of the pre-existing plan, absent the acquisition or combination, and shall only be made to individuals who were not employed by or providing services to the Company or its Affiliates immediately prior to such acquisition or combination.

3.2 Stock Distributed. Any Shares distributed pursuant to an Award may consist, in whole or in part, of authorized and unissued Common Stock, treasury Common Stock or Common Stock purchased on the open market.

3.3 Limitation on Number of Shares Subject to Awards. Notwithstanding any provision in the Plan to the contrary, and subject to Section 13.2 hereof, the maximum aggregate number of Shares with respect to one or more Awards that may be granted to any one person during any calendar year (measured from the date of any grant) shall be two hundred thousand (200,000) (the “Individual Award Limit”).

3.4 Non-Employee Director Award Limit. In addition, the Administrator may establish compensation for Non-Employee Directors from time to time, subject to the limitations in the Plan. The Administrator will from time to time determine the terms, conditions and amounts of all such Non-Employee Director compensation in

its discretion and pursuant to the exercise of its business judgment, taking into account such factors, circumstances and considerations as it shall deem relevant from time to time, provided that the sum of any cash compensation and the grant date fair value of Awards (as determined in accordance with Financial Accounting Standards Board Accounting Standards Codification Topic 718, or any successor thereto) granted under the Plan to a Non-Employee Director as compensation for services as a Non-Employee Director during any calendar year of the Company may not exceed \$500,000 (the "Director Limit"). The Administrator may make exceptions to this limit for individual Non-Employee directors in extraordinary circumstances, as the Administrator may determine in its discretion, provided that the Non-Employee Director receiving such additional compensation may not participate in the decision to award such compensation or in other compensation decisions involving Non-Employee Director.

ARTICLE 4.

GRANTING OF AWARDS

4.1 Participation. The Administrator may, from time to time, select from among all Eligible Individuals, those to whom one or more Awards shall be granted and shall determine the nature and amount of each Award, which shall not be inconsistent with the requirements of the Plan. No Eligible Individual shall have any right to be granted an Award pursuant to the Plan.

4.2 Award Agreement. Each Award shall be evidenced by an Award Agreement stating the terms and conditions applicable to such Award, consistent with the requirements of the Plan and any applicable Program.

4.3 Limitations Applicable to Section 16 Persons. Notwithstanding anything contained herein to the contrary, with respect to any Award granted or awarded to any individual who is then subject to Section 16 of the Exchange Act, the Plan, any applicable Program and the applicable Award Agreement shall be subject to any additional limitations set forth in any applicable exemptive rule under Section 16 of the Exchange Act (including Rule 16b-3 of the Exchange Act and any amendments thereto) that are requirements for the application of such exemptive rule, and such additional limitations shall be deemed to be incorporated by reference into such Award to the extent permitted by applicable law.

4.4 At-Will Service. Nothing in the Plan or in any Program or Award Agreement hereunder shall confer upon any Participant any right to continue as an Employee or a Director of the Company or any Affiliate, or shall interfere with or restrict in any way the rights of the Company and any Affiliate, which rights are hereby expressly reserved, to discharge any Participant at any time for any reason whatsoever, with or without Cause, and with or without notice, or to terminate or change all other terms and conditions of service or engagement, except to the extent expressly provided otherwise in a written agreement between the Participant and the Company or any Affiliate.

4.5 Foreign Participants. Notwithstanding any provision of the Plan to the contrary, in order to comply with the laws in other countries in which the Company and its Affiliates operate or have Employees or Non-Employee Directors, or in order to comply with the requirements of any foreign securities exchange, the Administrator, in its sole discretion, shall have the power and authority to: (a) determine which Affiliates shall be covered by the Plan; (b) determine which Eligible Individuals outside the United States are eligible to participate in the Plan; (c) modify the terms and conditions of any Award granted to Eligible Individuals outside the United States to comply with applicable foreign laws or listing requirements of any such foreign securities exchange; (d) establish subplans and modify exercise procedures and other terms and procedures, to the extent such actions may be necessary or advisable (any such subplans and/or modifications shall be attached to the Plan as appendices); provided, however, that no such subplans and/or modifications shall increase the Share Limit, Individual Award Limit or Director Limit; and (e) take any action, before or after an Award is made, that it deems advisable to obtain approval or comply with any necessary local governmental regulatory exemptions or approvals or listing requirements of any such foreign securities exchange. Notwithstanding the foregoing, the Administrator may not take any actions hereunder, and no Awards shall be granted, that would violate the Code,

the Exchange Act, the Securities Act, the rules of the securities exchange or automated quotation system on which the Shares are listed, quoted or traded or any other applicable law.

4.6 Stand-Alone and Tandem Awards. Awards granted pursuant to the Plan may, in the sole discretion of the Administrator, be granted either alone, in addition to, or in tandem with, any other Award granted pursuant to the Plan. Awards granted in addition to or in tandem with other Awards may be granted either at the same time as or at a different time from the grant of such other Awards.

ARTICLE 5.

PROVISIONS APPLICABLE TO AWARDS INTENDED TO QUALIFY AS PERFORMANCE-BASED COMPENSATION

5.1 Purpose. The Committee, in its sole discretion, may determine whether any Award is intended to qualify as Performance-Based Compensation. If the Committee, in its sole discretion, decides to grant an Award to an Eligible Individual that is intended to qualify as Performance-Based Compensation, then the provisions of this Article 5 shall control over any contrary provision contained in the Plan. The Administrator may in its sole discretion grant Awards to Eligible Individuals that are based on Performance Criteria or Performance Goals but that do not satisfy the requirements of this Article 5 and that are not intended to qualify as Performance-Based Compensation. Unless otherwise specified by the Administrator at the time of grant, the Performance Criteria with respect to an Award intended to be Performance-Based Compensation payable to a Covered Employee shall be determined on the basis of Applicable Accounting Standards.

5.2 Applicability. The grant of an Award to an Eligible Individual for a particular Performance Period shall not require the grant of an Award to such Eligible Individual in any subsequent Performance Period and the grant of an Award to any one Eligible Individual shall not require the grant of an Award to any other Eligible Individual in such period or in any other period.

5.3 Procedures with Respect to Performance-Based Awards. To the extent necessary to comply with the requirements of Section 162(m)(4)(C) of the Code, with respect to any Award which is intended to qualify as Performance-Based Compensation, no later than ninety (90) days following the commencement of any Performance Period or any designated fiscal period or period of service (or such earlier time as may be required under Section 162(m) of the Code), the Committee shall, in writing, (a) designate one or more Eligible Individuals, (b) select the Performance Criteria applicable to the Performance Period, (c) establish the Performance Goals and amounts of such Awards, as applicable, which may be earned for such Performance Period based on the Performance Criteria, and (d) specify the relationship between Performance Criteria and the Performance Goals and the amounts of such Awards, as applicable, to be earned by each Covered Employee for such Performance Period. Following the completion of each Performance Period, the Committee shall certify in writing whether and the extent to which the applicable Performance Goals have been achieved for such Performance Period. In determining the amount earned under such Awards, unless otherwise provided in an Award Agreement, the Committee shall have the right to reduce or eliminate (but not to increase) the amount payable at a given level of performance to take into account additional factors that the Committee may deem relevant, including the assessment of individual or corporate performance for the Performance Period.

5.4 Payment of Performance-Based Awards. Unless otherwise provided in the applicable Program or Award Agreement (and only to the extent otherwise permitted by Section 162(m)(4)(C) of the Code), the holder of an Award that is intended to qualify as Performance-Based Compensation must be employed by the Company or an Affiliate throughout the applicable Performance Period. Unless otherwise provided in the applicable Performance Goals, Program or Award Agreement, a Participant shall be eligible to receive payment pursuant to such Awards for a Performance Period only if and to the extent the Performance Goals for such period are achieved.

5.5 Additional Limitations. Notwithstanding any other provision of the Plan and except as otherwise determined by the Administrator, any Award which is granted to an Eligible Individual and is intended to qualify as Performance-Based Compensation shall be subject to any additional limitations imposed under Section 162(m) of the Code that are requirements for qualification as Performance-Based Compensation, and the Plan, the Program and the Award Agreement shall be deemed amended to the extent necessary to conform to such requirements.

ARTICLE 6.

GRANTING OF OPTIONS

6.1 Granting of Options to Eligible Individuals. The Administrator is authorized to grant Options to Eligible Individuals from time to time, in its sole discretion, on such terms and conditions as it may determine which shall not be inconsistent with the Plan.

6.2 Qualification of Incentive Stock Options. No Incentive Stock Option shall be granted to any person who is not an Employee of the Company or any “parent corporation” or “subsidiary corporation” of the Company (as defined in Sections 424(e) and 424(f) of the Code, respectively). No person who qualifies as a Greater Than 10% Stockholder may be granted an Incentive Stock Option unless such Incentive Stock Option conforms to the applicable provisions of Section 422 of the Code. Any Incentive Stock Option granted under the Plan may be modified by the Administrator, with the consent of the Participant, to disqualify such Option from treatment as an “incentive stock option” under Section 422 of the Code. To the extent that the aggregate fair market value of stock with respect to which “incentive stock options” (within the meaning of Section 422 of the Code, but without regard to Section 422(d) of the Code) are exercisable for the first time by a Participant during any calendar year under the Plan and all other plans of the Company and any Affiliate corporation thereof exceeds \$100,000, the Options shall be treated as Non-Qualified Stock Options to the extent required by Section 422 of the Code. The rule set forth in the preceding sentence shall be applied by taking Options and other “incentive stock options” into account in the order in which they were granted and the Fair Market Value of stock shall be determined as of the time the respective options were granted. In addition, to the extent that any Options otherwise fail to qualify as Incentive Stock Options, such Options shall be treated as Nonqualified Stock Options.

6.3 Option Exercise Price. Except as provided in Section 6.6 hereof, the exercise price per Share subject to each Option shall be set by the Administrator, but shall not be less than 100% of the Fair Market Value of a Share on the date the Option is granted (or, as to Incentive Stock Options, on the date the Option is modified, extended or renewed for purposes of Section 424(h) of the Code). In addition, in the case of Incentive Stock Options granted to a Greater Than 10% Stockholder, such price shall not be less than 110% of the Fair Market Value of a Share on the date the Option is granted (or the date the Option is modified, extended or renewed for purposes of Section 424(h) of the Code).

6.4 Option Term. The term of each Option shall be set by the Administrator in its sole discretion; provided, however, that the term (a) with respect to Incentive Stock Options shall not be more than ten (10) years from the date of grant, or five (5) years from the date an Incentive Stock Option is granted to a Greater Than 10% Stockholder and (b) with respect to Non-Qualified Stock Options shall not be more than ten (10) years and one (1) day from the date of grant. The Administrator shall determine the time period, including the time period following a Termination of Service, during which the Participant has the right to exercise the vested Options, which time period may not extend beyond the stated term of the Option. Except as limited by the requirements of Section 409A or Section 422 of the Code, the Administrator may extend the term of any outstanding Option, and may extend the time period during which vested Options may be exercised, in connection with any Termination of Service of the Participant, and, subject to Section 13.1 hereof, may amend any other term or condition of such Option relating to such a Termination of Service.

6.5 Option Vesting.

(a) The terms and conditions pursuant to which an Option vests and becomes exercisable shall be determined by the Administrator and set forth in the applicable Award Agreement. Such vesting may be based on service with the Company or any Affiliate, any of the Performance Criteria, or any other criteria selected by the Administrator. At any time after grant of an Option, the Administrator may, in its sole discretion and subject to whatever terms and conditions it selects, accelerate the vesting of the Option.

(b) No portion of an Option which is unexercisable at a Participant's Termination of Service shall thereafter become exercisable, except as may be otherwise provided by the Administrator either in a Program, the applicable Award Agreement or by action of the Administrator following the grant of the Option.

6.6 Substitute Awards. Notwithstanding the foregoing provisions of this Article 6 to the contrary, in the case of an Option that is a Substitute Award, the price per share of the shares subject to such Option may be less than the Fair Market Value per share on the date of grant, provided, however, that the excess of: (a) the aggregate Fair Market Value (as of the date such Substitute Award is granted) of the Shares subject to the Substitute Award, over (b) the aggregate exercise price thereof does not exceed the excess of: (x) the aggregate Fair Market Value (as of the time immediately preceding the transaction giving rise to the Substitute Award) of the shares of the predecessor entity that were subject to the grant assumed or substituted for by the Company, over (y) the aggregate exercise price of such shares.

6.7 Substitution of Stock Appreciation Rights. The Administrator may provide in an applicable Program or the applicable Award Agreement evidencing the grant of an Option that the Administrator, in its sole discretion, shall have the right to substitute a Stock Appreciation Right for such Option at any time prior to or upon exercise of such Option; provided, however, that such Stock Appreciation Right shall be exercisable with respect to the same number of Shares for which such substituted Option would have been exercisable, and shall also have the same exercise price and remaining term as the substituted Option.

ARTICLE 7.

EXERCISE OF OPTIONS

7.1 Partial Exercise. An exercisable Option may be exercised in whole or in part. However, an Option shall not be exercisable with respect to fractional shares and the Administrator may require that, by the terms of the Option, a partial exercise must be with respect to a minimum number of shares.

7.2 Manner of Exercise. All or a portion of an exercisable Option shall be deemed exercised upon delivery of all of the following to the Secretary of the Company, or such other person or entity designated by the Administrator, or his, her or its office, as applicable:

(a) A written or electronic notice complying with the applicable rules established by the Administrator stating that the Option, or a portion thereof, is exercised. The notice shall be signed by the Participant or other person then entitled to exercise the Option or such portion of the Option;

(b) Such representations and documents as the Administrator, in its sole discretion, deems necessary or advisable to effect compliance with all applicable provisions of the Securities Act, the Exchange Act, any other federal, state or foreign securities laws or regulations, the rules of any securities exchange or automated quotation system on which the Shares are listed, quoted or traded or any other applicable law. The Administrator may, in its sole discretion, also take whatever additional actions it deems appropriate to effect such compliance including, without limitation, placing legends on share certificates and issuing stop-transfer notices to agents and registrars;

(c) In the event that the Option shall be exercised pursuant to Section 11.3 hereof by any person or persons other than the Participant, appropriate proof of the right of such person or persons to exercise the Option, as determined in the sole discretion of the Administrator; and

(d) Full payment of the exercise price and applicable withholding taxes to the stock administrator of the Company for the Shares with respect to which the Option, or portion thereof, is exercised, in a manner permitted by Sections 11.1 and 11.2 hereof.

7.3 Notification Regarding Disposition. The Participant shall give the Company prompt written or electronic notice of any disposition of shares of Common Stock acquired by exercise of an Incentive Stock Option which occurs within (a) two years from the date of granting (including the date the Option is modified, extended or renewed for purposes of Section 424(h) of the Code) such Option to such Participant, or (b) one year after the transfer of such shares to such Participant.

ARTICLE 8.

RESTRICTED STOCK

8.1 Award of Restricted Stock.

(a) The Administrator is authorized to grant Restricted Stock to Eligible Individuals, and shall determine the terms and conditions, including the restrictions applicable to each award of Restricted Stock, which terms and conditions shall not be inconsistent with the Plan, and may impose such conditions on the issuance of such Restricted Stock as it deems appropriate.

(b) The Administrator shall establish the purchase price, if any, and form of payment for Restricted Stock; provided, however, that if a purchase price is charged, such purchase price shall be no less than the par value of the Shares to be purchased, unless otherwise permitted by applicable law. In all cases, legal consideration shall be required for each issuance of Restricted Stock to the extent required by applicable law.

8.2 Rights as Stockholders. Subject to Section 8.4 hereof, upon issuance of Restricted Stock, the Participant shall have, unless otherwise provided by the Administrator, all the rights of a stockholder with respect to said shares, subject to the restrictions in an applicable Program or in the applicable Award Agreement, including the right to receive dividends and other distributions paid or made with respect to the shares; provided, however, that, in the sole discretion of the Administrator, any extraordinary distributions with respect to the Shares shall be subject to the restrictions set forth in Section 8.3 hereof.

8.3 Restrictions. All shares of Restricted Stock (including any shares received by Participants thereof with respect to shares of Restricted Stock as a result of stock dividends, stock splits or any other form of recapitalization) shall, in the terms of an applicable Program or in the applicable Award Agreement, be subject to such restrictions and vesting requirements as the Administrator shall provide. Such restrictions may include, without limitation, restrictions concerning voting rights and transferability and such restrictions may lapse separately or in combination at such times and pursuant to such circumstances or based on such criteria as selected by the Administrator, including, without limitation, criteria based on the Participant's duration of employment or directorship with the Company, the Performance Criteria, Company or Affiliate performance, individual performance or other criteria selected by the Administrator. Restricted Stock may not be sold or encumbered until all restrictions are terminated or expire.

8.4 Repurchase or Forfeiture of Restricted Stock. If no price was paid by the Participant for the Restricted Stock, upon a Termination of Service, the Participant's rights in invested Restricted Stock then subject to restrictions shall lapse, and such Restricted Stock shall be surrendered to the Company and cancelled without consideration. If a price was paid by the Participant for the Restricted Stock, upon a Termination of Service, the Company shall have the right to repurchase from the Participant the unvested Restricted Stock then subject to restrictions at a cash price per share equal to the price paid by the Participant for such Restricted Stock or such other amount as may be specified in an applicable Program or the applicable Award Agreement. The Administrator in its sole discretion may provide that, upon certain events, including without limitation a Change in Control, the Participant's death, retirement or disability, any other specified Termination of Service or any

other event, the Participant's rights in unvested Restricted Stock shall not lapse, such Restricted Stock shall vest and cease to be forfeitable and, if applicable, the Company cease to have a right of repurchase.

8.5 Certificates for Restricted Stock. Restricted Stock granted pursuant to the Plan may be evidenced in such manner as the Administrator shall determine. Certificates or book entries evidencing shares of Restricted Stock must include an appropriate legend referring to the terms, conditions, and restrictions applicable to such Restricted Stock, and the Company may, in its sole discretion, retain physical possession of any stock certificate until such time as all applicable restrictions lapse.

8.6 Section 83(b) Election. If a Participant makes an election under Section 83(b) of the Code to be taxed with respect to the Restricted Stock as of the date of transfer of the Restricted Stock rather than as of the date or dates upon which the Participant would otherwise be taxable under Section 83(a) of the Code, the Participant shall be required to deliver a copy of such election to the Company promptly after filing such election with the Internal Revenue Service.

ARTICLE 9.

DIVIDEND EQUIVALENTS, STOCK PAYMENTS, DEFERRED STOCK, RESTRICTED STOCK UNITS; PERFORMANCE SHARE AWARDS, OTHER INCENTIVE AWARDS

9.1 Dividend Equivalents.

(a) Subject to Section 9.1(b) hereof, Dividend Equivalents may be granted by the Administrator, either alone or in tandem with another Award, based on dividends declared on the Common Stock, to be credited as of dividend payment dates during the period between the date the Dividend Equivalents are granted to a Participant and the date such Dividend Equivalents terminate or expire, as determined by the Administrator. Such Dividend Equivalents shall be converted to cash or additional shares of Common Stock by such formula and at such time and subject to such limitations as may be determined by the Administrator. In addition, Dividend Equivalents with respect to Shares covered by an Award shall only be paid out to the Participant at the same time or times and to the same extent that the vesting conditions, if any, are subsequently satisfied and the Award vests with respect to such Shares.

(b) Notwithstanding the foregoing, no Dividend Equivalents shall be payable with respect to Options or Stock Appreciation Rights, unless otherwise determined by the Administrator.

9.2 Stock Payments. The Administrator is authorized to make one or more Stock Payments to any Eligible Individual. The number or value of shares of any Stock Payment shall be determined by the Administrator and may be based upon one or more Performance Criteria or any other specific criteria, including service to the Company or any Affiliate, determined by the Administrator. Stock Payments may, but are not required to be made in lieu of base salary, bonus, fees or other cash compensation otherwise payable to such Eligible Individual.

9.3 Deferred Stock. The Administrator is authorized to grant Deferred Stock to any Eligible Individual. The number of shares of Deferred Stock shall be determined by the Administrator and may be based on one or more Performance Criteria or other specific criteria, including service to the Company or any Affiliate, as the Administrator determines, in each case on a specified date or dates or over any period or periods determined by the Administrator, subject to compliance with Section 409A of the Code or an exemption therefrom. Shares underlying a Deferred Stock Award which is subject to a vesting schedule or other conditions or criteria set by the Administrator will not be issued until those conditions have been satisfied. Unless otherwise provided by the Administrator, a holder of Deferred Stock shall have no rights as a Company stockholder with respect to such Deferred Stock until such time as the Award has vested and the Shares underlying the Award have been issued to the Participant.

9.4 Restricted Stock Units. The Administrator is authorized to grant Restricted Stock Units to any Eligible Individual. The number and terms and conditions of Restricted Stock Units shall be determined by the Administrator. The Administrator shall specify the date or dates on which the Restricted Stock Units shall become fully vested and nonforfeitable, and may specify such conditions to vesting as it deems appropriate, including conditions based on one or more Performance Criteria or other specific criteria, including service to the Company or any Affiliate, in each case on a specified date or dates or over any period or periods, as determined by the Administrator. The Administrator shall specify, or permit the Participant to elect, the conditions and dates upon which the Shares underlying the Restricted Stock Units which shall be issued, which dates shall not be earlier than the date as of which the Restricted Stock Units vest and become nonforfeitable and which conditions and dates shall be subject to compliance with Section 409A of the Code or an exemption therefrom. On the distribution dates, the Company shall issue to the Participant one unrestricted, fully transferable Share (or the Fair Market Value of one such Share in cash) for each vested and nonforfeitable Restricted Stock Unit.

9.5 Performance Share Awards. Any Eligible Individual selected by the Administrator may be granted one or more Performance Share Awards which shall be denominated in a number of Shares and the vesting of which may be linked to any one or more of the Performance Criteria, other specific performance criteria (in each case on a specified date or dates or over any period or periods determined by the Administrator) and/or time-vesting or other criteria, as determined by the Administrator.

9.6 Other Incentive Awards. The Administrator is authorized to grant Other Incentive Awards to any Eligible Individual, which Awards may cover Shares or the right to purchase Shares or have a value derived from the value of, or an exercise or conversion privilege at a price related to, or that are otherwise payable in or based on, Shares, shareholder value or shareholder return, in each case on a specified date or dates or over any period or periods determined by the Administrator. Other Incentive Awards may be linked to any one or more of the Performance Criteria or other specific performance criteria determined appropriate by the Administrator.

9.7 Cash Settlement. Without limiting the generality of any other provision of the Plan, the Administrator may provide, in an Award Agreement or subsequent to the grant of an Award, in its discretion, that any Award may be settled in cash, Shares or a combination thereof.

9.8 Other Terms and Conditions. All applicable terms and conditions of each Award described in this Article 9, including without limitation, as applicable, the term, vesting and exercise/purchase price applicable to the Award, shall be set by the Administrator in its sole discretion, provided, however, that the value of the consideration paid by a Participant for an Award shall not be less than the par value of a Share, unless otherwise permitted by applicable law.

9.9 Exercise upon Termination of Service. Awards described in this Article 9 are exercisable or distributable, as applicable, only while the Participant is an Employee or a Director, as applicable. The Administrator, however, in its sole discretion, may provide that such Award may be exercised or distributed subsequent to a Termination of Service as provided under an applicable Program, Award Agreement, payment deferral election and/or in certain events, including a Change in Control, the Participant's death, retirement or disability or any other specified Termination of Service.

ARTICLE 10.

STOCK APPRECIATION RIGHTS

10.1 Grant of Stock Appreciation Rights.

(a) The Administrator is authorized to grant Stock Appreciation Rights to Eligible Individuals from time to time, in its sole discretion, on such terms and conditions as it may determine consistent with the Plan.

(b) A Stock Appreciation Right shall entitle the Participant (or other person entitled to exercise the Stock Appreciation Right pursuant to the Plan) to exercise all or a specified portion of the Stock Appreciation Right (to the extent then exercisable pursuant to its terms) and to receive from the Company an amount determined by multiplying the difference obtained by subtracting the exercise price per share of the Stock Appreciation Right from the Fair Market Value on the date of exercise of the Stock Appreciation Right by the number of Shares with respect to which the Stock Appreciation Right shall have been exercised, subject to any limitations the Administrator may impose. Except as described in Section 10.1(c) hereof, the exercise price per Share subject to each Stock Appreciation Right shall be set by the Administrator, but shall not be less than 100% of the Fair Market Value on the date the Stock Appreciation Right is granted.

(c) Notwithstanding the foregoing provisions of Section 10.1(b) hereof to the contrary, in the case of a Stock Appreciation Right that is a Substitute Award, the price per share of the shares subject to such Stock Appreciation Right may be less than the Fair Market Value per share on the date of grant; provided, however, that the excess of: (a) the aggregate Fair Market Value (as of the date such Substitute Award is granted) of the Shares subject to the Substitute Award, over (b) the aggregate exercise price thereof does not exceed the excess of: (x) the aggregate Fair Market Value (as of the time immediately preceding the transaction giving rise to the Substitute Award) of the shares of the predecessor entity that were subject to the grant assumed or substituted for by the Company, over (y) the aggregate exercise price of such shares.

10.2 Stock Appreciation Right Vesting.

(a) The Administrator shall determine the period during which a Participant shall vest in a Stock Appreciation Right and have the right to exercise such Stock Appreciation Right in whole or in part. Such vesting may be based on service with the Company or any Affiliate, or any other criteria selected by the Administrator. At any time after grant of a Stock Appreciation Right, the Administrator may, in its sole discretion and subject to whatever terms and conditions it selects, accelerate the period during which a Stock Appreciation Right vests.

(b) No portion of a Stock Appreciation Right which is unexercisable at Termination of Service shall thereafter become exercisable, except as may be otherwise provided by the Administrator either in an applicable Program or Award Agreement or by action of the Administrator following the grant of the Stock Appreciation Right.

10.3 Manner of Exercise. All or a portion of an exercisable Stock Appreciation Right shall be deemed exercised upon delivery of all of the following to the stock administrator of the Company, or such other person or entity designated by the Administrator, or his, her or its office, as applicable:

(a) A written or electronic notice complying with the applicable rules established by the Administrator stating that the Stock Appreciation Right, or a portion thereof, is exercised. The notice shall be signed by the Participant or other person then-entitled to exercise the Stock Appreciation Right or such portion of the Stock Appreciation Right;

(b) Such representations and documents as the Administrator, in its sole discretion, deems necessary or advisable to effect compliance with all applicable provisions of the Securities Act and any other federal, state or foreign securities laws or regulations. The Administrator may, in its sole discretion, also take whatever additional actions it deems appropriate to effect such compliance; and

(c) In the event that the Stock Appreciation Right shall be exercised pursuant to this Section 10.3 by any person or persons other than the Participant, appropriate proof of the right of such person or persons to exercise the Stock Appreciation Right.

10.4 Stock Appreciation Right Term. The term of each Stock Appreciation Right shall be set by the Administrator in its sole discretion; provided, however, that the term shall not be more than ten (10) years and one (1) day from the date the Stock Appreciation Right is granted. The Administrator shall determine the time

period, including the time period following a Termination of Service, during which the Participant has the right to exercise any vested Stock Appreciation Rights, which time period may not extend beyond the expiration date of the Stock Appreciation Right term. Except as limited by the requirements of Section 409A of the Code, the Administrator may extend the term of any outstanding Stock Appreciation Right, and may extend the time period during which vested Stock Appreciation Rights may be exercised in connection with any Termination of Service of the Participant, and, subject to Section 13.1 hereof, may amend any other term or condition of such Stock Appreciation Right relating to such a Termination of Service.

ARTICLE 11.

ADDITIONAL TERMS OF AWARDS

11.1 Payment. The Administrator shall determine the methods by which payments by any Participant with respect to any Awards granted under the Plan shall be made, including, without limitation: (a) cash or check, (b) Shares (including, in the case of payment of the exercise price of an Award, Shares issuable pursuant to the exercise of the Award) held for such period of time as may be required by the Administrator in order to avoid adverse accounting consequences, in each case, having a Fair Market Value on the date of delivery equal to the aggregate payments required, (c) delivery of a written or electronic notice that the Participant has placed a market sell order with a broker with respect to Shares then issuable upon exercise or vesting of an Award, and that the broker has been directed to pay a sufficient portion of the net proceeds of the sale to the Company in satisfaction of the aggregate payments required; provided, however, that payment of such proceeds is then made to the Company upon settlement of such sale, or (d) other form of legal consideration acceptable to the Administrator. The Administrator shall also determine the methods by which Shares shall be delivered or deemed to be delivered to Participants. Notwithstanding any other provision of the Plan to the contrary, no Participant who is a Director or an “executive officer” of the Company within the meaning of Section 13(k) of the Exchange Act shall be permitted to make payment with respect to any Awards granted under the Plan, or continue any extension of credit with respect to such payment with a loan from the Company or a loan arranged by the Company in violation of Section 13(k) of the Exchange Act.

11.2 Tax Withholding. The Company and its Affiliates shall have the authority and the right to deduct or withhold, or require a Participant to remit to the Company or an Affiliate, an amount sufficient to satisfy federal, state, local and foreign taxes (including the Participant’s social security, Medicare and any other employment tax obligation) required by law to be withheld with respect to any taxable event concerning a Participant arising as a result of the Plan. The Administrator may in its sole discretion and in satisfaction of the foregoing requirement allow a Participant to elect to have the Company or an Affiliate withhold Shares otherwise issuable under an Award (or allow the surrender of Shares). Unless determined otherwise by the Administrator, the number of Shares which may be so withheld or surrendered shall be limited to the number of shares which have a Fair Market Value on the date of withholding or repurchase no greater than the aggregate amount of such liabilities based on the minimum statutory withholding rates or federal, state, local and foreign income tax and payroll tax purposes that are applicable to such supplemental taxable income. The Administrator shall determine the fair market value of the Shares, consistent with applicable provisions of the Code, for tax withholding obligations due in connection with a broker-assisted cashless Option or Stock Appreciation Right exercise involving the sale of shares to pay the Option or Stock Appreciation Right exercise price or any tax withholding obligation.

11.3 Transferability of Awards.

(a) Except as otherwise provided in Section 11.3(b) or (c) hereof:

(i) No Award under the Plan may be sold, pledged, assigned or transferred in any manner other than by will or the laws of descent and distribution or, subject to the consent of the Administrator, pursuant to a DRO, unless and until such Award has been exercised, or the shares underlying such Award have been issued, and all restrictions applicable to such shares have lapsed;

(ii) No Award or interest or right therein shall be liable for the debts, contracts or engagements of the Participant or his successors in interest or shall be subject to disposition by transfer, alienation, anticipation, pledge, hypothecation, encumbrance, assignment or any other means whether such disposition be voluntary or involuntary or by operation of law by judgment, levy, attachment, garnishment or any other legal or equitable proceedings (including bankruptcy) unless and until such Award has been exercised, or the Shares underlying such Award have been issued, and all restrictions applicable to such Shares have lapsed, and any attempted disposition of an Award prior to the satisfaction of these conditions shall be null and void and of no effect, except to the extent that such disposition is permitted by clause (i) of this provision; and

(iii) During the lifetime of the Participant, only the Participant may exercise an Award (or any portion thereof) granted to him under the Plan, unless it has been disposed of pursuant to a DRO; after the death of the Participant, any exercisable portion of an Award may, prior to the time when such portion becomes unexercisable under the Plan or the applicable Program or Award Agreement, be exercised by his personal representative or by any person empowered to do so under the deceased Participant's will or under the then applicable laws of descent and distribution.

(b) Notwithstanding Section 11.3(a) hereof, the Administrator, in its sole discretion, may determine to permit a Participant or a Permitted Transferee of such Participant to transfer an Award other than an Incentive Stock Option to any one or more Permitted Transferees of such Participant, subject to the following terms and conditions: (i) an Award transferred to a Permitted Transferee shall not be assignable or transferable by the Permitted Transferee (other to another Permitted Transferee of the applicable Participant) other than by will or the laws of descent and distribution; (ii) an Award transferred to a Permitted Transferee shall continue to be subject to all the terms and conditions of the Award as applicable to the original Participant (other than the ability to further transfer the Award); and (iii) the Participant (or transferring Permitted Transferee) and the Permitted Transferee shall execute any and all documents requested by the Administrator, including without limitation, documents to (A) confirm the status of the transferee as a Permitted Transferee, (B) satisfy any requirements for an exemption for the transfer under applicable federal, state and foreign securities laws and (C) evidence the transfer.

(c) Notwithstanding Section 11.3(a) hereof, a Participant may, in the manner determined by the Administrator, designate a beneficiary to exercise the rights of the Participant and to receive any distribution with respect to any Award upon the Participant's death or disability. A beneficiary, legal guardian, legal representative, or other person claiming any rights pursuant to the Plan is subject to all terms and conditions of the Plan and any Program or Award Agreement applicable to the Participant, except to the extent the Plan, the Program and the Award Agreement otherwise provide, and to any additional restrictions deemed necessary or appropriate by the Administrator. If the Participant is married or a domestic partner in a domestic partnership qualified under applicable law and resides in a "community property" state, a designation of a person other than the Participant's spouse or domestic partner, as applicable, as his or her beneficiary with respect to more than 50% of the Participant's interest in the Award shall not be effective without the prior written or electronic consent of the Participant's spouse or domestic partner; provided that such consent is required by applicable state law. If no beneficiary has been designated or survives the Participant, payment shall be made to the person entitled thereto pursuant to the Participant's will or the laws of descent and distribution. Subject to the foregoing, a beneficiary designation may be changed or revoked by a Participant at any time provided the change or revocation is filed with the Administrator prior to the Participant's death.

11.4 Conditions to Issuance of Shares.

(a) Notwithstanding anything herein to the contrary, neither the Company nor its Affiliates shall be required to issue or deliver any certificates or make any book entries evidencing Shares pursuant to the exercise of any Award, unless and until the Administrator has determined, with advice of counsel, that the issuance of such Shares is in compliance with all applicable laws, regulations of governmental authorities and, if applicable, the requirements of any exchange on which the Shares are listed or traded, and the Shares are covered by an effective registration statement or applicable exemption from registration. In addition to the terms and

conditions provided herein, the Administrator may require that a Participant make such reasonable covenants, agreements, and representations as the Administrator, in its discretion, deems advisable in order to comply with any such laws, regulations, or requirements.

(b) All Share certificates delivered pursuant to the Plan and all shares issued pursuant to book entry procedures are subject to any stop-transfer orders and other restrictions as the Administrator deems necessary or advisable to comply with federal, state, or foreign securities or other laws, rules and regulations and the rules of any securities exchange or automated quotation system on which the Shares are listed, quoted, or traded. The Administrator may place legends on any Share certificate or book entry to reference restrictions applicable to the Shares.

(c) The Administrator shall have the right to require any Participant to comply with any timing or other restrictions with respect to the settlement, distribution or exercise of any Award, including a window-period limitation, as may be imposed in the sole discretion of the Administrator.

(d) No fractional Shares shall be issued and the Administrator shall determine, in its sole discretion, whether cash shall be given in lieu of fractional shares or whether such fractional shares shall be eliminated by rounding down.

(e) Notwithstanding any other provision of the Plan, unless otherwise determined by the Administrator or required by any applicable law, rule or regulation, the Company and/or its Affiliates may, in lieu of delivering to any Participant certificates evidencing Shares issued in connection with any Award, record the issuance of Shares in the books of the Company (or, as applicable, its transfer agent or stock plan administrator).

11.5 Forfeiture Provisions. Pursuant to its general authority to determine the terms and conditions applicable to Awards under the Plan, the Administrator shall have the right to provide, in the terms of Awards made under the Plan, or to require a Participant to agree by separate written or electronic instrument, that: (a)(i) any proceeds, gains or other economic benefit actually or constructively received by the Participant upon any receipt or exercise of the Award, or upon the receipt or resale of any Shares underlying the Award, must be paid to the Company, and (ii) the Award shall terminate and any unexercised portion of the Award (whether or not vested) shall be forfeited, if (b)(i) a Termination of Service occurs prior to a specified date, or within a specified time period following receipt or exercise of the Award, or (ii) the Participant at any time, or during a specified time period, engages in any activity in competition with the Company, or which is inimical, contrary or harmful to the interests of the Company, as further defined by the Administrator or (iii) the Participant incurs a Termination of Service for Cause.

11.6 Repricing. Subject to Section 13.2 hereof, the Administrator shall not, without the approval of the stockholders of the Company, (i) authorize the amendment of any outstanding Option or Stock Appreciation Right to reduce its price per share, or (ii) cancel any Option or Stock Appreciation Right in exchange for cash or another Award when the Option or Stock Appreciation Right price per share exceeds the Fair Market Value of the underlying Shares. Subject to Section 13.2 hereof, the Administrator shall have the authority, without the approval of the stockholders of the Company, to amend any outstanding Award to increase the price per share or to cancel and replace an Award with the grant of an Award having a price per share that is greater than or equal to the price per share of the original Award.

ARTICLE 12.

ADMINISTRATION

12.1 Administrator. The Committee (or another committee or a subcommittee of the Board assuming the functions of the Committee under the Plan) shall administer the Plan (except as otherwise permitted herein) and, unless otherwise determined by the Board, shall consist solely of two or more Non-Employee Directors appointed by and holding office at the pleasure of the Board, each of whom is intended to qualify as a “non-employee director” as defined by Rule 16b-3 of the Exchange Act, an “outside director” for purposes of

Section 162(m) of the Code and an “independent director” under the rules of any securities exchange or automated quotation system on which the Shares are listed, quoted or traded, in each case, to the extent required under such provision; provided, however, that any action taken by the Committee shall be valid and effective, whether or not members of the Committee at the time of such action are later determined not to have satisfied the requirements for membership set forth in this Section 12.1 or otherwise provided in any charter of the Committee. Except as may otherwise be provided in any charter of the Committee, appointment of Committee members shall be effective upon acceptance of appointment. Committee members may resign at any time by delivering written or electronic notice to the Board. Vacancies in the Committee may only be filled by the Board. Notwithstanding the foregoing, (a) the full Board, acting by a majority of its members in office, shall conduct the general administration of the Plan with respect to Awards granted to Non-Employee Directors and (b) the Board or Committee may delegate its authority hereunder to the extent permitted by Section 12.6 hereof.

12.2 Duties and Powers of Administrator. It shall be the duty of the Administrator to conduct the general administration of the Plan in accordance with its provisions. The Administrator shall have the power to interpret the Plan and all Programs and Award Agreements, and to adopt such rules for the administration, interpretation and application of the Plan and any Program as are consistent with the Plan, to interpret, amend or revoke any such rules and to amend any Program or Award Agreement provided that the rights or obligations of the holder of the Award that is the subject of any such Program or Award Agreement are not affected adversely by such amendment, unless the consent of the Participant is obtained or such amendment is otherwise permitted under Section 13.10 hereof. Any such grant or award under the Plan need not be the same with respect to each Participant. Any such interpretations and rules with respect to Incentive Stock Options shall be consistent with the provisions of Section 422 of the Code. In its sole discretion, the Board may at any time and from time to time exercise any and all rights and duties of the Committee under the Plan except with respect to matters which under Rule 16b-3 under the Exchange Act, Section 162(m) of the Code, or the rules of any securities exchange or automated quotation system on which the Shares are listed, quoted or traded are required to be determined in the sole discretion of the Committee.

12.3 Action by the Committee. Unless otherwise established by the Board or in any charter of the Committee, a majority of the Committee shall constitute a quorum and the acts of a majority of the members present at any meeting at which a quorum is present, and acts approved in writing by all members of the Committee in lieu of a meeting, shall be deemed the acts of the Committee. Each member of the Committee is entitled to, in good faith, rely or act upon any report or other information furnished to that member by any officer or other employee of the Company or any Affiliate, the Company’s independent certified public accountants, or any executive compensation consultant or other professional retained by the Company to assist in the administration of the Plan.

12.4 Authority of Administrator. Subject to any specific designation in the Plan, the Administrator has the exclusive power, authority and sole discretion to:

- (a) Designate Eligible Individuals to receive Awards;
- (b) Determine the type or types of Awards to be granted to each Eligible Individual;
- (c) Determine the number of Awards to be granted and the number of Shares to which an Award will relate;
- (d) Determine the terms and conditions of any Award granted pursuant to the Plan, including, but not limited to, the exercise price, grant price, or purchase price, any performance criteria, any restrictions or limitations on the Award, any schedule for vesting, lapse of forfeiture restrictions or restrictions on the exercisability of an Award, and accelerations or waivers thereof, and any provisions related to non-competition and recapture of gain on an Award, based in each case on such considerations as the Administrator in its sole discretion determines;
- (e) Determine whether, to what extent, and pursuant to what circumstances an Award may be settled in, or the exercise price of an Award may be paid in cash, Shares, other Awards, or other property, or an Award may be canceled, forfeited, or surrendered;

(f) Prescribe the form of each Award Agreement, which need not be identical for each Participant;

(g) Decide all other matters that must be determined in connection with an Award;

(h) Establish, adopt, or revise any rules and regulations as it may deem necessary or advisable to administer the Plan;

(i) Interpret the terms of, and any matter arising pursuant to, the Plan, any Program or any Award Agreement;

(j) Make all other decisions and determinations that may be required pursuant to the Plan or as the Administrator deems necessary or advisable to administer the Plan; and

(k) Establish a Program or Programs under the Plan, as may be adopted or amended from time to time.

12.5 Decisions Binding. The Administrator's interpretation of the Plan, any Awards granted pursuant to the Plan, any Program, any Award Agreement and all decisions and determinations by the Administrator with respect to the Plan are final, binding and conclusive on all parties.

12.6 Delegation of Authority. To the extent permitted by applicable law or the rules of any securities exchange or automated quotation system on which the Shares are listed, quoted or traded, the Board or Committee may from time to time delegate to a committee of one or more members of the Board or one or more officers of the Company the authority to grant or amend Awards or to take other administrative actions pursuant to this Article 12; provided, however, that in no event shall an officer of the Company be delegated the authority to grant awards to, or amend awards held by the following individuals: (a) individuals who are subject to Section 16 of the Exchange Act, (b) Covered Employees with respect to Awards intended to constitute Performance-Based Compensation, or (c) officers of the Company (or Directors) to whom authority to grant or amend Awards has been delegated hereunder; provided further, that any delegation of administrative authority shall only be permitted to the extent it is permissible under Section 162(m) of the Code and applicable securities laws or the rules of any securities exchange or automated quotation system on which the Shares are listed, quoted or traded. Any delegation hereunder shall be subject to the restrictions and limits that the Board or the Committee specifies at the time of such delegation, and the Board may at any time rescind the authority so delegated or appoint a new delegatee. At all times, the delegatee appointed under this Section 12.6 shall serve in such capacity at the pleasure of the Board and the Committee.

ARTICLE 13.

MISCELLANEOUS PROVISIONS

13.1 Amendment, Restatements, Suspension or Termination of the Plan. Except as otherwise provided in this Section 13.1, the Plan may be wholly or partially amended, restated or otherwise modified, suspended or terminated at any time or from time to time by the Board. However, without approval of the Company's stockholders given within twelve (12) months before or after the action by the Administrator, no action of the Administrator may, except as provided in Section 13.2 hereof, (i) increase the Share Limit, (ii) reduce the price per share of any outstanding Option or Stock Appreciation Right granted under the Plan, or (iii) cancel any Option or Stock Appreciation Right in exchange for cash or another Award in violation of Section 11.6 hereof. Except as provided in Section 13.10 hereof, no amendment, restatement, suspension or termination of the Plan shall, without the consent of the Participant, impair any rights or obligations under any Award theretofore granted or awarded, unless the Award itself otherwise expressly so provides. No Awards may be granted or awarded during any period of suspension or after termination of the Plan, and in no event may any Award be granted under the Plan after the tenth (10th) anniversary of the Effective Date. In addition, in no event may any Incentive Stock Option be granted under the Plan after the tenth (10th) anniversary of the date on which the Board adopted the Plan (subject to shareholder approval).

13.2 Changes in Common Stock or Assets of the Company, Acquisition or Liquidation of the Company and Other Corporate Events.

(a) In the event of any stock dividend, stock split, combination or exchange of shares, merger, consolidation or other distribution (other than normal cash dividends) of Company assets to stockholders, or any other change affecting the shares of the Company's stock or the share price of the Company's stock other than an Equity Restructuring, the Administrator shall make equitable adjustments, if any, to reflect such change with respect to (i) the aggregate number and kind of shares that may be issued under the Plan (including, but not limited to, adjustments of the Share Limit, Individual Award Limit and Director Limit); (ii) the number and kind of shares of Common Stock (or other securities or property) subject to outstanding Awards; (iii) the terms and conditions of any outstanding Awards (including, without limitation, any applicable performance targets or criteria with respect thereto); and/or (iv) the grant or exercise price per share for any outstanding Awards under the Plan. Any adjustment affecting an Award intended as Performance-Based Compensation shall be made consistent with the requirements of Section 162(m) of the Code unless otherwise determined by the Administrator.

(b) In the event of any transaction or event described in Section 13.2(a) hereof or any unusual or nonrecurring transactions or events affecting the Company, any Affiliate of the Company, or the financial statements of the Company or any Affiliate, or of changes in applicable laws, regulations or accounting principles, the Administrator, in its sole discretion, and on such terms and conditions as it deems appropriate, either by the terms of the Award or by action taken prior to the occurrence of such transaction or event and either automatically or upon the Participant's request, is hereby authorized to take any one or more of the following actions whenever the Administrator determines that such action is appropriate in order to prevent dilution or enlargement of the benefits or potential benefits intended to be made available under the Plan or with respect to any Award under the Plan, to facilitate such transactions or events or to give effect to such changes in laws, regulations or principles:

(i) To provide for either (A) termination of any such Award in exchange for an amount of cash, if any, equal to the amount that would have been attained upon the exercise of such Award or realization of the Participant's rights (and, for the avoidance of doubt, if as of the date of the occurrence of the transaction or event described in this Section 13.2, the Administrator determines in good faith that no amount would have been attained upon the exercise of such Award or realization of the Participant's rights, then such Award may be terminated by the Company without payment) or (B) the replacement of such Award with other rights or property selected by the Administrator in its sole discretion having an aggregate value not exceeding the amount that could have been attained upon the exercise of such Award or realization of the Participant's rights had such Award been currently exercisable or payable or fully vested;

(ii) To provide that such Award be assumed by the successor or survivor corporation, or a parent or subsidiary thereof, or shall be substituted for by similar options, rights or awards covering the stock of the successor or survivor corporation, or a parent or subsidiary thereof, with appropriate adjustments as to the number and kind of shares and prices;

(iii) To make adjustments in the number and type of securities subject to outstanding Awards and Awards which may be granted in the future and/or in the terms, conditions and criteria included in such Awards (including the grant or exercise price, as applicable);

(iv) To provide that such Award shall be exercisable or payable or fully vested with respect to all securities covered thereby, notwithstanding anything to the contrary in the Plan or an applicable Program or Award Agreement; and

(v) To provide that the Award cannot vest, be exercised or become payable after such event.

(c) In connection with the occurrence of any Equity Restructuring, and notwithstanding anything to the contrary in Sections 13.2(a) and 13.2(b) hereof:

(i) The number and type of securities subject to each outstanding Award and/or the exercise price or grant price thereof, if applicable, shall be equitably adjusted. The adjustment provided under this Section 13.2(c)(i) shall be nondiscretionary and shall be final and binding on the affected Participant and the Company.

(ii) The Administrator shall make such equitable adjustments, if any, as the Administrator in its discretion may deem appropriate to reflect such Equity Restructuring with respect to the aggregate number and kind of shares that may be issued under the Plan (including, but not limited to, adjustments to the Share Limit, Individual Award Limit and Director Limit). The adjustments provided under this Section 13.2(c) shall be nondiscretionary and shall be final and binding on the affected Participant and the Company.

(d) Change in Control.

(i) Notwithstanding any other provision of the Plan, in the event of a Change in Control, each outstanding Award shall be assumed or an equivalent Award substituted by the successor corporation or a parent or subsidiary of the successor corporation. For the purposes of this Section 13.2(d)(i), an Award shall be considered assumed or substituted if, following the Change in Control, the assumed or substituted Award confers the right to purchase or receive, for each share of Common Stock subject to the Award immediately prior to the Change in Control, the consideration (whether stock, cash, or other securities or property) received in the Change in Control by holders of Common Stock for each Share held on the effective date of the transaction (and if holders were offered a choice of consideration, the type of consideration chosen by the holders of a majority of the outstanding shares); provided, however, that if such consideration received in the Change in Control was not solely common stock of the successor corporation or its parent, the Administrator may, with the consent of the successor corporation, provide for the consideration to be received upon the exercise of the assumed or substituted Award, for each share of Common Stock subject to such Award, to be solely common stock of the successor corporation or its parent equal in fair market value to the per share consideration received by holders of Common Stock in the Change in Control.

(ii) In the event that the successor corporation in a Change in Control and its parents and subsidiaries refuse to assume or substitute for any Award in accordance with Section 13.2(d)(i) hereof, each such non-assumed/substituted Award shall become fully vested and, as applicable, exercisable and shall be deemed exercised, immediately prior to the consummation of such transaction, and all forfeiture restrictions on any or all such Awards shall lapse at such time. If an Award vests and, as applicable, is exercised in lieu of assumption or substitution in connection with a Change in Control, the Administrator shall notify the Participant of such vesting and any applicable exercise, and the Award shall terminate upon the Change in Control. For the avoidance of doubt, if the value of an Award that is terminated in connection with this Section 13.2(d)(ii) is zero or negative at the time of such Change in Control, such Award shall be terminated upon the Change in Control without payment of consideration therefor.

(e) The Administrator may, in its sole discretion, include such further provisions and limitations in any Award, agreement or certificate, as it may deem equitable and in the best interests of the Company that are not inconsistent with the provisions of the Plan.

(f) With respect to Awards which are granted to Covered Employees and are intended to qualify as Performance-Based Compensation, no adjustment or action described in this Section 13.2 or in any other provision of the Plan shall be authorized to the extent that such adjustment or action would cause such Award to fail to so qualify as Performance-Based Compensation, unless the Administrator determines that the Award should not so qualify. No adjustment or action described in this Section 13.2 or in any other provision of the Plan shall be authorized to the extent that such adjustment or action would cause the Plan to violate Section 422(b)(1) of the Code. Furthermore, no such adjustment or action shall be authorized with respect to any Award to the extent such adjustment or action would result in short-swing profits liability under Section 16 or violate the exemptive conditions of Rule 16b-3 unless the Administrator determines that the Award is not to comply with such exemptive conditions.

(g) The existence of the Plan, the Program, the Award Agreement and the Awards granted hereunder shall not affect or restrict in any way the right or power of the Company or the stockholders of the Company to make or authorize any adjustment, recapitalization, reorganization or other change in the Company's capital structure or its business, any merger or consolidation of the Company, any issue of stock or of options, warrants or rights to purchase stock or of bonds, debentures, preferred or prior preference stocks whose rights are superior to or affect the Common Stock or the rights thereof or which are convertible into or exchangeable for Common Stock, or the dissolution or liquidation of the Company, or any sale or transfer of all or any part of its assets or business, or any other corporate act or proceeding, whether of a similar character or otherwise.

(h) No action shall be taken under this Section 13.2 which shall cause an Award to fail to comply with Section 409A of the Code or an exemption therefrom, in either case, to the extent applicable to such Award, unless the Administrator determines any such adjustments to be appropriate.

(i) In the event of any pending stock dividend, stock split, combination or exchange of shares, merger, consolidation or other distribution (other than normal cash dividends) of Company assets to stockholders, or any other change affecting the shares of Common Stock or the share price of the Common Stock including any Equity Restructuring, for reasons of administrative convenience, the Company in its sole discretion may refuse to permit the exercise of any Award during a period of thirty (30) days prior to the consummation of any such transaction.

13.3 Approval of Plan by Stockholders. The Original Plan was approved by the Company's stockholders on December 15, 2010. The Plan (as amended and restated) will be submitted for the approval of the Company's stockholders within twelve (12) months after the date of the Board's initial adoption of the Plan. Awards may be granted or awarded under the Plan and subject to the terms and conditions of the Original Plan following the Board's adoption of the Plan unless and until the Plan receives stockholder approval. Awards granted from and after stockholder approval of the Plan will be subject to the terms and conditions of the Plan. If the Plan is not approved by the stockholders within twelve (12) months after its adoption by the Board, then the Original Plan shall continue on its existing terms and conditions and the Plan shall be of no force or effect.

13.4 No Stockholders Rights. Except as otherwise provided herein or in an Award Agreement, a Participant shall have none of the rights of a stockholder with respect to shares of Common Stock covered by any Award until the Participant becomes the record owner of such shares of Common Stock.

13.5 Paperless Administration. In the event that the Company establishes, for itself or using the services of a third party, an automated system for the documentation, granting or exercise of Awards, such as a system using an internet website or interactive voice response, then the paperless documentation, granting or exercise of Awards by a Participant may be permitted through the use of such an automated system.

13.6 Effect of Plan upon Other Compensation Plans. Except as set forth in Section 3.1(a) above, the adoption of the Plan shall not affect any other compensation or incentive plans in effect for the Company or any Affiliate. Nothing in the Plan shall be construed to limit the right of the Company or any Affiliate: (a) to establish any other forms of incentives or compensation for Employees or Directors of the Company or any Affiliate, or (b) to grant or assume options or other rights or awards otherwise than under the Plan in connection with any proper corporate purpose including without limitation, the grant or assumption of options in connection with the acquisition by purchase, lease, merger, consolidation or otherwise, of the business, stock or assets of any corporation, partnership, limited liability company, firm or association.

13.7 Compliance with Laws. The Plan, the granting and vesting of Awards under the Plan and the issuance and delivery of Shares and the payment of money under the Plan or under Awards granted or awarded hereunder are subject to compliance with all applicable federal, state, local and foreign laws, rules and regulations (including but not limited to state, federal and foreign securities law and margin requirements), the rules of any securities exchange or automated quotation system on which the Shares are listed, quoted or traded, and to such approvals by any listing, regulatory or governmental authority as may, in the opinion of counsel for the Company, be necessary or advisable in connection therewith. Any securities delivered under the Plan shall be

subject to such restrictions, and the person acquiring such securities shall, if requested by the Company, provide such assurances and representations to the Company as the Company may deem necessary or desirable to assure compliance with all applicable legal requirements. To the extent permitted by applicable law, the Plan and Awards granted or awarded hereunder shall be deemed amended to the extent necessary to conform to such laws, rules and regulations.

13.8 Titles and Headings, References to Sections of the Code or Exchange Act. The titles and headings of the sections in the Plan are for convenience of reference only and, in the event of any conflict, the text of the Plan, rather than such titles or headings, shall control. References to sections of the Code or the Exchange Act shall include any amendment or successor thereto.

13.9 Governing Law. The Plan and any agreements hereunder shall be administered, interpreted and enforced under the internal laws of the State of Nevada without regard to conflicts of laws thereof.

13.10 Section 409A. To the extent that the Administrator determines that any Award granted under the Plan is subject to Section 409A of the Code, the Plan, any applicable Program and the Award Agreement covering such Award shall be interpreted in accordance with Section 409A of the Code. Notwithstanding any provision of the Plan to the contrary, in the event that, following the Effective Date, the Administrator determines that any Award may be subject to Section 409A of the Code, the Administrator may adopt such amendments to the Plan, any applicable Program and the Award Agreement or adopt other policies and procedures (including amendments, policies and procedures with retroactive effect), or take any other actions, that the Administrator determines are necessary or appropriate to avoid the imposition of taxes on the Award under Section 409A of the Code, either through compliance with the requirements of Section 409A of the Code or with an available exemption therefrom.

13.11 No Rights to Awards. No Eligible Individual or other person shall have any claim to be granted any Award pursuant to the Plan, and neither the Company nor the Administrator is obligated to treat Eligible Individuals, Participants or any other persons uniformly.

13.12 Unfunded Status of Awards. The Plan is intended to be an “unfunded” plan for incentive compensation. With respect to any payments not yet made to a Participant pursuant to an Award, nothing contained in the Plan or any Program or Award Agreement shall give the Participant any rights that are greater than those of a general creditor of the Company or any Affiliate.

13.13 Indemnification. To the extent allowable pursuant to applicable law, each member of the Board and any officer or other employee to whom authority to administer any component of the Plan is delegated shall be indemnified and held harmless by the Company from any loss, cost, liability, or expense that may be imposed upon or reasonably incurred by such member in connection with or resulting from any claim, action, suit, or proceeding to which he or she may be a party or in which he or she may be involved by reason of any action or failure to act pursuant to the Plan and against and from any and all amounts paid by him or her in satisfaction of judgment in such action, suit, or proceeding against him or her; provided, however, that he or she gives the Company an opportunity, at its own expense, to handle and defend the same before he or she undertakes to handle and defend it on his or her own behalf. The foregoing right of indemnification shall not be exclusive of any other rights of indemnification to which such persons may be entitled pursuant to the Company’s Certificate of Incorporation or Bylaws, as a matter of law, or otherwise, or any power that the Company may have to indemnify them or hold them harmless.

13.14 Relationship to other Benefits. No payment pursuant to the Plan shall be taken into account in determining any benefits under any pension, retirement, savings, profit sharing, group insurance, welfare or other benefit plan of the Company or any Affiliate except to the extent otherwise expressly provided in writing in such other plan or an agreement thereunder.

13.15 Expenses. The expenses of administering the Plan shall be borne by the Company and its Affiliates.



Form 10-K



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

FORM 10-K

- Annual Report pursuant to section 13 or 15(d) of the Securities Exchange Act of 1934
For the fiscal year ended August 29, 2015, 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)

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

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

Title of each class	Name of each exchange on which registered
Common Stock (\$0.01 par value)	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 period 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

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Indicate by check mark whether the Registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted 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 and post such files). Yes No

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K (§ 229.405 of this chapter) is not contained herein, and will not be contained, to the best of Registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K.

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

Large accelerated filer
Non-accelerated filer

Accelerated filer
Smaller reporting company

Indicate by check mark whether the Registrant is a shell company (as defined in Rule 12b-2 of the 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 \$19,532,578,508.

The number of shares of Common Stock outstanding as of October 19, 2015, was 30,485,243.

Documents Incorporated By Reference

Portions of the definitive Proxy Statement to be filed within 120 days of August 29, 2015, pursuant to Regulation 14A under the Securities Exchange Act of 1934 for the Annual Meeting of Stockholders to be held December 16, 2015, are incorporated by reference into Part III.

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Forward-Looking Statements

Certain statements contained in this annual report are forward-looking statements. Forward-looking statements typically use words such as “believe,” “anticipate,” “should,” “intend,” “plan,” “will,” “expect,” “estimate,” “project,” “positioned,” “strategy” and similar expressions. These are based on assumptions and assessments made by our management in light of experience and perception of historical trends, current conditions, expected future developments and other factors that we believe to be appropriate. These forward-looking statements are subject to a number of risks and uncertainties, including without limitation: credit market conditions; the impact of recessionary conditions; competition; product demand; the ability to hire and retain qualified employees; consumer debt levels; inflation; weather; raw material costs of our suppliers; energy prices; war and the prospect of war, including terrorist activity; construction delays; access to available and feasible financing; and changes in laws or regulations. Certain of these risks 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 29, 2015, 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. Forward-looking statements speak only as of the date made. Except as required by applicable law, we undertake no obligation to update publicly any forward-looking statements, whether as a result of new information, future events or otherwise. Actual results may materially differ from anticipated results.

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PART I

Item 1. Business

Introduction

AutoZone, Inc. (“AutoZone,” the “Company,” “we,” “our” or “us”) is the nation’s leading retailer and a leading distributor of automotive replacement parts and accessories in the United States. We began operations in 1979 and at August 29, 2015, operated 5,141 AutoZone stores in the United States, including Puerto Rico; 441 stores in Mexico; seven stores in Brazil; and 20 Interamerican Motor Corporation (“IMC”) branches. Each AutoZone 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 29, 2015, in 4,141 of our domestic AutoZone stores we also have a commercial sales program that provides commercial credit and prompt delivery of parts and other products to local, regional and national repair garages, dealers, service stations and public sector accounts. We also have commercial programs in select stores in Mexico and Brazil. IMC branches carry an extensive line of original equipment quality import replacement parts. We also sell the ALLDATA brand automotive diagnostic and repair software through www.alldata.com and www.alldatadiy.com. Additionally, we sell automotive hard parts, maintenance items, accessories, and non-automotive products through www.autozone.com, and accessories and performance parts through www.autoanything.com, and our commercial customers can make purchases through www.autozonepro.com and www.imcparts.net. We do not derive revenue from automotive repair or installation services.

At August 29, 2015, our AutoZone stores and IMC branches were in the following locations:

	Location Count
Alabama.....	106
Alaska.....	8
Arizona.....	129
Arkansas.....	62
California.....	555
Colorado.....	77
Connecticut.....	45
Delaware.....	14
Florida.....	280
Georgia.....	193
Idaho.....	26
Illinois.....	233
Indiana.....	152
Iowa.....	27
Kansas.....	46
Kentucky.....	90
Louisiana.....	121
Maine.....	11
Maryland.....	59
Massachusetts.....	78
Michigan.....	180
Minnesota.....	50
Mississippi.....	88
Missouri.....	111
Montana.....	13
Nebraska.....	18
Nevada.....	61
New Hampshire.....	22
New Jersey.....	80
New Mexico.....	62
New York.....	170
North Carolina.....	199

North Dakota	3
Ohio	249
Oklahoma	71
Oregon	42
Pennsylvania.....	159
Puerto Rico	39
Rhode Island.....	16
South Carolina.....	86
South Dakota	6
Tennessee	160
Texas	573
Utah	50
Vermont.....	2
Virginia.....	115
Washington.....	85
Washington, DC	5
West Virginia.....	42
Wisconsin	64
Wyoming	8
Total Domestic AutoZone stores	5,141
Mexico.....	441
Brazil	7
Total AutoZone stores	5,589
IMC branches	20
Total locations	5,609

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 (employees) 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 that are 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. Additionally, we offer smartphone apps that provide customers with store locations, driving directions, operating hours, ability to purchase products and product availability.

Our stores generally open at 7:30 or 8 a.m. and close between 8 and 10 p.m. Monday through Saturday and typically open at 9 a.m. and close between 6 and 9 p.m. on Sunday. However, some stores are open 24 hours, and some have extended hours of 6 or 7 a.m. until midnight seven days a week.

We also provide specialty tools 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 other free services, including check engine light readings where allowed by law, battery charging, the collection of used oil for recycling, and the testing of starters, alternators and batteries.

Merchandising

The following tables show some of the types of products that 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
Belts & Hoses	Chemicals, including Brake & Power	Drinks & Snacks
Carburetors	Steering Fluid, Oil & Fuel Additives	Floor Mats & Seat Covers
Chassis	Oil & Transmission Fluid	Interior and Exterior Accessories
Clutches	Oil, Air, Fuel & Transmission Filters	Mirrors
CV Axles	Oxygen Sensors	Performance Products
Engines	Paint & Accessories	Protectants & Cleaners
Fuel Pumps	Refrigerant & Accessories	Sealants & Adhesives
Fuses	Shock Absorbers & Struts	Steering Wheel Covers
Ignition	Spark Plugs & Wires	Stereos & Radios
Lighting	Windshield Wipers	Tools
Mufflers		Wash & Wax
Radiators		
Thermostats		
Starters & Alternators		
Water Pumps		

We believe that the satisfaction of our customers is often impacted by our ability to 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 that our inventory matches the products our customers need or desire.

Pricing

We want to be perceived by our customers as 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 the Valucraft, AutoZone, SureBilt, ProElite, Duralast, Duralast Gold, Duralast Platinum, and Duralast ProPower brands. We believe that our overall value compares favorably to that of our competitors.

Brand Marketing: Advertising and Promotions

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 that we can build long-lasting, loyal relationships. We utilize promotions, advertising and loyalty card programs primarily to advise customers about the overall importance of vehicle maintenance, our great value and the availability of high quality parts. Broadcast and internet media are our primary advertising methods of driving traffic to our stores. We utilize in-store signage, in-store circulars, and creative product placement and promotions to help educate customers about products that they need.

Store Design and Visual Merchandising

We design and build stores for high visual impact. The typical AutoZone 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.

Commercial

Our commercial sales program operates in a highly fragmented market, and we are one of the leading distributors of automotive parts and other products to local, regional and national repair garages, dealers, service stations and public sector accounts in the United States, Puerto Rico and Mexico. As a part of the domestic store program, we

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offer credit and delivery to our customers, as well as online ordering through www.autozonepro.com and www.imcparts.net. 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 Operations

Store Formats

Substantially all AutoZone stores are based on standard store formats, resulting in generally consistent appearance, merchandising and product mix. Approximately 85% to 90% of each store's square footage is selling space, of which approximately 40% to 45% is dedicated to hard parts inventory. 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 that 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

Each store typically employs from 10 to 16 AutoZoners, including a manager and, in some cases, an assistant manager. We provide on-the-job training as well as formal training programs, including an annual national sales meeting, regular store meetings on specific sales and product topics, standardized training manuals and computer based modules and a specialist program that provides training to AutoZoners in several areas of technical expertise from the Company, our vendors and independent certification agencies. All domestic AutoZoners are encouraged to complete tests resulting in certifications by the National Institute for Automotive Service Excellence ("ASE"), which is broadly recognized for training certification in the automotive industry. Training is supplemented with frequent store visits by management.

Store managers, sales representatives, 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; Sao Paulo, Brazil and Canoga Park, California. 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 AutoZone 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 AutoZone stores utilize our computerized proprietary Store Management System, which includes bar code scanning and point-of-sale data collection terminals. The Store Management System provides administrative assistance and improved personnel scheduling at the store level, as well as enhanced merchandising information and improved inventory control. We believe the Store Management System also enhances customer service through faster processing of transactions and simplified warranty and product return procedures.

Store Development

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

	Fiscal Year				
	2015	2014	2013	2012	2011
Beginning locations	5,391	5,201	5,006	4,813	4,627
Acquired locations ⁽¹⁾	17	-	-	-	-
New locations	202	190	197	193	188
Closed locations.....	1	-	2	-	2
Net new locations	201	190	195	193	186
Relocated locations.....	5	8	11	10	10
Ending locations	<u>5,609</u>	<u>5,391</u>	<u>5,201</u>	<u>5,006</u>	<u>4,813</u>

(1) Includes 17 IMC branches acquired on September 27, 2014.

We believe that expansion opportunities exist in markets that 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 AutoZone store or IMC branch 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 AutoZone stores and IMC branches 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 AutoZone 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. When selecting future sites and market locations for our IMC branches, we look for locations close to major highways to support IMC's delivery schedule and also consider the population of AutoZone stores in the market. In addition to continuing to lease or develop our own locations, we evaluate and may make strategic acquisitions.

Purchasing and Supply Chain

Merchandise is selected and purchased for all AutoZone stores through our store support centers located in Memphis, Tennessee; Monterrey, Mexico and Sao Paulo, Brazil. Merchandise is selected and purchased for all IMC branches through our store support center located in Canoga Park, California. In fiscal 2015, one class of similar products accounted for approximately 11 percent of our total sales, and one vendor supplied approximately 11 percent of our purchases. No other class of similar products accounted for 10 percent or more of our total sales, and no other individual vendor provided more than 10 percent of our total purchases. We believe that 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.

Our hub stores have increased our ability to distribute products on a timely basis to many of our stores and to expand our product assortment. A hub store has 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.

During fiscal 2014 and 2015, we tested two specific new concepts of our supply chain strategy; increased frequency of delivery to our stores and significantly expanded parts assortments in select stores we call mega hubs. A mega hub store carries inventory of 80,000 to 100,000 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. As part of these tests, we have incorporated more frequent deliveries from our distribution centers to a group of test stores. Our tests were concluded during fiscal 2015, and both initiatives are expected to be expanded to additional locations in fiscal 2016 and beyond.

Competition

The sale of automotive parts, accessories and maintenance items is highly competitive in many areas, 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.

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

Trademarks and Patents

We have registered several service marks and trademarks in the United States Patent and Trademark office as well as in certain other countries, including our service marks, “AutoZone” and “Get in the Zone,” and trademarks, “AutoZone,” “Duralast,” “Duralast Gold,” “Duralast Platinum,” “Duralast ProPower,” “Duralast ProPower Plus,” “Duralast ProPower Ultra,” “Duralast ProPower AGM,” “Valucraft,” “ProElite,” “SureBilt” “ALLDATA,” “AutoAnything,” “IMC,” “Loan-A-Tool” and “Z-net.” We believe that these service marks and trademarks are important components of our marketing and merchandising strategies.

Employees

As of August 29, 2015, we employed over 81,000 persons, approximately 58 percent of whom were employed full-time. About 91 percent of our AutoZoners were employed in stores or in direct field supervision, approximately 5 percent in distribution centers and approximately 4 percent in store support and other functions. Included in the above numbers are approximately 6,600 persons employed in our Mexico and Brazil operations.

We have never experienced any material labor disruption and believe that relations with our AutoZoners are good.

AutoZone Websites

AutoZone’s primary website is at <http://www.autozone.com>. We make available, free of charge, at our investor relations website, <http://www.autozoneinc.com>, 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 Securities and Exchange Commission.

Executive Officers of the Registrant

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

William C. Rhodes, III, 50—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 was Executive Vice President – Store Operations and Commercial. Previously, he held several key management positions with the Company. 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.

William T. Giles, 56—Chief Financial Officer and Executive Vice President – Finance, Information Technology and ALLDATA, Customer Satisfaction

William T. Giles was named Chief Financial Officer and Executive Vice President – Finance, Information Technology and ALLDATA during October 2012. Prior to that, he was Chief Financial Officer and Executive Vice President – Finance, Information Technology and Store Development from 2007 to 2012; Executive Vice President, Chief Financial Officer and Treasurer from June 2006 to December 2006; and Executive Vice President, Chief Financial Officer since May 2006. From 1991 to May 2006, he held several positions with Linens N’ Things, Inc., most recently as the Executive Vice President and Chief Financial Officer. Prior to 1991, he was with Melville, Inc. and PricewaterhouseCoopers. Mr. Giles is a member of the Board of Directors for Brinker International.

Mark A. Finestone, 54—Executive Vice President – Merchandising, Supply Chain and Marketing, Customer Satisfaction

Mark A. Finestone was named Executive Vice President – Merchandising, Supply Chain and Marketing during October 2015. Previously, he was Senior Vice President – Merchandising and Store Development since 2014, Senior Vice President – Merchandising from 2008 to 2014, and Vice President – Merchandising from 2002 to 2008. 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.

William W. Graves, 55—Executive Vice President – Mexico, Brazil, IMC and Store Development, Customer Satisfaction

William W. Graves was named Executive Vice President – Mexico, Brazil, IMC and Store Development during October 2015. Previously, he was Senior Vice President – Supply Chain and International since 2012. Prior thereto, he was Senior Vice President – Supply Chain from 2006 to 2012 and Vice President – Supply Chain from 2000 to 2006. From 1992 to 2000, Mr. Graves served in various capacities with the Company.

Thomas B. Newbern, 53—Executive Vice President – Store Operations, Commercial and Loss Prevention, Customer Satisfaction

Thomas B. Newbern was named Executive Vice President – Store Operations, Commercial and Loss Prevention during October 2015. Prior to that, he was Senior Vice President – Store Operations and Loss Prevention since 2014 and Senior Vice President – Store Operations and Store Development since 2012. Previously, Mr. Newbern held the titles Senior Vice President – Store Operations from 2007 to 2012 and Vice President – Store Operations from 1998 to 2007. Prior thereto, he has held several key management positions with the Company.

Ronald B. Griffin, 61—Senior Vice President and Chief Information Officer, Customer Satisfaction

Ronald B. Griffin was elected Senior Vice President and Chief Information Officer during June 2012. Prior to that, he was Senior Vice President, Global Information Technology at Hewlett-Packard Company. During his tenure at Hewlett-Packard Company, he also served as the Chief Information Officer for the Enterprise Business Division. Prior to that, Mr. Griffin was Executive Vice President and Chief Information Officer for Fleming Companies, Inc. He also spent over 12 years with The Home Depot, Inc., with the last eight years in the role of Chief Information Officer. Mr. Griffin also served at Deloitte & Touche LLP and Delta Air Lines, Inc.

Charlie Pleas, III, 50—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 since 1988.

Larry M. Roesel, 58—Senior Vice President – Commercial, Customer Satisfaction

Larry M. Roesel was elected Senior Vice President – Commercial during fiscal 2007. Mr. Roesel came to AutoZone with more than thirty years of experience with OfficeMax, Inc. and its predecessor, where he served in operations, sales and general management. In September 2015, Mr. Roesel announced his plans to retire this fall.

Albert Saltiel, 51—Senior Vice President – Marketing and E-Commerce, Customer Satisfaction

Albert “Al” Saltiel was named Senior Vice President – Marketing and E-Commerce during October 2014. Previously, he was elected 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.

Michael A. Womack, 48—Senior Vice President – Human Resources, Customer Satisfaction

Michael A. Womack was elected Senior Vice President – Human Resources in June 2012. He was previously Vice President of Human Resources with Cintas Corporation and had been with Cintas since 2003. Before joining Cintas, he was a partner with the Littler Mendelson law firm.

Kristen C. Wright, 39—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 from January 2012 to January 2014. 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. Set forth below are certain of the important risks that we face, the occurrence of which could have a material, adverse effect on our business. These risks 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.

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

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

- the number and age of vehicles in current 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, both retail and commercial customers may defer vehicle maintenance or repairs. 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 cars instead of working on their own vehicles, or they may purchase new vehicles.
- the weather. Mild weather conditions may lower the failure rates of automotive parts, while wet conditions 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.
- technological advances. Advances in automotive technology and parts design can result in cars needing maintenance less frequently and parts lasting longer.

For the long term, demand for our products may be affected by:

- 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 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 diagnostic tools and repair information imposed by the original vehicle manufacturers or by governmental regulation, which may cause vehicle owners to rely on dealers to perform maintenance and repairs.

All of these factors could result in immediate and longer term declines in the demand for our products, which could adversely affect our sales, cash flows 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 parts stores, 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 online 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. With the increasing use of digital tools and social media, 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. If we are unable to continue to develop successful competitive strategies, 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 location count in the past five fiscal years, growing from 4,627 locations at August 28, 2010, to 5,609 locations at August 29, 2015, an average store location increase per year of 4%. Additionally, we have increased annual revenues in the past five fiscal years from \$7.363 billion in fiscal 2010 to \$10.187 billion in fiscal 2015, an average increase per year of 8%. Annual revenue growth is driven by the opening of new locations and commercial programs and increases in same store sales. We open new locations 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 the economic pressures mentioned above. We cannot provide any assurance that we will continue to open locations at historical rates or continue to achieve increases in same store sales.

Consolidation among our competitors may negatively impact our business.

Recently some of our competitors have merged. Consolidation among our competitors could enhance their market share and financial position, provide them with the ability to achieve better purchasing terms and provide more competitive prices to customers for whom we compete, and allow them to utilize merger synergies and cost savings to increase advertising and marketing budgets to more effectively compete for customers. Consolidation by our competitors could also increase their access to local market parts assortment. These consolidated competitors could take sales volume away from us in certain markets, could cause us to change our pricing with a negative impact on our margins or could cause us to spend more money to maintain customers or seek new customers, all of which could negatively impact our business.

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 jobbers 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.

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 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 in recent years resulted in a severe loss of liquidity and availability of credit in global credit markets and in more stringent borrowing terms. During brief time intervals in recent years, there was limited liquidity in the commercial paper markets, resulting in an absence of commercial paper buyers and extraordinarily high interest rates on commercial paper. We can provide no assurance that credit market events such as those that occurred in recent years will not occur again in the foreseeable future. Conditions and events in the global credit market could have a material adverse effect on our access to short-term debt and the terms and cost of that debt.

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 United States has remained relatively slow during the past five years; however, towards the end of fiscal 2015, the unemployment rate has improved to pre-recession levels. Moreover, the United States government continues to operate under historically large deficits and debt burden. Continued distress in global credit markets, business failures, significant geo-political conflicts, continued volatility in energy prices and other factors continue to affect the global economy. Moreover, rising energy prices could impact our merchandise distribution, commercial delivery, utility and product costs. Over the short term, such factors could positively impact our business. Over a longer period of time, all of these macroeconomic and geo-political conditions could adversely affect our sales growth, margins and overhead, which could adversely affect our financial condition and operations.

Our business depends upon hiring and retaining qualified employees.

We believe that much of our brand value lies in the quality of the more than 81,000 AutoZoners employed in our stores, distribution centers, store support centers, ALLDATA, AutoAnything and IMC. Our workforce costs represent our largest operating expense, and our business is subject to employment laws and regulations, including requirements related to minimum wage. We cannot be assured that we can continue to hire and retain qualified employees at current wage rates. If we are unable to hire, properly train and/or retain qualified employees, we could experience higher employment costs, reduced sales, losses of customers and diminution of our brand, which could adversely affect our earnings. If we do not maintain competitive wages, 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 laws and/or regulations could have a material adverse effect on our results of operations, financial condition and cash flows.

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

We are dependent upon our vendors continuing to supply us with quality merchandise. If our merchandise offerings do not meet our customers' expectations regarding quality 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 and result in costly product recalls and other liabilities. 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. Moreover, our vendors are impacted by global economic conditions. Credit market and other macroeconomic conditions could have a material adverse effect on the ability of our suppliers to finance and operate their businesses and meet our inventory demands. If any of our significant vendors 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.

Our ability to grow depends in part on new location openings, existing location 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 locations and expand and remodel existing locations to meet customers' needs on a timely and profitable basis. Accomplishing our new and existing location 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 locations at acceptable costs, the hiring and training of qualified personnel, particularly at the location management level, and the integration of new locations into existing operations. There can be no assurance we will be able to achieve our location expansion goals, manage our growth effectively, successfully integrate the planned new locations into our operations or operate our new, remodeled and expanded locations profitably.

In addition, we extensively utilize our hub network, our supply chain and logistics management techniques to efficiently stock our locations. 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. If we fail to effectively utilize our existing hubs and/or supply chains or if our investments in our supply chain do not provide the anticipated benefits, we could experience sub-optimal inventory levels in our locations, which could adversely affect our sales volume and/or our margins.

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 areas 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 a customer has a bad experience and shares 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. Failure to comply with applicable laws and regulations, to maintain an effective system of internal controls or to provide accurate and timely financial statement information could also hurt our reputation. If we fail to comply with existing or future laws or regulations, we may be subject to governmental or judicial fines or sanctions, while incurring substantial legal fees and costs. In addition, our capital and operating

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expenses could increase due to implementation of and compliance with existing and future laws and regulations or remediation measures that may be required if we are found to be noncompliant with any existing or future laws or regulations. The inability to pass through any increased expenses through higher prices would have an adverse effect on our results of operations.

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.

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., as well as unique costs 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 economic conditions. Risks inherent in international operations also include potential adverse tax consequences, compliance with the Foreign Corrupt Practices Act and local anti-bribery law, 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.

Failure to protect 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', employees' 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. 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, these security measures may be breached in the future due to cyber-attack, employee error, fraud, trickery, hacking or other intentional or unintentional acts, and unauthorized parties may obtain access to this data. The methods used to obtain unauthorized access are constantly evolving, and may be difficult to anticipate or detect for long periods of time. As the regulatory environment related to information security, data collection and use, and privacy becomes increasingly rigorous, compliance with these requirements could also result in additional costs.

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, process transactions and summarize results. Our systems and the third-party systems we rely on are subject to damage or interruption from power outages, telecommunications failures, computer viruses, security breaches, 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 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.

Business interruptions may negatively impact our location 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 unrest, hurricanes, windstorms, fires, earthquakes and other natural or other disasters or the threat of any of them, may result in certain of our locations 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 locations. Some of our merchandise is imported from other countries. If imported goods become difficult or impossible to bring into the United States, 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 that commercial transportation is curtailed or substantially delayed, our business may be adversely impacted, as we may have difficulty shipping merchandise to our distribution centers and locations 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.

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 29, 2015:

	<u>No. of AZ Stores</u>	<u>AZ Store Square Footage</u>
Leased.....	2,861	18,409,452
Owned	<u>2,728</u>	<u>18,405,052</u>
Total.....	<u>5,589</u>	<u>36,814,504</u>

We have approximately 4.4 million square feet in distribution centers servicing our stores, of which approximately 1.7 million square feet is leased and the remainder is owned. Our distribution centers are located in Arizona, California, Georgia, Illinois, Ohio, Pennsylvania, Tennessee, Texas, and Mexico. Of our 20 IMC branches, 19 branches, consisting of 696,900 square feet, are leased, and one branch, consisting of approximately 23 thousand square feet, is owned. Our primary store support center is located in Memphis, Tennessee, and consists of approximately 260,000 square feet. We also have three additional store support centers located in Monterrey, Mexico; Chihuahua, Mexico and Sao Paulo, Brazil. The ALLDATA headquarters building in Elk Grove, California, the AutoAnything headquarters space in San Diego, California and the IMC headquarters building in Canoga Park, California are leased, and we also own or lease other properties that are not material in the aggregate.

Item 3. Legal Proceedings

In 2004, we acquired a store site in Mount Ephraim, New Jersey that had previously been the site of a gasoline service station and contained evidence of groundwater contamination. Upon acquisition, we voluntarily reported the groundwater contamination issue to the New Jersey Department of Environmental Protection and entered into a Voluntary Remediation Agreement providing for the remediation of the contamination associated with the property. We have conducted and paid for (at an immaterial cost to us) remediation of contamination on the property. We have also voluntarily investigated and addressed potential vapor intrusion impacts in downgradient residences and businesses. The New Jersey Department of Environmental Protection (“NJDEP”) has asserted, in a Directive and Notice to Insurers dated February 19, 2013 and again in an Amended Directive and Notice to Insurers dated January 13, 2014 (collectively the “Directives”), that we are liable for the downgradient impacts under a joint and severable liability theory. By letter dated April 23, 2015, NJDEP has demanded payment from us, and other parties, in the amount of approximately \$296 thousand for costs incurred by NJDEP in connection with contamination downgradient of the property. We have contested, and will continue to contest, any such assertions due to the existence of other entities/sources of contamination, some of which are named in the

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Directives and the April 23, 2015 Demand, in the area of the property. Pursuant to the Voluntary Remediation Agreement, upon completion of all remediation required by the agreement, we believe it should be eligible to be reimbursed up to 75 percent of qualified remediation costs by the State of New Jersey. We have asked the state for clarification that the agreement applies to off-site work, and the state is considering the request. Although the aggregate amount of additional costs that we may incur pursuant to the remediation cannot currently be ascertained, we do not currently believe that fulfillment of our obligations under the agreement or otherwise will result in costs that are material to our financial condition, results of operations or cash flow.

In July 2014, we received a subpoena from the District Attorney of the County of Alameda, along with other environmental prosecutorial offices in the state of California, seeking documents and information related to the handling, storage and disposal of hazardous waste. We are cooperating fully with the request and cannot predict the ultimate outcome of these efforts.

We are involved in various other legal proceedings incidental to the conduct of our business, including 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.

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PART II

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

Our common stock is listed on the New York Stock Exchange under the symbol “AZO.” On October 19, 2015, there were 2,567 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.

The following table sets forth the high and low sales prices per share of common stock, as reported by the New York Stock Exchange, for the periods indicated:

	Price Range of Common Stock	
	High	Low
Fiscal Year Ended August 29, 2015:		
Fourth quarter	\$ 754.90	\$ 662.70
Third quarter	\$ 705.00	\$ 612.68
Second quarter	\$ 627.30	\$ 566.08
First quarter	\$ 576.00	\$ 491.93
Fiscal Year Ended August 30, 2014:		
Fourth quarter	\$ 546.70	\$ 505.32
Third quarter	\$ 549.85	\$ 510.19
Second quarter	\$ 561.62	\$ 454.88
First quarter	\$ 469.61	\$ 408.90

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 7, 2015, to increase the repurchase authorization by \$750 million to raise the cumulative share repurchase authorization from \$15.65 billion to \$16.4 billion.

Shares of common stock repurchased by the Company during the quarter ended August 29, 2015, were as follows:

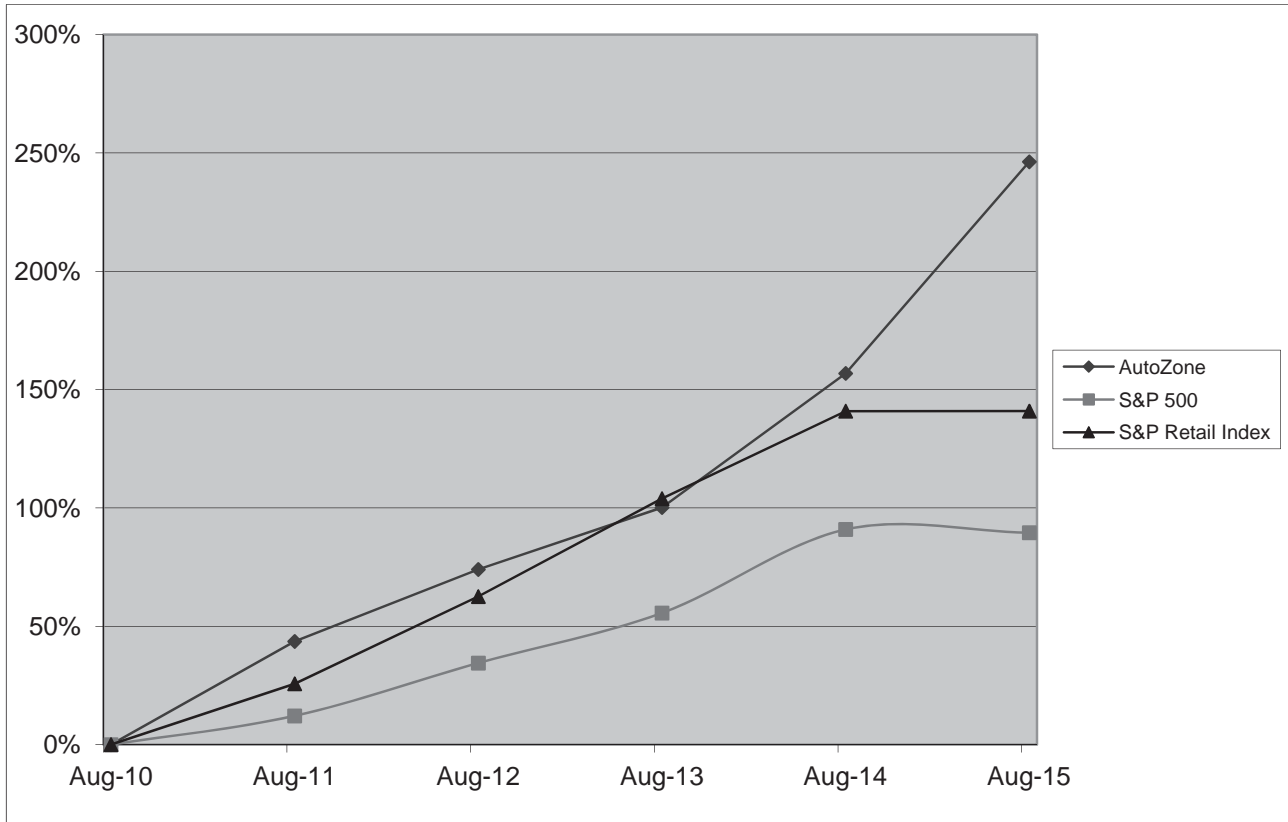
Period	Total Number of Shares Purchased	Average Price Paid per Share	Total Number of Shares Purchased as Part of Publicly Announced Plans or Programs	Maximum Dollar Value that May Yet Be Purchased Under the Plans or Programs
May 10, 2015, to June 6, 2015.....	332,773	\$ 681.50	332,773	\$ 551,527,282
June 7, 2015, to July 4, 2015	260,187	679.00	260,187	374,861,181
July 5, 2015, to August 1, 2015	40,368	670.02	40,368	347,813,666
August 2, 2015, to August 29, 2015	—	—	—	347,813,666
Total.....	<u>633,328</u>	<u>\$ 679.74</u>	<u>633,328</u>	<u>\$ 347,813,666</u>

The Company also repurchased, at market value, an additional 15,594 shares in fiscal 2015, 16,013 shares in fiscal 2014, and 22,915 shares in fiscal 2013 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, 14,222 shares were sold to employees in fiscal 2015, 15,355 shares in fiscal 2014, and 18,228 shares were sold to employees in fiscal 2013. At August 29, 2015, 205,167 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 Fifth 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 2,229 shares in fiscal 2015, 3,028 shares in fiscal 2014, and 3,454 shares in fiscal 2013. At August 29, 2015, 243,696 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 28, 2010 and ending August 29, 2015.



Item 6. Selected Financial Data

(in thousands, except per share data, same store sales and selected operating data)

	Fiscal Year Ended August				
	2015	2014	2013 ⁽¹⁾	2012	2011
Income Statement Data					
Net sales	\$ 10,187,340	\$ 9,475,313	\$ 9,147,530	\$ 8,603,863	\$ 8,072,973
Cost of sales, including warehouse and delivery expenses	4,860,309	4,540,406	4,406,595	4,171,827	3,953,510
Gross profit	5,327,031	4,934,907	4,740,935	4,432,036	4,119,463
Operating, selling, general and administrative expenses	3,373,980	3,104,684	2,967,837	2,803,145	2,624,660
Operating profit	1,953,051	1,830,223	1,773,098	1,628,891	1,494,803
Interest expense, net	150,439	167,509	185,415	175,905	170,557
Income before income taxes	1,802,612	1,662,714	1,587,683	1,452,986	1,324,246
Income tax expense	642,371	592,970	571,203	522,613	475,272
Net income	\$ 1,160,241	\$ 1,069,744	\$ 1,016,480	\$ 930,373	\$ 848,974
Diluted earnings per share	\$ 36.03	\$ 31.57	\$ 27.79	\$ 23.48	\$ 19.47
Adjusted weighted average shares for diluted earnings per share	32,206	33,882	36,581	39,625	43,603
Same Store Sales					
Increase in domestic comparable store net sales ⁽²⁾	3.8%	2.8%	0.0%	3.9%	6.4%
Balance Sheet Data					
Current assets	\$ 3,970,294	\$ 3,580,612	\$ 3,278,013	\$ 2,978,946	\$ 2,792,425
Working (deficit)	(742,579)	(960,482)	(891,137)	(676,646)	(638,471)
Total assets ⁽³⁾	8,102,349	7,497,163	6,869,167	6,248,934	5,853,221
Current liabilities	4,712,873	4,541,094	4,169,150	3,655,592	3,430,896
Debt ⁽³⁾	4,624,876	4,323,106	4,164,078	3,751,478	3,335,301
Long-term capital leases	87,639	83,098	73,925	72,414	61,360
Stockholders' (deficit)	(1,701,390)	(1,621,857)	(1,687,319)	(1,548,025)	(1,254,232)
Selected Operating Data					
Number of locations at beginning of year	5,391	5,201	5,006	4,813	4,627
Acquired locations ⁽⁴⁾	17	-	-	-	-
New locations	202	190	197	193	188
Closed locations	1	-	2	-	2
Net new locations	201	190	195	193	186
Relocated locations	5	8	11	10	10
Number of locations at end of year	5,609	5,391	5,201	5,006	4,813
AutoZone domestic commercial programs	4,141	3,845	3,421	3,053	2,659
Inventory per location (in thousands)	\$ 610	\$ 582	\$ 550	\$ 525	\$ 512
Total AutoZone store square footage (in thousands)	36,815	35,424	34,076	32,706	31,337
Average square footage per AutoZone store	6,587	6,571	6,552	6,533	6,511
Increase in AutoZone store square footage	3.9%	4.0%	4.2%	4.4%	4.4%
Average net sales per AutoZone store (in thousands)	\$ 1,761	\$ 1,724	\$ 1,736	\$ 1,716	\$ 1,675
Net sales per AutoZone store square foot	\$ 268	\$ 263	\$ 265	\$ 263	\$ 258
Total employees at end of year (in thousands)	81	76	71	70	65
Inventory turnover ⁽⁵⁾	1.4x	1.5x	1.6x	1.6x	1.6x
Accounts payable to inventory ratio	112.9%	114.9%	115.6%	111.4%	111.7%
After-tax return on invested capital ⁽⁶⁾	31.2%	32.1%	32.9%	33.1%	31.5%
Adjusted debt to EBITDAR ⁽⁷⁾	2.5	2.5	2.5	2.5	2.4
Net cash provided by operating activities (in thousands)	\$ 1,525,123	\$ 1,341,234	\$ 1,415,011	\$ 1,223,981	\$ 1,291,538
Cash flow before share repurchases and changes in debt (in thousands) ⁽⁸⁾	\$ 1,018,440	\$ 924,706	\$ 1,007,761	\$ 949,627	\$ 1,023,927
Share repurchases (in thousands)	\$ 1,271,416	\$ 1,099,212	\$ 1,387,315	\$ 1,362,869	\$ 1,466,802
Number of shares repurchased (in thousands)	2,010	2,232	3,511	3,795	5,598

(1) The fiscal year ended August 31, 2013 consisted of 53 weeks.

(2) The domestic comparable sales increases are based on sales for all AutoZone domestic stores open at least one year. 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. In addition, beginning in fiscal 2013, it also includes all sales through our AutoZone branded websites, including consumer direct ship-to-home sales. All prior period same store sales have been restated to be comparable. The effect of including sales from AutoZone branded websites was not material to any period.

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- (3) As described in the consolidated financials and notes, thereto, we have adopted the provisions of ASU 2015-03 as of August 29, 2015. The ASU requires debt issuance costs to be presented in the balance sheet as a reduction of the related debt liability rather than an asset. The adoption of ASU 2015-03 did not materially impact our consolidated financial position or results of operations. Prior period amounts for all years presented above were reclassified to conform to the current period presentation.
- (4) Includes 17 IMC branches acquired on September 27, 2014.
- (5) Inventory turnover is calculated as cost of sales divided by the average merchandise inventory balance over the trailing 5 quarters.
- (6) After-tax return on invested capital is defined as after-tax operating profit (excluding rent charges) divided by average invested capital (which includes a factor to capitalize operating leases). See Reconciliation of Non-GAAP Financial Measures in Management's Discussion and Analysis of Financial Condition and Results of Operations.
- (7) Adjusted debt to EBITDAR is defined as the sum of total debt, capital lease obligations and annual rents times six; divided by net income plus interest, taxes, depreciation, amortization, rent and share-based compensation expense. See Reconciliation of Non-GAAP Financial Measures in Management's Discussion and Analysis of Financial Condition and Results of Operations.
- (8) 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.

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

We are the nation's leading retailer, and a leading distributor, of automotive replacement parts and accessories in the United States. We began operations in 1979 and at August 29, 2015, operated 5,141 AutoZone stores in the United States, including Puerto Rico; 441 stores in Mexico; seven stores in Brazil; and 20 IMC branches. Each AutoZone 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 29, 2015, in 4,141 of our domestic AutoZone stores, we also have a commercial sales program that provides commercial credit and prompt delivery of parts and other products to local, regional and national repair garages, dealers, service stations and public sector accounts. We also have commercial programs in select AutoZone stores in Mexico and Brazil. IMC branches carry an extensive line of original equipment quality import replacement parts. We also sell the ALLDATA brand automotive diagnostic and repair software through www.alldata.com and www.alldatadiy.com. Additionally, we sell automotive hard parts, maintenance items, accessories, and non-automotive products through www.autozone.com, and accessories and performance parts through www.autoanything.com, and our commercial customers can make purchases through www.autozonepro.com and www.imcparts.net. We do not derive revenue from automotive repair or installation services.

Executive Summary

We achieved strong performance in fiscal 2015, delivering record net income of \$1.160 billion, an 8.5% increase over the prior year, and sales growth of \$712.0 million, a 7.5% increase over the prior year. We are pleased with the results of our retail business and the increase in our commercial business, where we continue to build our internal sales force and refine our parts assortment.

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, unemployment rates, and other economic conditions. 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 2015 was gas prices. During fiscal 2015, the average price per gallon of unleaded gasoline in the United States was \$2.69 per gallon, compared to \$3.48 per gallon during fiscal 2014. We believe reduced gas prices gave our customers additional disposable income. With approximately 11 billion gallons of unleaded gas consumption each month across the U.S., each \$1 decrease at the pump contributes approximately \$11 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.

During fiscal 2015, failure and maintenance related categories represented the largest portion of our sales mix, at approximately 84% of total sales, with failure related categories continuing to be our strongest performers. While we have not experienced any fundamental shifts in our category sales mix as compared to previous years, we did experience a slight increase in mix of sales of the failure related categories. We believe the increase in failure related products is largely due to increased miles driven and favorable weather related impacts in various regions of the U.S.

Our primary response to fluctuations in the demand for the products we sell is to adjust our advertising message, store staffing, and product assortment. Specifically, during fiscal 2014 and 2015, we have closely studied our hub distribution model and store inventory levels and assortment and performed strategic tests on increased frequency of delivery to our stores and significantly expanding parts assortments in select stores. During fiscal 2015, we concluded our tests on these specific new concepts and have plans to continue to roll out these strategic initiatives in fiscal 2016 and beyond.

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 that 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 the number of seven year old or older vehicles on the road. Since the beginning of the fiscal year and through June 2015 (latest publicly available information), miles driven increased compared to the same period last year.

Seven Year Old or Older Vehicles

Between 2008 and 2012, new vehicle sales were significantly lower than historical levels, which we believe contributed to an increasing number of seven year old or older vehicles on the road. 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, 2015, the average age of vehicles on the road is 11.5 years as compared to 11.4 years as of January 1, 2014. Although the average age of vehicles continues to increase, it is increasing at a decelerated rate primarily driven by the improvement in new car sales in recent years. However, in the near term, we expect the aging vehicle population to continue to increase as consumers keep their cars longer in an effort to save money during this uncertain economy. 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.

Effective September 27, 2014, we acquired the outstanding stock of Interamerican Motor Corporation (IMC), the second largest distributor of quality import replacement parts in the United States, for \$75.7 million, net of cash. IMC specializes in parts coverage for European and Asian cars. With this acquisition, we expect to grow our share in the aftermarket import car parts market. The results of operations from IMC have been included in our Auto Parts Locations business activities since the date of acquisition.

Results of Operations

Fiscal 2015 Compared with Fiscal 2014

For the fiscal year ended August 29, 2015, we reported net sales of \$10.187 billion compared with \$9.475 billion for the year ended August 30, 2014, a 7.5% increase from fiscal 2014. This growth was driven primarily by domestic same store sales increase of 3.8%, net sales of \$185.1 million from new stores, and the inclusion of IMC sales.

At August 29, 2015, we operated 5,141 domestic AutoZone stores, 441 stores in Mexico, seven stores in Brazil, and 20 IMC branches compared with 4,984 domestic AutoZone stores, 402 stores in Mexico and five stores in

Brazil at August 30, 2014. We reported a total auto parts (domestic, Mexico, Brazil, and IMC) sales increase of 7.6% for fiscal 2015.

Gross profit for fiscal 2015 was \$5.327 billion, or 52.3% of net sales, compared with \$4.935 billion, or 52.1% of net sales for fiscal 2014. The improvement in gross margin was attributable to higher merchandise margins, partially offset by the impact of the IMC acquisition finalized during September 2014 (-25 basis points) and higher supply chain costs associated with current year inventory initiatives (-13 basis points).

Operating, selling, general and administrative expenses for fiscal 2015 increased to \$3.374 billion, or 33.1% of net sales, from \$3.105 billion, or 32.8% of net sales for fiscal 2014. The increase in operating expenses, as a percentage of sales, was primarily due to higher legal costs (-14 basis points) and the impact of IMC (-13 basis points).

Interest expense, net for fiscal 2015 was \$150.4 million compared with \$167.5 million during fiscal 2014. This decrease was primarily due to a decline in borrowing rates, partially offset by higher borrowing levels over the comparable year period. Average borrowings for fiscal 2015 were \$4.520 billion, compared with \$4.252 billion for fiscal 2014 and weighted average borrowing rates were 3.0% for fiscal 2015, compared to 3.6% for fiscal 2014.

Our effective income tax rate was 35.6% of pre-tax income for fiscal 2015 compared to 35.7% for fiscal 2014.

Net income for fiscal 2015 increased by 8.5% to \$1.160 billion, and diluted earnings per share increased 14.1% to \$36.03 from \$31.57 in fiscal 2014. The impact of the fiscal 2015 stock repurchases on diluted earnings per share in fiscal 2015 was an increase of approximately \$1.01.

Fiscal 2014 Compared with Fiscal 2013

For the fiscal year ended August 30, 2014, we reported net sales of \$9.475 billion compared with \$9.148 billion for the year ended August 31, 2013, a 3.6% increase from fiscal 2013. This growth was driven primarily by domestic same store sales increase of 2.8% and net sales of \$165.9 million comprised of sales from new stores. Excluding the 53rd week in fiscal 2013, sales increased 5.6%.

At August 30, 2014, we operated 4,984 domestic AutoZone stores, 402 stores in Mexico and five stores in Brazil, compared with 4,836 domestic AutoZone stores, 362 stores in Mexico and three stores in Brazil at August 31, 2013. We reported a total auto parts (domestic, Mexico, and Brazil) sales increase of 3.1% for fiscal 2014. Excluding the 53rd week in fiscal 2013, total auto parts sales increased 5.1%.

Gross profit for fiscal 2014 was \$4.935 billion, or 52.1% of net sales, compared with \$4.741 billion, or 51.8% of net sales for fiscal 2013. The improvement in gross margin was attributable to lower acquisition costs and lower shrink expense, partially offset by higher supply chain costs associated with current year inventory initiatives (-17 basis points).

Operating, selling, general and administrative expenses for fiscal 2014 increased to \$3.105 billion, or 32.8% of net sales, from \$2.968 billion, or 32.4% of net sales for fiscal 2013. The increase in operating expenses, as a percentage of sales, was primarily due to higher store payroll (-11 basis points) and planned information system investments (-10 basis points).

Interest expense, net for fiscal 2014 was \$167.5 million compared with \$185.4 million during fiscal 2013. This decrease was primarily due to a decline in borrowing rates, partially offset by higher borrowing levels over the comparable year period. Average borrowings for fiscal 2014 were \$4.274 billion, compared with \$3.927 billion for fiscal 2013 and weighted average borrowing rates were 3.6% for fiscal 2014, compared to 4.5% for fiscal 2013.

Our effective income tax rate was 35.7% of pre-tax income for fiscal 2014 compared to 36.0% for fiscal 2013.

Net income for fiscal 2014 increased by 5.2% to \$1.070 billion, and diluted earnings per share increased 13.6% to \$31.57 from \$27.79 in fiscal 2013. The impact of the fiscal 2014 stock repurchases on diluted earnings per share in fiscal 2014 was an increase of approximately \$1.04.

Seasonality and Quarterly Periods

Our business is somewhat seasonal in nature, with the highest sales typically occurring in the spring and summer months of February through September, in which average weekly per-store sales historically have been about 15% to 20% higher than in the slower 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, with elective maintenance deferred during periods of rainy weather. Over the longer term, the effects of weather balance out, as we have stores throughout the United States, Puerto Rico, Mexico and Brazil.

Each of the first three quarters of our fiscal year consists of 12 weeks, and the fourth quarter consisted of 16 weeks in 2015 and 2014, and 17 weeks in 2013. 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 the annual net sales and net income. The fourth quarter of fiscal year 2015 represented 32.3% of annual sales and 34.6% of net income; the fourth quarter of fiscal 2014 represented 32.2% of annual sales and 34.9% of net income; and the fourth quarter of fiscal 2013 represented 33.8% of annual sales and 36.5% 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. Net cash provided by operating activities was \$1.525 billion in 2015, \$1.341 billion in fiscal 2014, and \$1.415 billion in fiscal 2013. Cash flows from operations are favorable to last year due to the growth in net income and the timing of income tax deductions.

Our primary capital requirement has been the funding of our continued new-location development program. From the beginning of fiscal 2013 to August 29, 2015, we have opened 589 new locations. Net cash flows used in investing activities were \$567.9 million, compared to \$448.0 million in fiscal 2014 and \$527.3 million in fiscal 2013. We invested \$480.6 million in capital assets in fiscal 2015, compared to \$438.1 million in fiscal 2014 and \$414.5 million in fiscal 2013. The increase in capital expenditures during this time was primarily attributable to the number and types of locations opened, increased investment in our existing locations, and the acquisition of IMC. New location openings were 202 for fiscal 2015, 190 for fiscal 2014, and 197 for fiscal 2013. Cash flows used in the acquisition of IMC were \$75.7 million in fiscal 2015. Cash flows were also used in the purchase of other intangibles for \$10 million in the same period. In fiscal 2014 cash flows were used to purchase intangibles for \$11.1 million. Cash flows used in the acquisition of AutoAnything were \$116.1 million during fiscal 2013. We invest a portion of our assets held by our wholly owned insurance captive in marketable securities. We purchased \$49.7 million in marketable securities in fiscal 2015, \$49.7 million in fiscal 2014, and \$44.5 million in fiscal 2013. We had proceeds from the sale of marketable securities of \$46.4 million in fiscal 2015, \$46.8 million in fiscal 2014, and \$37.9 million in fiscal 2013.

Net cash used in financing activities was \$896.7 million in 2015, \$911.6 million in fiscal 2014, and \$847.0 million in fiscal 2013. The net cash used in financing activities reflected purchases of treasury stock which totaled \$1.271 billion for fiscal 2015, \$1.099 billion for fiscal 2014, and \$1.387 billion for fiscal 2013. The treasury stock purchases in fiscal 2015, 2014 and 2013 were primarily funded by cash flows from operations, and by increases in debt levels. Proceeds from issuance of debt were \$650 million for fiscal 2015, \$400 million for fiscal 2014, and \$800 million for fiscal 2013. In fiscal 2015, the proceeds from the issuance of debt were used for the repayment of a portion of the outstanding commercial paper borrowings, which were used to repay the \$500 million in 5.750% Senior Notes due in January 2015, and for general corporate purposes, including for working capital requirements, capital expenditures, store openings, and stock repurchases. Proceeds from the issuance of debt in fiscal 2015 were also used for the acquisition of IMC. In fiscal 2014, the proceeds from the issuance of debt was used for the repayment of a portion of the \$500 million Senior Notes due in January 2014. We used commercial paper borrowings to repay the remainder of the \$500 million Senior Notes due in January 2014. In fiscal 2013, the proceeds from the issuance of debt were used for the repayment of a portion of commercial paper borrowings, for general corporate purposes, and the acquisition of AutoAnything. In fiscal 2013, we repaid our \$200 million Senior Notes due in June 2013 and our \$300 million Senior Notes due in October 2012 using commercial paper

borrowings. In 2015 we received proceeds from the issuance of commercial paper and short-term borrowings in the amount of \$153.8 million. Net proceeds from the issuance of commercial paper and short-term borrowings for fiscal 2014 and 2013 were \$256.8 million and \$118.7 million, respectively.

During fiscal 2016, we expect to invest in our business at an increased rate as compared to fiscal 2015. Our investments are expected to be directed primarily to new locations, supply chain infrastructure, enhancements to existing locations and investments in technology. The amount of our investments in our new locations is impacted by different factors, including such factors as whether the building and land are purchased (requiring higher investment) or leased (generally lower investment), located in the United States, Mexico or Brazil, or located in urban or rural areas. During fiscal 2015, 2014, and fiscal 2013, our capital expenditures have increased by approximately 10%, 6%, and 10%, respectively, as compared to the prior year.

In addition to the building and land costs, our new locations 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. During fiscal 2013, 2014, and 2015, we initiated a variety of strategic tests focused on increasing inventory availability, which increased our inventory per location. Many of our vendors have supported our initiative to update our product assortments by providing extended payment terms. These extended payment terms have allowed us to continue our high accounts payable to inventory ratio. We had an accounts payable to inventory ratio of 112.9% at August 29, 2015, 114.9% at August 30, 2014, and 115.6% at August 31, 2013. The decrease from fiscal 2014 to fiscal 2015 was driven by the inclusion of IMC. 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 financing arrangements with financial institutions whereby they factor their receivables from us, allowing them to receive payment on our invoices at a discounted rate.

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

Our cash balances are held in various locations around the world. As of August 29, 2015, and August 30, 2014, cash and cash equivalents of \$64.9 million and \$19.3 million, respectively, were held outside of the U.S. and were generally utilized to support liquidity needs in our foreign operations. We intend to continue to permanently reinvest the cash held outside of the U.S. in our foreign operations.

For the fiscal year ended August 29, 2015, our after-tax return on invested capital ("ROIC") was 31.2% as compared to 32.1% for the comparable prior year period. ROIC is calculated as after-tax operating profit (excluding rent charges) divided by average invested capital (which includes a factor to capitalize operating leases). The decrease in ROIC is primarily due to the increase in average debt, along with the impact of recent investments in the business. The return on these investments is currently diluting our operating margins. We use ROIC to evaluate whether we are effectively using our capital resources and believe it is an important indicator of our overall operating performance.

Debt Facilities

On December 19, 2014, we amended and restated our existing revolving credit facility (the "Multi-Year Credit Agreement") by increasing the amount of capital leases allowable to \$225 million, extending the expiration date by two years and renegotiating other terms and conditions. This credit facility is available to primarily support commercial paper borrowings, letters of credit and other short-term unsecured bank loans. The capacity of the credit facility is \$1.25 billion and may be increased to \$1.5 billion prior to the maturity date at our election and subject to bank credit capacity and approval, may include up to \$200 million in letters of credit and may include up to \$225 million in capital leases each fiscal year. Under the revolving credit facility, we may borrow funds consisting of Eurodollar loans or base rate loans. Interest accrues on Eurodollar loans at a defined Eurodollar rate, defined as LIBOR plus the applicable percentage, as defined in the revolving credit facility, depending upon our senior, unsecured, (non-credit enhanced) long-term debt rating. Interest accrues on base rate loans as defined in the credit facility. We also have the option to borrow funds under the terms of a swingline loan subfacility. The revolving credit facility expires in December 2019.

On December 19, 2014, we entered into a new revolving credit facility (the “364-Day Credit Agreement”). The credit facility is available to primarily support commercial paper borrowings and other short-term unsecured bank loans. The 364-Day Credit Agreement provides for loans in the principal amount of up to \$500 million. Under the credit facility, 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 margin, as defined in the revolving credit facility, depending upon our senior, unsecured, (non-credit enhanced) long-term debt rating. Interest accrues on base rate loans as defined in the credit facility. This credit facility expires on December 19, 2015, but we may request an extension of the termination date for 364 days no later than 45 days prior to December 19, 2015, subject to bank approval. In addition, we have the right to convert to a term-loan, at least 15 days prior to December 19, 2015, up to one year from the termination date, subject to a 1% penalty.

As of August 29, 2015, we had no outstanding borrowings under each of the revolving credit facilities and \$3.5 million of outstanding letters of credit under the Multi-Year Credit Agreement.

The revolving credit facility agreement requires that our consolidated interest coverage ratio as of the last day of each quarter shall be no less than 2.50:1. 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 29, 2015 was 5.3:1.

As of August 29, 2015, \$1.048 billion of commercial paper borrowings, the \$300 million 5.500% Senior Notes due November 2015, and the \$200 million 6.950% Notes due June 2016 are classified as long-term in the Consolidated Balance Sheets as we have the ability and intent to refinance on a long-term basis through available capacity in our revolving credit facilities. As of August 29, 2015, we had \$1.711 billion of availability under our \$1.750 billion revolving credit facilities, which would allow us to replace these short-term obligations with long-term financing.

In addition to the revolving credit facilities, 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 \$100 million. As of August 29, 2015, we had \$82.0 million in letters of credit outstanding under the letter of credit facility, which expires in June 2016.

In addition to the outstanding letters of credit issued under the committed facilities discussed above, we had \$21.2 million in letters of credit outstanding as of August 29, 2015. These letters of credit have various maturity dates and were issued on an uncommitted basis.

On April 29, 2015, we issued \$400 million in 3.250% Notes due April 2025 and \$250 million in 2.500% Notes due April 2021 under our shelf registration statement filed with the SEC on April 15, 2015 (the “New Shelf Registration”). The New Shelf Registration 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 location openings, stock repurchases and acquisitions. Proceeds from the debt issuances were used to repay a portion of the outstanding commercial paper borrowings, which were used to repay the \$500 million in 5.750% Senior Notes due in January 2015, and for general corporate purposes.

On January 14, 2014, we issued \$400 million in 1.300% Notes due January 2017 under our shelf registration statement filed with the SEC on April 17, 2012 (the “Shelf Registration”). Proceeds from the debt issuance on January 14, 2014, were used to repay a portion of the \$500 million in 6.500% Senior Notes due January 2014. We used commercial paper borrowings to repay the remainder of the 6.500% Senior Notes.

On April 29, 2013, we issued \$500 million in 3.125% Senior Notes due July 2023 under its Shelf Registration. Proceeds from the debt issuance on April 29, 2013, were used to repay a portion of the outstanding commercial paper borrowings, which were used to repay the \$200 million in 4.375% Senior Notes due June 2013, and for general corporate purposes.

On November 13, 2012, we issued \$300 million in 2.875% Senior Notes due January 2023 under the Shelf Registration. Proceeds from the debt issuance on November 13, 2012, were used to repay a portion of the

outstanding commercial paper borrowings, which were used to repay the \$300 million in 5.875% Senior Notes due in October 2012, and for general corporate purposes.

The 5.750% Senior Notes issued in July 2009 and the 7.125% Senior Notes issued during August 2008 (collectively, the “Notes”), are subject to an interest rate adjustment if the debt ratings assigned to the Notes are downgraded. Further, all Senior Notes issued since August 2008 contain a provision that repayment of the notes may be accelerated if we experience a change in control (as defined in the agreements). Our borrowings under our other senior notes contain minimal covenants, primarily restrictions on liens. Under our revolving credit facility, covenants include limitations on total indebtedness, restrictions on liens, a maximum debt to earnings ratio, and a change of control provision that may require acceleration of the repayment obligations under certain circumstances. These covenants are in addition to the consolidated interest coverage ratio discussed above. All of the repayment obligations under our borrowing arrangements may be accelerated and come due prior to the scheduled payment date if covenants are breached or an event of default occurs.

As of August 29, 2015, we were in compliance with all covenants related to our borrowing arrangements and expect to remain in compliance with those covenants in the future.

For the fiscal year ended August 29, 2015, our adjusted debt to earnings before interest, taxes, depreciation, amortization, rent and share-based compensation expense (“EBITDAR”) ratio was 2.5:1 as compared to 2.5:1 as of the comparable prior year end. We calculate adjusted debt as the sum of total debt, capital lease obligations and rent times six; and we calculate EBITDAR by adding interest, taxes, depreciation, amortization, rent and share-based compensation expense to net income. We target our debt levels to a ratio of adjusted debt to EBITDAR in order to maintain our investment grade credit ratings. We believe this is important information for the management of our debt levels.

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 March 24, 2015, the Board voted to increase the authorization by \$750 million to raise the cumulative share repurchase authorization from \$14.9 billion to \$15.65 billion. From January 1998 to August 29, 2015, we have repurchased a total of 138.9 million shares at an aggregate cost of \$15.302 billion. We repurchased 2.0 million shares of common stock at an aggregate cost of \$1.271 billion during fiscal 2015, 2.2 million shares of common stock at an aggregate cost of \$1.099 billion during fiscal 2014, and 3.5 million shares of common stock at an aggregate cost of \$1.387 billion during fiscal 2013. Considering cumulative repurchases as of August 29, 2015, we have \$347.8 million remaining under the Board of Director’s authorization to repurchase our common stock.

On October 7, 2015, the Board voted to increase the authorization by \$750 million to raise the cumulative share repurchase authorization from \$15.65 billion to \$16.4 billion. Subsequent to August 29, 2015, we have repurchased 356,993 shares of common stock at an aggregate cost of \$259.9 million. Considering the cumulative repurchases and the increase in authorization subsequent to August 29, 2015, we have \$837.9 million remaining under the Board’s authorization to repurchase its common stock.

Financial Commitments

The following table shows our significant contractual obligations as of August 29, 2015:

(in thousands)	Total Contractual Obligations	Payment Due by Period			
		Less than 1 year	Between 1-3 years	Between 3-5 years	Over 5 years
Debt ⁽¹⁾	\$ 4,647,600	\$ 1,547,600	\$ 650,000	\$ –	\$ 2,450,000
Interest payments ⁽²⁾	680,075	127,163	202,225	164,000	186,687
Operating leases ⁽³⁾	2,058,805	259,175	485,427	408,574	905,629
Capital leases ⁽⁴⁾	131,570	40,528	69,120	21,922	–
Self-insurance reserves ⁽⁵⁾	213,035	79,485	65,867	28,158	39,525
Construction commitments.....	31,792	31,792	–	–	–
	<u>\$ 7,762,877</u>	<u>\$ 2,085,743</u>	<u>\$ 1,472,639</u>	<u>\$ 622,654</u>	<u>\$ 3,581,841</u>

(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 lease obligations are inclusive of amounts accrued within deferred rent and closed store obligations reflected in our consolidated balance sheets.

(4) Capital lease obligations include related interest.

(5) Self-insurance reserves reflect estimates based on actuarial calculations. 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.

We have pension obligations reflected in our consolidated balance sheets that are not reflected in the table above due to the absence of scheduled maturities and the nature of the account. During fiscal 2015, we made contributions of \$17.1 million to the pension plan. We expect to make contributions of approximately \$6.3 million during fiscal 2016; however a change to the expected cash funding may be impacted by a change in interest rates or a change in the actual or expected return on plan assets.

As of August 29, 2015, our defined benefit obligation associated with our pension plans is \$296.1 million and our pension assets are valued at \$238.8 million, resulting in a net pension obligation of \$57.4 million. Amounts recorded in Accumulated other comprehensive loss are \$116.7 million at August 29, 2015. The balance in Accumulated other comprehensive loss will be amortized into pension expense in the future, unless the losses are recovered in future periods through actuarial gains.

Additionally, our tax liability for uncertain tax positions, including interest and penalties, was \$28.5 million at August 29, 2015. Approximately \$1.9 million is classified as current liabilities and \$26.6 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 29, 2015:

(in thousands)	Total Other Commitments
Standby letters of credit	\$ 106,731
Surety bonds	31,129
	<u>\$ 137,860</u>

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.

10-K

Reconciliation of Non-GAAP Financial Measures

“Selected Financial Data” and “Management’s Discussion and Analysis of Financial Condition and Results of Operations” include 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 “Selected Financial Data”:

<i>(in thousands)</i>	Fiscal Year Ended August				
	2015	2014	2013	2012	2011
Net (decrease) increase in cash and cash equivalents	\$ 50,824	\$ (17,706)	\$ 39,098	\$ 5,487	\$ (674)
Less: Increase in debt, excluding deferred financing costs	303,800	156,800	418,652	418,729	442,201
Plus: Share repurchases	<u>1,271,416</u>	<u>1,099,212</u>	<u>1,387,315</u>	<u>1,362,869</u>	<u>1,466,802</u>
Cash flow before share repurchases and changes in debt.....	<u>\$1,018,440</u>	<u>\$ 924,706</u>	<u>\$1,007,761</u>	<u>\$ 949,627</u>	<u>\$1,023,927</u>

Reconciliation of Non-GAAP Financial Measure: After-tax Return on Invested Capital (“ROIC”)

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

<i>(in thousands, except percentages)</i>	Fiscal Year Ended August				
	2015	2014	2013⁽¹⁾	2012	2011
Net income.....	\$ 1,160,241	\$ 1,069,744	\$ 1,016,480	\$ 930,373	\$ 848,974
Adjustments:					
Interest expense	150,439	167,509	185,415	175,905	170,557
Rent expense.....	269,458	253,813	246,340	229,417	213,846
Tax effect ⁽²⁾	(149,483)	(150,412)	(155,432)	(145,916)	(137,962)
After-tax return	<u>\$ 1,430,655</u>	<u>\$ 1,340,654</u>	<u>\$ 1,292,803</u>	<u>\$ 1,189,779</u>	<u>\$ 1,095,415</u>
Average debt ⁽³⁾⁽⁷⁾	\$ 4,458,114	\$ 4,258,796	\$ 3,930,975	\$ 3,492,672	\$ 3,104,710
Average (deficit) ⁽⁴⁾	(1,619,596)	(1,709,778)	(1,581,832)	(1,372,342)	(993,624)
Rent x 6 ⁽⁵⁾	1,616,748	1,522,878	1,478,040	1,376,502	1,283,076
Average capital lease obligations ⁽⁶⁾ ..	<u>126,096</u>	<u>108,475</u>	<u>102,729</u>	<u>96,027</u>	<u>84,966</u>
Pre-tax invested capital.....	<u>\$ 4,581,362</u>	<u>\$ 4,180,371</u>	<u>\$ 3,929,912</u>	<u>\$ 3,592,859</u>	<u>\$ 3,479,128</u>
ROIC.....	<u>31.2%</u>	<u>32.1%</u>	<u>32.9%</u>	<u>33.1%</u>	<u>31.5%</u>

(1) The fiscal year ended August 31, 2013 consisted of 53 weeks.

(2) The effective tax rate during fiscal 2015, 2014, 2013, 2012, and 2011 was 35.6%, 35.7%, 36.0%, 36.0%, and 35.9%, respectively.

(3) Average debt is equal to the average of our debt measured as of the previous five quarters.

(4) Average equity is equal to the average of our stockholders’ (deficit) measured as of the previous five quarters.

(5) Rent is multiplied by a factor of six to capitalize operating leases in the determination of pre-tax invested capital.

(6) Average capital lease obligations is computed as the average of our capital lease obligations over the previous five quarters.

(7) Certain balance sheet reclassifications have been made to the prior periods’ financial information in order to conform to the current period’s presentation due to the adoption of a new accounting standard. See Note A of the Notes to Consolidated Financial Statement for further discussion.

Reconciliation of Non-GAAP Financial Measure: Fiscal 2013 Results Excluding Impact of 53rd Week:

The following table summarizes the impact of the additional week to the 53 week fiscal year ended August 31, 2013.

<i>(in thousands, except per share and percentages)</i>	Fiscal 2013 Results of Operations	Percent of Revenue	Results of Operations for 53rd Week	Fiscal 2013 Results of Operations Excluding 53rd Week	Percent of Revenue
Net sales.....	\$ 9,147,530	100.0%	\$ (177,722)	\$ 8,969,808	100.0%
Cost of sales.....	<u>4,406,595</u>	<u>48.2%</u>	<u>(85,281)</u>	<u>4,321,314</u>	<u>48.2%</u>
Gross profit	4,740,935	51.8%	(92,441)	4,648,494	51.8%
Operating expenses.....	<u>2,967,837</u>	<u>32.4%</u>	<u>(52,605)</u>	<u>2,915,232</u>	<u>32.5%</u>
Operating profit	1,773,098	19.4%	(39,836)	1,733,262	19.3%
Interest expense, net.....	<u>185,415</u>	<u>2.0%</u>	<u>(3,524)</u>	<u>181,891</u>	<u>2.0%</u>
Income before taxes	1,587,683	17.4%	(36,312)	1,551,371	17.3%
Income taxes	<u>571,203</u>	<u>6.2%</u>	<u>(12,883)</u>	<u>558,320</u>	<u>6.2%</u>
Net income.....	<u>\$ 1,016,480</u>	<u>11.1%</u>	<u>\$ (23,429)</u>	<u>\$ 993,051</u>	<u>11.1%</u>
Diluted earnings per share	<u>\$ 27.79</u>		<u>\$ (0.64)</u>	<u>\$ 27.15</u>	

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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, capital lease obligations 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 “Selected Financial Data” and “Management’s Discussion and Analysis of Financial Condition and Results of Operations”:

<i>(in thousands, except ratios)</i>	Fiscal Year Ended August				
	2015	2014	2013⁽¹⁾	2012	2011
Net income.....	\$ 1,160,241	\$ 1,069,744	\$ 1,016,480	\$ 930,373	\$ 848,974
Add: Interest expense	150,439	167,509	185,415	175,905	170,557
Income tax expense	<u>642,371</u>	<u>592,970</u>	<u>571,203</u>	<u>522,613</u>	<u>475,272</u>
EBIT	1,953,051	1,830,223	1,773,098	1,628,891	1,494,803
Add: Depreciation expense	269,919	251,267	227,251	211,831	196,209
Rent expense	269,458	253,813	246,340	229,417	213,846
Share-based expense	<u>40,995</u>	<u>39,390</u>	<u>37,307</u>	<u>33,363</u>	<u>26,625</u>
EBITDAR.....	<u>\$ 2,533,423</u>	<u>\$ 2,374,693</u>	<u>\$ 2,283,996</u>	<u>\$ 2,103,502</u>	<u>\$ 1,931,483</u>
Debt ⁽²⁾	\$ 4,624,876	\$ 4,323,106	\$ 4,164,078	\$ 3,751,478	\$ 3,335,301
Capital lease obligations	128,167	119,603	106,171	102,256	86,656
Rent x 6.....	<u>1,616,748</u>	<u>1,522,878</u>	<u>1,478,040</u>	<u>1,376,502</u>	<u>1,283,076</u>
Adjusted debt.....	<u>\$ 6,369,791</u>	<u>\$ 5,965,587</u>	<u>\$ 5,748,289</u>	<u>\$ 5,230,236</u>	<u>\$ 4,705,033</u>
Adjusted debt to EBITDAR.....	<u>2.5</u>	<u>2.5</u>	<u>2.5</u>	<u>2.5</u>	<u>2.4</u>

(1) The fiscal year ended August 31, 2013 consisted of 53 weeks.

(2) Certain balance sheet reclassifications have been made to the prior periods’ financial information in order to conform to the current period’s presentation due to the adoption of a new accounting standard. See Note A of the Notes to Consolidated Financial Statements for further discussion.

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:

Inventory Reserves and Cost of Sales

LIFO

We state our inventories at the lower of cost or market using the last-in, first-out (“LIFO”) method for domestic merchandise and the first-in, first out (“FIFO”) method for Mexico and Brazil inventories. Due to price deflation on our merchandise purchases, our domestic inventory balances are effectively maintained under the FIFO method. We do not write up inventory for favorable LIFO adjustments, and due to price deflation, LIFO costs of our domestic inventories exceed replacement costs by \$332.6 million at August 29, 2015, calculated using the dollar value method.

Inventory Obsolescence and Shrinkage

Our inventory, primarily hard parts, maintenance items, accessories and non-automotive products, is used on vehicles that have rather long lives; and therefore, the risk of obsolescence is minimal and the majority of excess inventory has historically been returned to our vendors for credit. In the isolated instances where less than full credit will be received for such returns and where we anticipate that items will be sold at retail prices that are less than recorded costs, we record a charge (less than \$3 million in each of the last three years) through cost of sales for the difference. These charges are based on management's judgment, including estimates and assumptions regarding marketability of products and the market value of inventory to be sold in future periods.

Historically, we have not encountered material exposure to inventory obsolescence or excess inventory, nor have we experienced material changes to our estimates. However, we may be exposed to material losses should our vendors alter their policy with regard to accepting excess inventory returns.

Additionally, we reduce inventory for projected losses related to shrinkage, which is estimated based on historical losses and current inventory loss trends resulting from previous physical inventories. Shrinkage may occur due to theft, loss or inaccurate records for the receipt of goods, among other things. Throughout the year, we take physical inventory counts of our stores and distribution centers to verify these estimates. We make assumptions regarding upcoming physical inventory counts that may differ from actual results. Over the last three years, there has been less than a 50 basis point fluctuation in our shrinkage rate.

Each quarter, we evaluate the accrued shrinkage in light of the actual shrink results. To the extent our actual physical inventory count results differ from our estimates, we may experience material adjustments to our financial statements. Historically, we have not experienced material adjustments to our shrinkage estimates and do not believe there is a reasonable likelihood that there will be a material change in the future estimates or assumptions we use.

A 10% difference in our inventory reserves as of August 29, 2015, would have affected net income by approximately \$6.1 million in fiscal 2015.

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 inventory, unless they are provided as a reimbursement of specific, incremental, identifiable costs incurred by the Company in selling the vendor's products. Approximately 87% of the vendor funds received are 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 have legal right of offset with our vendors for payments owed them. Historically, we have had write-offs less than \$150 thousand in each of the last three years.

Goodwill and Intangibles

We evaluate goodwill and indefinite-lived intangibles for impairment annually in the fourth quarter of each fiscal year or whenever events or changes in circumstances indicate the carrying values exceed the current fair values. We evaluate the likelihood of impairment by considering qualitative factors, such as macroeconomic, industry, market, or any other factors that could impact the reporting unit's fair value. If these factors indicate impairment, we perform a quantitative assessment to determine if the carrying value exceeds the fair value. Goodwill is evaluated at the reporting unit level and involves valuation methods including forecasting future financial performance, estimates of discount rates, and other factors. If the carrying value of the reporting unit's goodwill exceeds the fair value, we recognize an impairment loss.

Indefinite-lived intangibles are evaluated by comparing the carrying amount of the asset to the future discounted cash flows that the asset is expected to generate. If the carrying value of the indefinite-lived intangible asset

exceeds the fair value based on the future discounted cash flows, we recognize an impairment loss. These impairment analyses require a significant amount of subjective judgment by management, and as a result these estimates are uncertain and our actual results may be different from our estimates.

The carrying value of goodwill at August 29, 2015 and August 30, 2014 was \$391.9 million and \$367.8 million, respectively. During fiscal fourth quarter of 2013, we recorded an \$18.3 million goodwill impairment charge in our Other business activities related to the goodwill of AutoAnything and a \$4.1 million impairment charge to AutoAnything's trade name. The \$4.1 million impairment charge resulted in a remaining carrying value of \$24.6 million at August 31, 2013. We also determined AutoAnything was not likely to achieve the operating income targets necessary to earn the contingent consideration. Therefore, these impairment charges were offset by an adjustment of \$23.3 million to the contingent consideration liability to reflect its fair value at August 31, 2013. No impairment charges were recognized in our Other business activities in fiscal 2014 and fiscal 2015. No impairment charges were recognized in the Auto Parts Stores reporting segment during fiscal 2015 or in previous fiscal years.

Self-Insurance Reserves

We retain a significant portion of the risks associated with workers' compensation, employee health, general and products 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 \$205.3 million at August 29, 2015, and \$195.1 million at August 30, 2014. This change is primarily reflective of our growing operations, including inflation, increases in health care costs, the number of vehicles and the number of hours worked, as well as our historical claims experience.

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 actuarial methods, 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 health care 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 \$13.2 million for fiscal 2015.

Our liabilities for workers' compensation, certain 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 50 basis points, net income would have been affected by approximately \$2.0 million for fiscal 2015. Our liability for health benefits is classified as current, as the historical average duration of claims is approximately six weeks.

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 29, 2015, we had approximately \$28.5 million reserved for uncertain tax positions.

We evaluate potential 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.

Pension Obligation

Prior to January 1, 2003, substantially all full-time employees were covered by a qualified defined benefit pension plan. The benefits under the plan were based on years of service and the employee's highest consecutive five-year average compensation. On January 1, 2003, the plan was frozen. Accordingly, pension plan participants will earn no new benefits under the plan formula and no new participants will join the pension plan. On January 1, 2003, our supplemental, unqualified defined benefit pension plan for certain highly compensated employees was also frozen. Accordingly, plan participants will earn no new benefits under the plan formula and no new participants will join the pension plan. As the plan benefits are frozen, the annual pension expense and recorded liabilities are not impacted by increases in future compensation levels, but are impacted by the use of two key assumptions in the calculation of these balances:

Expected long-term rate of return on plan assets: For the fiscal year ended August 29, 2015, we have assumed a 7.0% long-term rate of return on our plan assets. This estimate is a judgmental matter in which management considers the composition of our asset portfolio, our historical long-term investment performance and current market conditions. We review the expected long-term rate of return on an annual basis, and revise it accordingly. Additionally, we monitor the mix of investments in our portfolio to ensure alignment with our long-term strategy to manage pension cost and reduce volatility in our assets. In August 2014, our Investment Committee approved a revised asset allocation target for the investments held by the pension plan. Based on the revised asset allocation target, the expected long-term rate of return on plan assets changed from 7.5% for the year ended August 30, 2014, to 7.0% for the year ended August 29, 2015. At August 29, 2015, our plan assets totaled \$238.8 million in our qualified plan. Our assets are generally valued using the net asset values, which are determined by valuing investments at the closing price or last trade reported on the major market on which the individual securities are traded. We have no assets in our nonqualified plan. A 50 basis point change in our expected long term rate of return would impact annual pension expense by approximately \$1.2 million for the qualified plan.

Discount rate used to determine benefit obligations: This rate is highly sensitive and is adjusted annually based on the interest rate for long-term, high-quality, corporate bonds as of the measurement date using yields for maturities that are in line with the duration of our pension liabilities. This same discount rate is also used to determine pension expense for the following plan year. For fiscal 2015, we assumed a discount rate of 4.5%. A decrease in the discount rate increases our projected benefit obligation and pension expense. A 50 basis point change in the discount rate at August 29, 2015 would impact annual pension expense/income by approximately \$1.9 million for the qualified plan and \$30 thousand for the nonqualified plan.

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.

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 \$4.696 billion as of August 29, 2015, and \$4.480 billion as of August 30, 2014, 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 \$70.7 million and \$157.3 million at August 29, 2015 and August 30, 2014, respectively. We had \$1.048 billion of variable rate debt outstanding at August 29, 2015, and \$893.8 million of variable rate debt outstanding at August 30, 2014. In fiscal 2015, at this borrowing level for variable rate debt, a one percentage point increase in interest rates would have had an unfavorable impact on our pre-tax earnings and cash flows of approximately \$10.5 million. The primary interest rate exposure on variable rate debt is based on LIBOR. We had outstanding debt of \$3.577 billion, net of unamortized debt issuance costs of \$22.7 million, at August 29, 2015, and \$3.429 billion, net of unamortized debt issuance costs of \$20.7 million, at August 30, 2014. A one percentage point increase in interest rates would reduce the fair value of our fixed rate debt by approximately \$160.1 million at August 29, 2015.

Fuel Price Risk

From time to time, we utilize fuel swap contracts in order to lower fuel cost volatility in our operating results. Historically, the instruments were executed to economically hedge a portion of our diesel and unleaded fuel exposure. However, we have not designated the fuel swap contracts as hedging instruments; and therefore, the contracts have not qualified for hedge accounting treatment. In fiscal 2015, we entered into a fuel swap to economically hedge the commodity cost associated with our unleaded fuel usage. The notional amount of the contract was 2.9 million gallons and terminated March 31, 2015. The swap had no significant impact on the results of operations. We did not enter into any fuel swap contracts during fiscal 2014 or fiscal 2013.

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. Foreign currency exposures arising from transactions denominated in currencies other than the functional currency are not material.

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.

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 \$366.7 million at August 29, 2015 and \$439.2 million at August 30, 2014. The year-end exchange rates with respect to the Mexican peso decreased by approximately 29% with respect to the U.S. dollar during fiscal 2015 and increased by approximately 1.9% during fiscal 2014. 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 29, 2015 and August 30, 2014, would be approximately \$33.3 million and approximately \$39.9 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.

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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 29, 2015, 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 29, 2015.

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 29, 2015 is included in this Annual Report on Form 10-K.

/s/ WILLIAM C. RHODES, III

William C. Rhodes, III
Chairman, President and
Chief Executive Officer
(Principal Executive Officer)

/s/ WILLIAM T. GILES

William T. Giles
Chief Financial Officer and Executive
Vice President – Finance, Information
Technology and ALLDATA
(Principal Financial Officer)

Certifications

Compliance with NYSE Corporate Governance Listing Standards

On January 5, 2015, the Company submitted to the New York Stock Exchange the Annual CEO Certification required pursuant to Section 303A.12(a) of the New York Stock Exchange Listed Company Manual.

Rule 13a-14(a) Certifications of Principal Executive Officer and Principal Financial Officer

The Company has filed, as exhibits to its Annual Report on Form 10-K for the fiscal year ended August 29, 2015, the certifications of its Principal Executive Officer and Principal Financial Officer required pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.

Report of Independent Registered Public Accounting Firm

The Board of Directors and Stockholders of AutoZone, Inc.

We have audited AutoZone, Inc.'s internal control over financial reporting as of August 29, 2015, 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"). AutoZone, Inc.'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 AutoZone, Inc.'s internal control over financial reporting based on our audit.

We conducted our audit in accordance with the standards of the Public Company Accounting Oversight Board (United States). 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.

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.

In our opinion, AutoZone, Inc. maintained, in all material respects, effective internal control over financial reporting as of August 29, 2015, based on the COSO criteria.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), the consolidated balance sheets of AutoZone, Inc. as of August 29, 2015 and August 30, 2014, 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 29, 2015 of AutoZone, Inc. and our report dated October 26, 2015 expressed an unqualified opinion thereon.

/s/ Ernst & Young LLP

Memphis, Tennessee
October 26, 2015

Report of Independent Registered Public Accounting Firm

The Board of Directors and Stockholders of AutoZone, Inc.

We have audited the accompanying consolidated balance sheets of AutoZone, Inc. as of August 29, 2015 and August 30, 2014, 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 29, 2015. These financial statements are the responsibility of AutoZone, Inc.'s management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the consolidated financial position of AutoZone, Inc. as of August 29, 2015 and August 30, 2014 and the consolidated results of its operations and its cash flows for each of the three years in the period ended August 29, 2015, 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), AutoZone, Inc.'s internal control over financial reporting as of August 29, 2015, 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 26, 2015 expressed an unqualified opinion thereon.

/s/ Ernst & Young LLP

Memphis, Tennessee
October 26, 2015

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Consolidated Statements of Income

	Year Ended		
	August 29, 2015 (52 weeks)	August 30, 2014 (52 weeks)	August 31, 2013 (53 weeks)
<i>(in thousands, except per share data)</i>			
Net sales	\$10,187,340	\$ 9,475,313	\$ 9,147,530
Cost of sales, including warehouse and delivery expenses	<u>4,860,309</u>	<u>4,540,406</u>	<u>4,406,595</u>
Gross profit	5,327,031	4,934,907	4,740,935
Operating, selling, general and administrative expenses.....	<u>3,373,980</u>	<u>3,104,684</u>	<u>2,967,837</u>
Operating profit.....	1,953,051	1,830,223	1,773,098
Interest expense, net.....	<u>150,439</u>	<u>167,509</u>	<u>185,415</u>
Income before income taxes.....	1,802,612	1,662,714	1,587,683
Income tax expense.....	<u>642,371</u>	<u>592,970</u>	<u>571,203</u>
Net income	<u>\$ 1,160,241</u>	<u>\$ 1,069,744</u>	<u>\$ 1,016,480</u>
Weighted average shares for basic earnings per share	31,560	33,267	35,943
Effect of dilutive stock equivalents	<u>646</u>	<u>615</u>	<u>638</u>
Weighted average shares for diluted earnings per share	32,206	33,882	36,581
Basic earnings per share.....	<u>\$ 36.76</u>	<u>\$ 32.16</u>	<u>\$ 28.28</u>
Diluted earnings per share.....	<u>\$ 36.03</u>	<u>\$ 31.57</u>	<u>\$ 27.79</u>

See Notes to Consolidated Financial Statements.

Consolidated Statements of Comprehensive Income

	Year Ended		
	August 29, 2015 (52 weeks)	August 30, 2014 (52 weeks)	August 31, 2013 (53 weeks)
<i>(in thousands)</i>			
Net income	\$ 1,160,241	\$ 1,069,744	\$ 1,016,480
Other comprehensive (loss) income:			
Pension liability adjustments, net of taxes ⁽¹⁾	(6,975)	(12,959)	43,106
Foreign currency translation adjustments	(113,652)	4,647	(12,216)
Unrealized (losses) gains on marketable securities, net of taxes ⁽²⁾	(102)	101	(376)
Net derivative activity, net of taxes ⁽³⁾	<u>114</u>	<u>96</u>	<u>711</u>
Total other comprehensive (loss) income	<u>(120,615)</u>	<u>(8,115)</u>	<u>31,225</u>
Comprehensive income.....	<u>\$ 1,039,626</u>	<u>\$ 1,061,629</u>	<u>\$ 1,047,705</u>

(1) Pension liability adjustments are presented net of taxes of \$4,638 in 2015, \$8,287 in 2014, and \$27,972 in 2013

(2) Unrealized (losses) gains on marketable securities are presented net of taxes of \$55 in 2015, \$54 in 2014, and \$202 in 2013

(3) Net derivative activities are presented net of taxes of \$68 in 2015, \$87 in 2014, and \$440 in 2013

See Notes to Consolidated Financial Statements.

Consolidated Balance Sheets

<i>(in thousands)</i>	August 29, 2015	August 30, 2014
Assets		
Current assets:		
Cash and cash equivalents	\$ 175,309	\$ 124,485
Accounts receivable	247,872	200,899
Merchandise inventories.....	3,421,635	3,140,100
Other current assets	121,847	110,420
Deferred income taxes.....	<u>3,631</u>	<u>4,708</u>
Total current assets	3,970,294	3,580,612
Property and equipment:		
Land.....	966,916	925,359
Buildings and improvements	2,989,399	2,802,265
Equipment	1,422,949	1,254,445
Leasehold improvements.....	395,714	368,326
Construction in progress.....	<u>116,729</u>	<u>150,279</u>
	5,891,707	5,500,674
Less: Accumulated depreciation and amortization.....	<u>2,386,075</u>	<u>2,190,199</u>
	3,505,632	3,310,475
Goodwill	391,887	367,829
Deferred income taxes	42,615	45,137
Other long-term assets	<u>191,921</u>	<u>193,110</u>
	<u>626,423</u>	<u>606,076</u>
	<u>\$ 8,102,349</u>	<u>\$ 7,497,163</u>
Liabilities and Stockholders' Deficit		
Current liabilities:		
Accounts payable	\$ 3,864,168	\$ 3,609,199
Accrued expenses and other	531,561	481,894
Income taxes payable	58,082	41,200
Deferred income taxes.....	259,062	227,891
Short-term borrowings	<u>—</u>	<u>180,910</u>
Total current liabilities	4,712,873	4,541,094
Long-term debt	4,624,876	4,142,196
Other long-term liabilities	465,990	435,730
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; 32,098 shares issued and 30,659 shares outstanding in 2015 and 33,858 shares issued and 32,304 shares outstanding in 2014.....	321	339
Additional paid-in capital	938,355	843,504
Retained deficit.....	(1,418,738)	(1,529,123)
Accumulated other comprehensive loss	(249,518)	(128,903)
Treasury stock, at cost	<u>(971,810)</u>	<u>(807,674)</u>
Total stockholders' deficit.....	<u>(1,701,390)</u>	<u>(1,621,857)</u>
	<u>\$ 8,102,349</u>	<u>\$ 7,497,163</u>

See Notes to Consolidated Financial Statements.

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Consolidated Statements of Cash Flows

<i>(in thousands)</i>	Year Ended		
	August 29, 2015 (52 weeks)	August 30, 2014 (52 weeks)	August 31, 2013 (53 weeks)
Cash flows from operating activities:			
Net income	\$ 1,160,241	\$ 1,069,744	\$ 1,016,480
Adjustments to reconcile net income to net cash provided by operating activities:			
Depreciation and amortization of property and equipment and intangibles	269,919	251,267	227,251
Amortization of debt origination fees	6,230	6,856	8,239
Income tax benefit from exercise of stock options	(47,895)	(23,771)	(66,752)
Deferred income taxes	35,971	(14,698)	19,704
Share-based compensation expense	40,995	39,390	37,307
Changes in operating assets and liabilities:			
Accounts receivable	(36,466)	(27,963)	(8,196)
Merchandise inventories	(266,776)	(276,834)	(232,846)
Accounts payable and accrued expenses	291,520	285,091	356,935
Income taxes payable	74,487	46,555	61,003
Other, net	(3,103)	(14,403)	(4,114)
Net cash provided by operating activities.....	<u>1,525,123</u>	<u>1,341,234</u>	<u>1,415,011</u>
Cash flows from investing activities:			
Capital expenditures	(480,579)	(438,116)	(414,451)
Acquisition of business, net of cash.....	(75,744)	-	(116,084)
Purchase of intangibles	(10,000)	(11,112)	-
Purchase of marketable securities	(49,740)	(49,736)	(44,469)
Proceeds from sale of marketable securities	46,411	46,796	37,944
Proceeds from disposal of capital assets and other, net	<u>1,741</u>	<u>4,200</u>	<u>9,765</u>
Net cash used in investing activities.....	<u>(567,911)</u>	<u>(447,968)</u>	<u>(527,295)</u>
Cash flows from financing activities:			
Net proceeds of commercial paper	153,800	256,800	123,600
Net payments of short-term borrowings	-	-	(4,948)
Proceeds from issuance of debt.....	650,000	400,000	800,000
Repayment of debt.....	(500,000)	(500,000)	(500,000)
Net proceeds from sale of common stock	66,717	42,034	97,154
Purchase of treasury stock	(1,271,416)	(1,099,212)	(1,387,315)
Income tax benefit from exercise of stock options	47,895	23,771	66,752
Payments of capital lease obligations	(34,986)	(32,656)	(27,545)
Other, net	(8,712)	(2,294)	(14,720)
Net cash used in financing activities	<u>(896,702)</u>	<u>(911,557)</u>	<u>(847,022)</u>
Effect of exchange rate changes on cash.....	<u>(9,686)</u>	<u>585</u>	<u>(1,596)</u>
Net increase (decrease) in cash and cash equivalents	50,824	(17,706)	39,098
Cash and cash equivalents at beginning of year.....	<u>124,485</u>	<u>142,191</u>	<u>103,093</u>
Cash and cash equivalents at end of year.....	<u>\$ 175,309</u>	<u>\$ 124,485</u>	<u>\$ 142,191</u>
Supplemental cash flow information:			
Interest paid, net of interest cost capitalized	<u>\$ 137,630</u>	<u>\$ 166,477</u>	<u>\$ 174,037</u>
Income taxes paid	<u>\$ 539,152</u>	<u>\$ 556,974</u>	<u>\$ 498,587</u>
Assets acquired through capital lease	<u>\$ 71,047</u>	<u>\$ 64,927</u>	<u>\$ 71,117</u>

See Notes to Consolidated Financial Statements.

Consolidated Statements of Stockholders' Deficit

<i>(in thousands)</i>	Common Shares Issued	Common Stock	Additional Paid-in Capital	Retained Deficit	Accumulated Other Comprehensive Loss	Treasury Stock	Total
Balance at August 25, 2012	39,869	\$ 399	\$ 689,890	\$ (1,033,197)	\$ (152,013)	\$(1,053,104)	\$ (1,548,025)
Net income				1,016,480			1,016,480
Total other comprehensive income					31,225		31,225
Purchase of 3,511 shares of treasury stock						(1,387,315)	(1,387,315)
Retirement of treasury shares	(3,876)	(39)	(75,743)	(1,362,218)		1,438,000	—
Sale of common stock under stock options and stock purchase plans	775	8	97,146				97,154
Share-based compensation expense			36,412				36,412
Income tax benefit from exercise of stock options			66,752				66,752
Other				(1)		(1)	(2)
Balance at August 31, 2013	36,768	368	814,457	(1,378,936)	(120,788)	(1,002,420)	(1,687,319)
Net income				1,069,744			1,069,744
Total other comprehensive loss					(8,115)		(8,115)
Purchase of 2,232 shares of treasury stock						(1,099,212)	(1,099,212)
Retirement of treasury shares	(3,153)	(32)	(73,995)	(1,219,931)		1,293,958	—
Sale of common stock under stock options and stock purchase plans	243	3	42,031				42,034
Share-based compensation expense			37,240				37,240
Income tax benefit from exercise of stock options			23,771				23,771
Balance at August 30, 2014	33,858	339	843,504	(1,529,123)	(128,903)	(807,674)	(1,621,857)
Net income				1,160,241			1,160,241
Total other comprehensive loss					(120,615)		(120,615)
Purchase of 2,010 shares of treasury stock						(1,271,416)	(1,271,416)
Retirement of treasury shares	(2,125)	(21)	(57,403)	(1,049,856)		1,107,280	—
Sale of common stock under stock options and stock purchase plans	365	3	66,714				66,717
Share-based compensation expense			37,645				37,645
Income tax benefit from exercise of stock options			47,895				47,895
Balance at August 29, 2015	32,098	\$ 321	\$ 938,355	\$ (1,418,738)	\$ (249,518)	\$ (971,810)	\$ (1,701,390)

See Notes to Consolidated Financial Statements.

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Notes to Consolidated Financial Statements

Note A – Significant Accounting Policies

Business: AutoZone, Inc. and its wholly owned subsidiaries (“AutoZone” or the “Company”) are principally a retailer and distributor of automotive parts and accessories. At the end of fiscal 2015, the Company operated 5,141 AutoZone stores in the United States (“U.S.”), including Puerto Rico; 441 stores in Mexico; seven stores in Brazil and 20 IMC branches. Each AutoZone 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 2015, 4,141 of the domestic AutoZone stores and select stores in Mexico and Brazil 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. IMC branches carry an extensive line of original equipment quality import replacement parts. The Company also sells the ALLDATA brand automotive diagnostic and repair software through www.alldata.com and www.alldatadiy.com. Additionally, the Company sells automotive hard parts, maintenance items, accessories, and non-automotive products through www.autozone.com, and accessories and performance parts through www.autoanything.com, and its commercial customers can make purchases through www.autozonepro.com and www.imcparts.net. 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 2015 and fiscal 2014 represented 52 weeks, and fiscal 2013 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.

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 5 days. Credit and debit card receivables included within cash and cash equivalents were \$45.1 million at August 29, 2015 and \$43.9 million at August 30, 2014.

Cash balances are held in various locations around the world. As of August 29, 2015, and August 30, 2014, cash and cash equivalents of \$64.9 million and \$19.3 million, respectively, were held outside of the U.S. and were generally utilized to support liquidity needs in foreign operations. The Company intends to continue to permanently reinvest the cash held outside of the U.S. in its foreign operations.

Accounts Receivable: Accounts receivable consists of receivables from commercial customers and vendors, and are presented net of an allowance for uncollectible accounts. AutoZone routinely grants credit to certain of its commercial customers. 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 a large number of customers, as well as the low dollar value per transaction for most of its sales. Allowances for potential credit losses are determined based on historical experience and current evaluation of the composition of accounts receivable. Historically, credit losses have been within management’s expectations and the allowances for uncollectible accounts were \$5.9 million at August 29, 2015, and \$2.9 million at August 30, 2014.

Merchandise Inventories: Inventories are stated at the lower of cost or market using the last-in, first-out method for domestic inventories and the first-in, first out (“FIFO”) method for Mexico and Brazil inventories. Included in inventory are related purchasing, storage and handling costs. Due to price deflation on the Company’s merchandise purchases, the Company’s domestic inventory balances are effectively maintained under the FIFO method. The Company’s policy is not to write up inventory in excess of replacement cost. The cumulative balance of this unrecorded adjustment, which will be reduced upon experiencing price inflation on our merchandise purchases, was \$332.6 million at August 29, 2015, and \$307.2 million at August 30, 2014.

Marketable 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 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. A discussion of marketable securities is included in "Note E – Fair Value Measurements" and "Note F – Marketable Securities."

Property and Equipment: Property and equipment is stated at cost. 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, 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 capital lease.

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. There were no material impairment losses recorded in the three years ended August 29, 2015.

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 performs its annual impairment assessment in the fourth quarter of each fiscal year, unless circumstances dictate more frequent assessments. Refer to "Note N – Goodwill and Intangibles" for additional disclosures regarding the Company's goodwill and impairment assessment.

Intangible Assets: Intangible assets consist of assets from the acquisitions of IMC and AutoAnything and assets purchased relating to ALLDATA operations, and include technology, non-compete agreements, customer relationships and trade names. Amortizing intangible assets are amortized over periods ranging from 3 to 10 years. Trade names are non-amortizing intangibles as their lives are indefinite. These assets are reviewed at least annually for impairment by comparing the carrying amount to fair value. The Company performs its annual impairment assessment in the fourth quarter of each fiscal year, unless circumstances dictate more frequent assessments. Refer to "Note N – Goodwill and Intangibles" for additional disclosures regarding the Company's intangible assets and impairment assessment.

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 British operations using the Mexican peso, Brazilian real, Canadian dollar, euro, Chinese Yuan Renminbi and British pound as the functional currencies, respectively, 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 and approximated \$171.5 million at August 29, 2015, and \$57.8 million at August 30, 2014.

Self-Insurance Reserves: The Company retains a significant portion of the risks associated with workers' compensation, employee health, general, products liability, property and vehicle insurance. Through various methods, which include analyses of historical trends and utilization of actuaries, the Company estimates the costs of these risks. The costs are accrued based upon the aggregate of the liability for reported claims and an estimated liability for claims incurred but not reported. Estimates are based on calculations that consider historical lag and claim development factors. The long-term portions of these liabilities are recorded at the Company's estimate of their net present value.

Deferred Rent: The Company recognizes rent expense on a straight-line basis over the course of the lease term, which includes any reasonably assured renewal periods, beginning on the date the Company takes physical possession of the property (see "Note O – Leases"). Differences between this calculated expense and cash payments are recorded as a liability within the Accrued expenses and other and Other long-term liabilities captions in the accompanying Consolidated Balance Sheets, based on the terms of the lease. Deferred rent approximated \$113.7 million as of August 29, 2015, and \$104.6 million as of August 30, 2014.

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. A discussion of the carrying values and fair values of the Company's debt is included in "Note I – Financing," marketable securities is included in "Note F – Marketable Securities," and derivatives is included in "Note H – Derivative Financial Instruments."

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. It is inherently difficult and subjective to estimate such amounts, as the Company must determine the probability of various possible outcomes. 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 that 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 recognizes sales at the time the sale is made and the product is delivered to the customer. Revenue from sales are presented net of allowances for estimated sales returns, which are based on historical return rates.

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.

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 \$98.0 million in fiscal 2015, \$84.7 million in fiscal 2014, and \$83.7 million in fiscal 2013. Vendor promotional funds, which reduced advertising expense, amounted to \$22.0 million in fiscal 2015, \$28.4 million in fiscal 2014, and \$24.4 million in fiscal 2013.

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 benefit costs, warehouse occupancy costs, transportation costs and depreciation; and
- Inventory shrinkage

Operating, Selling, General and Administrative Expenses

- Payroll and benefit costs for store and store support employees;
- Occupancy costs of store and store support facilities;
- Depreciation and amortization related to retail and store support assets;
- Transportation costs associated with commercial and hub deliveries;

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- Advertising;
- Self insurance costs; 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 that are 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 1,640 stock options excluded from the diluted earnings per share calculation because they would have been anti-dilutive as of August 29, 2015. There were 1,000 stock options excluded for the year ended August 30, 2014, and 8,600 options excluded for the year ended August 31, 2013.

Share-Based Payments: Share-based payments include stock option grants and certain other transactions under the Company's stock plans. The Company recognizes compensation expense for its share-based payments over the requisite service period based on the fair value of the awards. See "Note B – Share-Based Payments" for further discussion.

Risk and Uncertainties: In fiscal 2015, one class of similar products accounted for approximately 11 percent of the Company's total revenues, and one vendor supplied approximately 11 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 April 2015, the Financial Accounting Standards Board ("FASB") issued Accounting Standards Update ("ASU") 2015-03, Interest – Imputation of Interest (Subtopic 835-30): Simplifying the Presentation of Debt Issuance Costs. ASU 2015-03 requires debt issuance costs to be presented in the balance sheet as a reduction of the related debt liability rather than an asset. The update requires retrospective application and represents a change in accounting principle. The company early-adopted ASU 2015-03 as of the end of its fiscal 2015, and applied its provisions retrospectively. The adoption of ASU 2015-03 resulted in the reclassification of \$22.7 million and \$20.7 million of unamortized debt issuance costs related to the company's Senior Notes from Other long-term assets to a reduction in Long-term debt within its consolidated balance sheets as of August 29, 2015 and August 30, 2014, respectively. Other than this reclassification, the adoption of ASU 2015-03 did not have an impact on the Company's consolidated financial statements. See "Note I – Financing" for further discussion.

Recently Issued Accounting Pronouncements:

In August 2014, the FASB issued ASU 2014-15, Presentation of Financial Statements – Going Concern. ASU 2014-15 will require management to assess an entity's ability to continue as a going concern for each annual and interim reporting period and to provide related footnote disclosure in circumstances in which substantial doubt exists. The Company does not expect the provision of ASU 2014-15 to have a material impact on its consolidated

financial statements as the application of this guidance affects disclosure only. This update will be effective for the Company beginning with its annual period ending August 26, 2017.

In January 2015, the FASB issued ASU 2015-01, Income Statement – Extraordinary and Unusual Items. ASU 2015-01 eliminates from GAAP the concept of extraordinary items. ASU 2015-01 eliminates the separate presentation of extraordinary items but does not change the requirement to disclose material items that are unusual or infrequent in nature. Eliminating the concept of extraordinary items will allow the entity to no longer have to assess whether a particular event or transaction is both unusual in nature and infrequent in occurrence. The Company does not expect the provision of ASU 2015-01 to have a material impact on its consolidated financial statements. This update will be effective for the Company beginning with its annual period ending August 26, 2017.

In April 2015, the FASB issued ASU 2015-04, Compensation – Retirement Benefits (Topic 715): Practical Expedient for the Measurement Date of an Employer’s Defined Benefit Obligation and Plan Assets. ASU 2015-04 allows companies a choice to measure defined benefit plan assets and obligations using the month-end that is closest to the entity’s fiscal year-end and apply that practical expedient consistently from year-to-year. The practical expedient should be applied consistently to all plans if an entity has more than one plan. The Company does not expect the provision of ASU 2015-04 to have a material impact on its consolidated financial statements. This update will be effective for the Company beginning with its fiscal 2017 first quarter.

In April 2015, the FASB issued ASU 2015-05, Intangibles – Goodwill and Other – Internal-Use Software (Subtopic 350-40): Customer’s Accounting for Fees Paid in a Cloud Computing Arrangement. ASU 2015-05 clarifies the accounting treatment for fees paid by a customer in cloud computing arrangements. Under the revised guidance, if a cloud computing arrangement includes a software license, then the customer should account for the software license element of the arrangement consistent with the acquisition of other software licenses. If the cloud computing arrangement does not include a software license, the customer should account for the arrangement as a service contract. The revised guidance will not change a customer’s accounting for service contracts. Upon adoption, a reporting entity can elect to apply the new guidance prospectively after the effective date, or retrospectively. The Company does not expect the provision of ASU 2015-05 to have a material impact on its consolidated financial statements. This update will be effective for the Company beginning with its fiscal 2017 first quarter.

Note B – Share-Based Payments

Total share-based compensation expense (a component of Operating, selling, general and administrative expenses) was \$41.0 million for fiscal 2015, \$39.4 million for fiscal 2014, and \$37.3 million for fiscal 2013. As of August 29, 2015, share-based compensation expense for unvested awards not yet recognized in earnings is \$26.6 million and will be recognized over a weighted average period of 1.9 years. Tax deductions in excess of recognized compensation cost are classified as a financing cash inflow.

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. Under the 2011 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 share awards and other incentive awards structured by the Board and the Compensation Committee of the Board. 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”) and the 2003 Director Stock Option Plan (the “2003 Option Plan”).

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

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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.

In addition to the 2011 Plan, on December 15, 2010, the Company adopted the 2011 Director Compensation Program (the “2011 Program”), which stated that non-employee directors would receive their compensation in awards of restricted stock units under the 2011 Plan. Under the 2011 Program, restricted stock units are granted the first day of each calendar quarter. The number of restricted stock units granted each quarter is determined by dividing one-fourth of 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 the date they are issued and are paid in shares of the Company’s common stock subsequent to the non-employee director ceasing to be a member of the Board.

The 2011 Program replaced the 2003 Comp Plan and the 2003 Option Plan. Under the 2003 Comp Plan, non-employee directors could receive no more than one-half of their director fees immediately in cash, and the remainder of the fees was required to be taken in common stock or stock appreciation rights. The director had the option to elect to receive up to 100% of the fees in stock or defer all or part of the fees in units with value equivalent to the value of shares of common stock as of the grant date. At August 29, 2015, the Company has \$13.1 million accrued related to 17,990 outstanding units issued under the 2003 Comp Plan and prior plans, and there was \$9.7 million accrued related to 17,990 outstanding units issued as of August 30, 2014. No additional shares of stock or units will be issued in future years under the 2003 Comp Plan.

Under the 2003 Option Plan, each non-employee director received an option grant on January 1 of each year, and each new non-employee director received an option to purchase 3,000 shares upon election to the Board, plus a portion of the annual directors’ option grant prorated for the portion of the year actually served. These stock option grants were made at the fair market value as of the grant date and generally vested three years from the grant date. There were 32,000 and 46,000 outstanding options under the 2003 Option Plan as of August 29, 2015 and August 30, 2014, respectively. No additional shares of stock will be issued in future years under the 2003 Option Plan.

During the second quarter of fiscal 2014, the Company adopted the 2014 Director Compensation Program (the “Program”), which states that non-employee directors will receive their compensation in awards of restricted stock units under the 2011 Equity Incentive Award 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 replaces the 2011 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 earlier to occur of 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”). 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 the remaining calendar quarters.

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 application of this valuation model involves assumptions that are judgmental and highly sensitive in the determination of compensation expense. 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 29, 2015	August 30, 2014	August 31, 2013
Expected price volatility	20%	23%	29%
Risk-free interest rates	1.4%	1.0%	0.5%
Weighted average expected lives (<i>in years</i>).....	5.1	5.2	5.2
Forfeiture rate.....	9%	9%	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 \$106.27 during fiscal 2015, \$96.97 during fiscal 2014, and \$98.58 during fiscal 2013. The intrinsic value of options exercised was \$154.8 million in fiscal 2015, \$70.6 million in fiscal 2014, and \$194.6 million in fiscal 2013. The total fair value of options vested was \$30.6 million in fiscal 2015, \$27.7 million in fiscal 2014, and \$26.6 million in fiscal 2013.

The Company generally issues new shares when options are exercised. The following table summarizes information about stock option activity for the year ended August 29, 2015:

	Number of Shares	Weighted Average Exercise Price	Weighted- Average Remaining Contractual Term (in years)	Aggregate Intrinsic Value (in thousands)
Outstanding – August 30, 2014.....	1,838,888	\$ 269.32		
Granted	329,700	508.84		
Exercised	(364,465)	186.17		
Cancelled	<u>(34,694)</u>	431.59		
Outstanding – August 29, 2015.....	<u>1,769,429</u>	327.90	6.32	\$ 705,102
Exercisable.....	<u>981,591</u>	238.21	4.88	479,195
Expected to vest	<u>716,933</u>	439.65	8.11	205,575
Available for future grants	<u>1,479,663</u>			

The Company recognized \$2.1 million in expense related to the discount on the selling of shares to employees and executives under various share purchase plans in fiscal 2015, \$1.7 million in fiscal 2014 and \$1.5 million in fiscal 2013. The Sixth Amended and Restated AutoZone, Inc. Employee Stock Purchase Plan (the “Employee Plan”), which is qualified under Section 423 of the Internal Revenue Code, permits all eligible employees to purchase

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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, 14,222 shares were sold to employees in fiscal 2015, 15,355 shares were sold to employees in fiscal 2014, and 18,228 shares were sold to employees in fiscal 2013. The Company repurchased 15,594 shares at market value in fiscal 2015, 16,013 shares at market value in fiscal 2014, and 22,915 shares at market value in fiscal 2013 from employees electing to sell their stock. 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 29, 2015, 205,167 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 Fifth 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 under the Executive Plan were 2,229 shares in fiscal 2015, 3,028 shares in fiscal 2014, and 3,454 shares in fiscal 2013. At August 29, 2015, 243,696 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:

<i>(in thousands)</i>	August 29, 2015	August 30, 2014
Accrued compensation, related payroll taxes and benefits	\$ 177,218	\$ 159,315
Property, sales, and other taxes	86,824	77,332
Medical and casualty insurance claims (current portion).....	79,485	74,010
Capital lease obligations	40,528	36,505
Accrued interest	35,828	32,923
Accrued gift cards	22,358	30,842
Accrued sales and warranty returns	17,223	17,322
Other	<u>72,097</u>	<u>53,645</u>
	<u>\$ 531,561</u>	<u>\$ 481,894</u>

The Company retains a significant portion of the insurance risks associated with workers’ compensation, employee health, general, products 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 limits are per claim and are \$1.5 million for workers’ compensation, property, and vehicles, \$0.7 million for employee health, and \$1.0 million for general and products liability.

Note D – Income Taxes

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

<i>(in thousands)</i>	Year Ended		
	August 29, 2015	August 30, 2014	August 31, 2013
Domestic	\$ 1,676,640	\$ 1,550,203	\$ 1,486,386
International	<u>125,972</u>	<u>112,511</u>	<u>101,297</u>
	<u>\$ 1,802,612</u>	<u>\$ 1,662,714</u>	<u>\$ 1,587,683</u>

The provision for income tax expense consisted of the following:

<i>(in thousands)</i>	Year Ended		
	August 29, 2015	August 30, 2014	August 31, 2013
Current:			
Federal	\$ 522,073	\$ 516,983	\$ 466,803
State	41,921	54,481	46,494
International.....	<u>42,406</u>	<u>36,204</u>	<u>38,202</u>
	606,400	607,668	551,499
Deferred:			
Federal	38,299	(762)	16,816
State	941	(7,752)	3,139
International.....	<u>(3,269)</u>	<u>(6,184)</u>	<u>(251)</u>
	<u>35,971</u>	<u>(14,698)</u>	<u>19,704</u>
Income tax expense.....	<u>\$ 642,371</u>	<u>\$ 592,970</u>	<u>\$ 571,203</u>

A reconciliation of the provision for income taxes to the amount computed by applying the federal statutory tax rate of 35% to income before income taxes is as follows:

<i>(in thousands)</i>	Year Ended		
	August 29, 2015	August 30, 2014	August 31, 2013
Federal tax at statutory U.S. income tax rate	35.0%	35.0%	35.0%
State income taxes, net.....	1.5%	1.8%	2.0%
Other	<u>(0.9%)</u>	<u>(1.1%)</u>	<u>(1.0%)</u>
Effective tax rate	<u>35.6%</u>	<u>35.7%</u>	<u>36.0%</u>

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

<i>(in thousands)</i>	August 29, 2015	August 30, 2014
Deferred tax assets:		
Net operating loss and credit carryforwards	\$ 49,088	\$ 40,507
Accrued benefits	85,266	79,932
Pension	21,104	21,493
Other	<u>56,125</u>	<u>59,432</u>
Total deferred tax assets.....	211,583	201,364
Less: Valuation allowances.....	<u>(8,833)</u>	<u>(10,604)</u>
	202,750	190,760
Deferred tax liabilities:		
Property and equipment.....	(68,920)	(59,016)
Inventory	(294,242)	(273,005)
Prepaid Expenses.....	(27,134)	(15,694)
Other	<u>(25,270)</u>	<u>(21,091)</u>
Total deferred tax liabilities	<u>(415,566)</u>	<u>(368,806)</u>
Net deferred tax liability	<u>\$ (212,816)</u>	<u>\$ (178,046)</u>

Deferred taxes are not provided for temporary differences of \$431.9 million at August 29, 2015, and \$345.0 million at August 30, 2014, representing earnings of non-U.S. subsidiaries that are intended to be permanently reinvested. Computation of the potential deferred tax liability associated with these undistributed earnings is approximately \$12 million and \$9 million at August 29, 2015 and August 30, 2014, respectively.

At August 29, 2015 and August 30, 2014, the Company had deferred tax assets of \$19.5 million and \$11.2 million, respectively, from net operating loss (“NOL”) carryforwards available to reduce future taxable income totaling approximately \$113.6 million and \$87.6 million, respectively. Certain NOLs have no expiration date and others will expire, if not utilized, in various years from fiscal 2016 through 2034. At August 29, 2015 and August 30, 2014, the Company had deferred tax assets for income tax credit carryforwards of \$29.6 million and \$29.3 million, respectively. Certain income tax credit carryforwards have no expiration and others will expire, if not utilized, in various years from fiscal 2022 through 2026.

At August 29, 2015 and August 30, 2014, the Company had a valuation allowance of \$8.8 million and \$10.6 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:

<i>(in thousands)</i>	August 29, 2015	August 30, 2014
Beginning balance.....	\$ 33,128	\$ 30,643
Additions based on tax positions related to the current year	5,707	7,857
Additions for tax positions of prior years	625	2,114
Reductions for tax positions of prior years.....	(1,268)	(1,355)
Reductions due to settlements	(5,312)	(2,074)
Reductions due to statute of limitations.....	<u>(4,446)</u>	<u>(4,057)</u>
Ending balance.....	<u>\$ 28,434</u>	<u>\$ 33,128</u>

Included in the August 29, 2015 and the August 30, 2014 balances are \$16.8 million and \$19.1 million, respectively, of unrecognized tax benefits that, if recognized, would reduce the Company's effective tax rate.

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 \$2.9 million and \$4.3 million accrued for the payment of interest and penalties associated with unrecognized tax benefits at August 29, 2015 and August 30, 2014, respectively.

The Company files U.S. federal, U.S. state and local, and international income tax returns. The U.S. Internal Revenue Service has completed exams on U.S. federal income tax returns for years 2011 and prior. With few exceptions, the Company is no longer subject to state and local or Non-U.S. examinations by tax authorities for fiscal year 2010 and prior. The Company is typically engaged in various tax examinations at any given time by U.S. federal, state and local, and international taxing jurisdictions. As of August 29, 2015, the Company estimates that the amount of unrecognized tax benefits could be reduced by approximately \$1.6 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 has adopted ASC Topic 820, *Fair Value Measurement*, which defines fair value, establishes a framework for measuring fair value in generally accepted accounting principles (“GAAP”) and expands disclosure requirements about fair value measurements. This standard defines fair value as the price received to transfer an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. ASC Topic 820 establishes a framework for measuring fair value by creating a hierarchy of valuation inputs used to measure fair value, and although it does not require additional fair value measurements, it applies to other accounting pronouncements that require or permit fair value measurements.

The hierarchy prioritizes the inputs into three broad levels:

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

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

Level 3 inputs — unobservable inputs for the asset or liability.

Financial Assets & Liabilities Measured at Fair Value on a Recurring Basis

The Company’s assets and liabilities measured at fair value on a recurring basis were as follows:

<i>(in thousands)</i>	August 29, 2015			
	Level 1	Level 2	Level 3	Fair Value
Other current assets.....	\$ 8,790	\$ –	\$ –	\$ 8,790
Other long-term assets	<u>63,342</u>	<u>16,295</u>	<u>–</u>	<u>79,637</u>
	<u>\$ 72,132</u>	<u>\$ 16,295</u>	<u>\$ –</u>	<u>\$ 88,427</u>
	August 30, 2014			
<i>(in thousands)</i>	Level 1	Level 2	Level 3	Fair Value
Other current assets.....	\$ 9,801	\$ 599	\$ –	\$ 10,400
Other long-term assets	<u>53,133</u>	<u>21,722</u>	<u>–</u>	<u>74,855</u>
	<u>\$ 62,934</u>	<u>\$ 22,321</u>	<u>\$ –</u>	<u>\$ 85,255</u>

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At August 29, 2015, the fair value measurement amounts for assets and liabilities recorded in the accompanying Consolidated Balance Sheet consisted of short-term marketable securities of \$8.8 million, which are included within Other current assets and long-term marketable securities of \$79.6 million, which are included in Other long-term assets. The Company's marketable 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 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 value of the Company's pension plan assets are disclosed in "Note L – Pension and Savings Plans."

Non-Financial Assets Measured at Fair Value on a Non-Recurring Basis

Non-financial assets are required to be measured at fair value on a non-recurring basis in certain circumstances, including the event of impairment. The assets could include assets acquired in an acquisition as well as property, plant and equipment that are determined to be impaired. During fiscal 2015 and fiscal 2014, the Company did not have any significant non-financial assets measured at fair value on a non-recurring basis in periods 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. The fair value of the Company's debt is disclosed in "Note I – Financing."

Note F – Marketable Securities

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

<i>(in thousands)</i>	August 29, 2015			
	Amortized Cost Basis	Gross Unrealized Gains	Gross Unrealized Losses	Fair Value
Corporate securities	\$ 34,859	\$ 51	\$ (40)	\$ 34,870
Government bonds	33,098	31	(7)	33,122
Mortgage-backed securities	9,287	17	(99)	9,205
Asset-backed securities and other	<u>11,223</u>	<u>9</u>	<u>(2)</u>	<u>11,230</u>
	<u>\$ 88,467</u>	<u>\$ 108</u>	<u>\$ (148)</u>	<u>\$ 88,427</u>
	August 30, 2014			
<i>(in thousands)</i>	Amortized Cost Basis	Gross Unrealized Gains	Gross Unrealized Losses	Fair Value
Corporate securities	\$ 37,265	\$ 137	\$ (15)	\$ 37,387
Government bonds	16,822	16	(1)	16,837
Mortgage-backed securities	8,791	22	(77)	8,736
Asset-backed securities and other	<u>22,260</u>	<u>35</u>	<u>–</u>	<u>22,295</u>
	<u>\$ 85,138</u>	<u>\$ 210</u>	<u>\$ (93)</u>	<u>\$ 85,255</u>

The debt securities held at August 29, 2015, had effective maturities ranging from less than one year to approximately 3 years. The Company did not realize any material gains or losses on its sale of marketable securities during fiscal 2015, fiscal 2014, or fiscal 2013.

The Company holds 70 securities that are in an unrealized loss position of approximately \$148 thousand at August 29, 2015. The Company has the intent and ability to hold these investments until recovery of fair value or

maturity, and does not deem the investments to be impaired on an other than temporary basis. In evaluating whether the securities are deemed to be impaired on an other than temporary basis, the Company considers factors such as the duration and severity of the loss position, the credit worthiness of the investee, the term to maturity and its intent and ability to hold the investments until maturity or until recovery of fair value.

Included above in total marketable securities are \$45.6 million and \$28.2 million of marketable 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 29, 2015 and August 30, 2014, respectively.

Note G – Accumulated Other Comprehensive Loss

Accumulated other comprehensive loss includes certain adjustments to pension liabilities, 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 securities. Changes in Accumulated other comprehensive loss, consisted of the following:

<i>(in thousands)</i>	Pension Liability	Foreign Currency ⁽³⁾	Net Unrealized Gain on Securities	Derivatives	Total
Balance at August 31, 2013	\$ (50,861)	\$ (62,483)	\$ (25)	\$ (7,419)	\$ (120,788)
Other comprehensive income (loss) before reclassifications	(17,155)	4,647	157	–	(12,351)
Amounts reclassified from Accumulated other comprehensive loss ⁽¹⁾	<u>4,196⁽²⁾</u>	<u>–</u>	<u>(56)⁽⁴⁾</u>	<u>96⁽⁵⁾</u>	<u>4,236</u>
Balance at August 30, 2014	(63,820)	(57,836)	76	(7,323)	(128,903)
Other comprehensive (loss) income before reclassifications	(12,345)	(113,652)	(80)	–	(126,077)
Amounts reclassified from Accumulated other comprehensive loss ⁽¹⁾	<u>5,370⁽²⁾</u>	<u>–</u>	<u>(22)⁽⁴⁾</u>	<u>114⁽⁵⁾</u>	<u>5,462</u>
Balance at August 29, 2015	<u>\$ (70,795)</u>	<u>\$ (171,488)</u>	<u>\$ (26)</u>	<u>\$ (7,209)</u>	<u>\$ (249,518)</u>

(1) Amounts in parentheses indicate debits to Accumulated other comprehensive loss.

(2) Represents amortization of pension liability adjustments, net of taxes of \$3,571 in fiscal 2015 and \$2,683 in fiscal 2014, which is recorded in Operating, selling, general and administrative expenses on the Consolidated Statements of Income. See "Note L – Pension and Savings Plans" for further discussion.

(3) Foreign currency is not shown net of additional U.S. tax as earnings of non-U.S. subsidiaries are intended to be permanently reinvested.

(4) Represents realized (losses) gains on marketable securities, net of taxes of \$12 in fiscal 2015 and \$30 in fiscal 2014, which is recorded in Operating, selling, general, and administrative expenses on the Consolidated Statements of Income. See "Note F – Marketable Securities" for further discussion.

(5) Represents gains and losses on derivatives, net of taxes of \$68 in fiscal 2015 and \$87 in fiscal 2014, which is recorded in Interest expense, net, on the Consolidated Statements of Income. See "Note E – Derivative Financial Instruments" for further discussion.

The 2015 pension actuarial loss of \$12.3 million and the 2014 pension actuarial loss of \$17.2 million include amounts not yet reflected in periodic pension costs primarily driven by changes in the discount rate.

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,

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Derivatives and Hedging, the effective portion of a financial instrument's change in fair value is recorded in Accumulated other comprehensive loss for derivatives that qualify as cash flow hedges and any ineffective portion of an instrument's change in fair value is recognized in earnings.

At August 29, 2015, the Company had \$11.4 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 the fiscal year ended August 29, 2015, the Company reclassified \$182 thousand of net losses from Accumulated other comprehensive loss to Interest expense. In the fiscal year ended August 30, 2014, the Company reclassified \$182 thousand of net losses from Accumulated other comprehensive loss to Interest expense. The Company expects to reclassify \$1.7 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:

<i>(in thousands)</i>	August 29, 2015	August 30, 2014
5.750% Senior Notes due January 2015, effective interest rate of 5.89%	\$ –	\$ 500,000
5.500% Senior Notes due November 2015, effective interest rate of 4.86%	300,000	300,000
6.950% Senior Notes due June 2016, effective interest rate of 7.09%	200,000	200,000
1.300% Senior Notes due January 2017, effective interest rate of 1.43%	400,000	400,000
7.125% Senior Notes due August 2018, effective interest rate of 7.28%	250,000	250,000
4.000% Senior Notes due November 2020, effective interest rate of 4.43%	500,000	500,000
2.500% Senior Notes due April 2021, effective interest rate of 3.85%	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
3.250% Senior Notes due April 2025, effective interest rate 3.36%	400,000	–
Commercial paper, weighted average interest rate of 0.45% and 0.27% at August 29, 2015 and August 30, 2014, respectively	<u>1,047,600</u>	<u>893,800</u>
Total debt.....	4,647,600	4,343,800
Less: Short-term borrowings	–	180,910
Long-term debt before discounts and debt issuance costs	4,647,600	4,162,890
Less: Discounts and debt issuance costs.....	<u>22,724</u>	<u>20,694</u>
Long-term debt.....	<u>\$ 4,624,876</u>	<u>\$ 4,142,196</u>

As of August 29, 2015, \$1.048 billion of commercial paper borrowings, the \$300 million 5.500% Senior Notes due November 2015, and the \$200 million 6.950% Senior Notes due June 2016 are classified as long-term in the accompanying Consolidated Balance Sheets as the Company has the ability and intent to refinance on a long-term basis through available capacity in its revolving credit facilities. As of August 29, 2015, the Company had \$1.711 billion of availability under its \$1.750 billion revolving credit facilities, which would allow it to replace these short-term obligations with long-term financing facilities.

On December 19, 2014, the Company amended and restated its existing revolving credit facility (the "Multi-Year Credit Agreement") by increasing the amount of capital leases allowable to \$225 million, extending the expiration date by two years, and renegotiations of other terms and conditions. This credit facility is available to primarily support commercial paper borrowings, letters of credit and other short-term unsecured bank loans. The capacity of the credit facility is \$1.25 billion and may be increased to \$1.5 billion prior to the maturity date at the Company's election and subject to bank credit capacity and approval, may include up to \$200 million in letters of credit and may include up to \$225 million in capital leases each fiscal year. Under the revolving credit facility, the Company may borrow funds consisting of Eurodollar loans or base rate loans. Interest accrues on Eurodollar loans at a defined Eurodollar rate, defined as LIBOR plus the applicable percentage, as defined in the revolving credit facility, depending upon the Company's senior, unsecured, (non-credit enhanced) long-term debt rating. Interest

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accrues on base rate loans as defined in the credit facility. The Company also has the option to borrow funds under the terms of a swingline loan subfacility. The revolving credit facility expires in December 2019.

On December 19, 2014, the Company entered into a new revolving credit facility (the “364-Day Credit Agreement”). The credit facility is available to primarily support commercial paper borrowings and other short-term unsecured bank loans. The 364-Day Credit Agreement provides for loans in the principal amount of up to \$500 million. Under the credit facility, 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 margin, as defined in the revolving credit facility, depending upon the Company’s senior, unsecured, (non-credit enhanced) long-term debt rating. Interest accrues on base rate loans as defined in the credit facility. This credit facility expires on December 19, 2015, but the Company may request an extension of the termination date for 364 days no later than 45 days prior to December 19, 2015, subject to bank approval. In addition, the Company has the right to convert to a term-loan, at least 15 days prior to December 19, 2015, up to one year from the termination date, subject to a 1% penalty.

The revolving credit facility 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 29, 2015 was 5.3:1.

As of August 29, 2015, the Company had no outstanding borrowings under each of the revolving credit facilities and \$3.5 million of outstanding letters of credit under the Multi-Year Credit Agreement.

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 \$100 million. The letter of credit facility is in addition to the letters of credit that may be issued under the Multi-Year Credit Agreement. As of August 29, 2015, the Company has \$82.0 million in letters of credit outstanding under the letter of credit facility, which expires in June 2016.

In addition to the outstanding letters of credit issued under the committed facilities discussed above, the Company had \$21.2 million in letters of credit outstanding as of August 29, 2015. These letters of credit have various maturity dates and were issued on an uncommitted basis.

On April 29, 2015, the Company issued \$400 million in 3.250% Notes due April 2025 and \$250 million in 2.500% Notes due April 2021 under its shelf registration statement filed with the SEC on April 15, 2015 (the “New Shelf Registration”). The New Shelf Registration 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 location openings, stock repurchases and acquisitions. Proceeds from the debt issuances were used to repay a portion of the outstanding commercial paper borrowings, which were used to repay the \$500 million in 5.750% Senior Notes due in January 2015, and for general corporate purposes.

On January 14, 2014, the Company issued \$400 million in 1.300% Senior Notes due January 2017 under its shelf registration statement filed with the SEC on April 17, 2012 (the “Shelf Registration”). Proceeds from the debt issuance on January 14, 2014, were used to repay a portion of the \$500 million in 6.500% Senior Notes due January 2014. The Company used commercial paper borrowings to repay the remainder of the 6.500% Senior Notes.

On April 29, 2013, the Company issued \$500 million in 3.125% Senior Notes due July 2023 under its Shelf Registration. Proceeds from the debt issuance on April 29, 2013, were used to repay a portion of the outstanding commercial paper borrowings, which were used to repay the \$200 million in 4.375% Senior Notes due June 2013, and for general corporate purposes.

On November 13, 2012, the Company issued \$300 million in 2.875% Senior Notes due January 2023 under its Shelf Registration. Proceeds from the debt issuance on November 13, 2012, were used to repay a portion of the

outstanding commercial paper borrowings, which were used to repay the \$300 million in 5.875% Senior Notes due in October 2012, and for general corporate purposes.

The 5.750% Senior Notes issued in July 2009 and 7.125% Senior Notes issued during August 2008 (collectively, the “Notes”) are subject to an interest rate adjustment if the debt ratings assigned to the Notes are downgraded. Further, all senior notes issued since August 2008 contain a provision that repayment of the notes may be accelerated if we experience a change in control (as defined in the agreements). Our borrowings under our other senior notes contain minimal covenants, primarily restrictions on liens. Under our other borrowing arrangements, covenants include limitations on total indebtedness, restrictions on liens, a minimum fixed charge coverage ratio and a change of control provision that may require acceleration of the repayment obligations under certain circumstances. All of the repayment obligations under our borrowing arrangements may be accelerated and come due prior to the scheduled payment date if covenants are breached or an event of default occurs.

As of August 29, 2015, the Company was in compliance with all covenants related to its borrowing arrangements. All of the Company’s debt is unsecured. Scheduled maturities of debt are as follows:

<i>(in thousands)</i>	Scheduled Maturities
2016	\$ 1,547,600
2017	400,000
2018	250,000
2019	—
2020	—
Thereafter	<u>2,450,000</u>
Subtotal.....	4,647,600
Discount and debt issuance costs.....	<u>22,724</u>
Total Debt	<u>\$ 4,624,876</u>

The fair value of the Company’s debt was estimated at \$4.696 billion as of August 29, 2015, and \$4.480 billion as of August 30, 2014, 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 \$70.7 million at August 29, 2015 and \$157.3 million at August 30, 2014, which reflect their face amount, adjusted for any unamortized debt issuance costs and discounts.

Note J – Interest Expense

Net interest expense consisted of the following:

<i>(in thousands)</i>	Year Ended		
	<u>August 29, 2015</u>	<u>August 30, 2014</u>	<u>August 31, 2013</u>
Interest expense.....	\$ 153,007	\$ 170,400	\$ 188,324
Interest income.....	(1,605)	(1,850)	(1,606)
Capitalized interest.....	<u>(963)</u>	<u>(1,041)</u>	<u>(1,303)</u>
	<u>\$ 150,439</u>	<u>\$ 167,509</u>	<u>\$ 185,415</u>

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 Board. The program was last amended on March 24, 2015 to increase the repurchase authorization to \$15.65 billion from \$14.9 billion. From January 1998 to August 29, 2015, the Company has repurchased a total of 138.9 million shares at an aggregate cost of \$15.302 billion.

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

<i>(in thousands)</i>	Year Ended		
	August 29, 2015	August 30, 2014	August 31, 2013
Amount	\$ 1,271,416	\$ 1,099,212	\$ 1,387,315
Shares	2,010	2,232	3,511

During fiscal year 2015, the Company retired 2.1 million shares of treasury stock which had previously been repurchased under the Company's share repurchase program. The retirement increased Retained deficit by \$1.050 billion and decreased Additional paid-in capital by \$57.4 million. During the comparable prior year period, the Company retired 3.2 million shares of treasury stock, which increased Retained deficit by \$1.220 billion and decreased Additional paid-in capital by \$74.0 million.

On October 7, 2015, the Board voted to increase the authorization by \$750 million to raise the cumulative share repurchase authorization from \$15.65 billion to \$16.4 billion. Subsequent to August 29, 2015, the Company has repurchased 356,993 shares of common stock at an aggregate cost of \$259.9 million. Considering the cumulative repurchases and the increase in authorization subsequent to August 29, 2015, the Company has \$837.9 million remaining under the Board's authorization to repurchase its common stock.

Note L – Pension and Savings Plans

Prior to January 1, 2003, substantially all full-time employees were covered by a defined benefit pension plan. The benefits under the plan were based on years of service and the employee's highest consecutive five-year average compensation. On January 1, 2003, the plan was frozen. Accordingly, pension plan participants will earn no new benefits under the plan formula and no new participants will join the pension plan.

On January 1, 2003, the Company's supplemental defined benefit pension plan for certain highly compensated employees was also frozen. Accordingly, plan participants will earn no new benefits under the plan formula and no new participants will join the pension plan.

The Company has recognized the unfunded status of the defined pension plans in its Consolidated Balance Sheets, which represents the difference between the fair value of pension plan assets and the projected benefit obligations of its defined benefit pension plans. The net unrecognized actuarial losses and unrecognized prior service costs are recorded in Accumulated other comprehensive loss. These amounts will be subsequently recognized as net periodic pension expense pursuant to the Company's historical accounting policy for amortizing such amounts. Further, actuarial gains and losses that arise in subsequent periods and are not recognized as net periodic pension expense in the same periods will be recognized as a component of other comprehensive income. Those amounts will be subsequently recognized as a component of net periodic pension expense on the same basis as the amounts previously recognized in Accumulated other comprehensive loss.

The Company's investment strategy for pension plan assets is to utilize a diversified mix of domestic and international equity and fixed income portfolios to earn a long-term investment return that meets the Company's pension plan obligations. The pension plan assets are invested primarily in listed securities, and the pension plans hold only a minimal investment in AutoZone common stock that is entirely at the discretion of third-party pension fund investment managers. The Company's largest holding classes, fixed income bonds and U.S. equities, are invested with a fund manager that holds diversified portfolios. Accordingly, the Company does not have any significant concentrations of risk in particular securities, issuers, sectors, industries or geographic regions. Alternative investment strategies are in the process of being liquidated and constitute less than 1% of the pension plan assets. The Company's investment managers are prohibited from using derivatives for speculative purposes and are not permitted to use derivatives to leverage a portfolio.

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The following is a description of the valuation methodologies used for the Company's investments measured at fair value:

U.S., international, emerging, and high yield equities – These investments are commingled funds and are valued using the net asset values, which are determined by valuing investments at the closing price or last trade reported on the major market on which the individual securities are traded. These investments are subject to annual audits.

Alternative investments – This category represents a hedge fund of funds made up of various investments in limited partnerships, limited liability companies and corporations. The fair value of the hedge fund of funds is determined using valuations provided by third party administrators for each of the underlying funds.

Fixed income securities – The fair values of corporate, U.S. government securities and other fixed income securities are estimated by using bid evaluation pricing models or quoted prices of securities with similar characteristics.

Cash and cash equivalents – These investments include cash equivalents valued using exchange rates provided by an industry pricing vendor and commingled funds valued using the net asset value. These investments also include cash.

The fair values of investments by level and asset category and the weighted-average asset allocations of the Company's pension plans at the measurement date are presented in the following table:

August 29, 2015						
<i>(in thousands)</i>	Fair Value	Asset Allocation		Fair Value Hierarchy		
		Actual	Target	Level 1	Level 2	Level 3
U.S. equities	\$ 60,286	25.3%	25.8%	\$ –	\$ 60,286	\$ –
International equities	38,725	16.2	17.2	–	38,725	–
Emerging equities	16,393	6.9	8.5	–	16,393	–
High yield securities	19,310	8.1	8.5	–	19,310	–
Alternative investments	307	0.1	–	–	–	307
Fixed income securities	93,362	39.1	40.0	–	93,362	–
Cash and cash equivalents	<u>10,372</u>	<u>4.3</u>	<u>–</u>	<u>–</u>	<u>10,372</u>	<u>–</u>
	<u>\$238,755</u>	<u>100.0%</u>	<u>100.0%</u>	<u>\$ –</u>	<u>\$238,448</u>	<u>\$ 307</u>

August 30, 2014						
<i>(in thousands)</i>	Fair Value	Asset Allocation		Fair Value Hierarchy		
		Actual	Target	Level 1	Level 2	Level 3
U.S. equities	\$ 70,021	28.8%	25.8%	\$ –	\$ 70,021	\$ –
International equities	45,521	18.7	17.2	–	45,521	–
Emerging equities	24,187	9.9	8.5	–	24,187	–
High yield securities	22,647	9.3	8.5	–	22,647	–
Alternative investments	803	0.3	–	–	–	803
Fixed income securities	67,652	27.8	40.0	–	67,652	–
Cash and cash equivalents	<u>12,576</u>	<u>5.2</u>	<u>–</u>	<u>–</u>	<u>12,576</u>	<u>–</u>
	<u>\$243,407</u>	<u>100.0%</u>	<u>100.0%</u>	<u>\$ –</u>	<u>\$242,604</u>	<u>\$ 803</u>

The asset allocations in the charts above include \$11.5 million and \$12.6 million in cash contributions made prior to the balance sheet date of August 29, 2015, and August 30, 2014, respectively. Subsequent to August 29, 2015, and August 30, 2014, these cash contributions were allocated to the pension plan investments in accordance with the targeted asset allocation.

In August 2014, the Company's Investment Committee approved a revised asset allocation target for the investments held by the pension plan. Based on the revised asset allocation target, the expected long-term rate of

return on plan assets changed from 7.5% for the year ended August 30, 2014, to 7.0% for the year ending August 29, 2015.

The change in fair value of Level 3 assets that use significant unobservable inputs is presented in the following table:

<i>(in thousands)</i>	Level 3 Assets
Beginning balance – August 30, 2014	\$ 803
Actual return on plan assets:	
Assets held at August 29, 2015	(134)
Assets sold during the year	(74)
Sales and settlements	<u>(288)</u>
Ending balance – August 29, 2015	<u>\$ 307</u>

The following table sets forth the plans' funded status and amounts recognized in the Company's Consolidated Balance Sheets:

<i>(in thousands)</i>	August 29, 2015	August 30, 2014
Change in Projected Benefit Obligation:		
Projected benefit obligation at beginning of year	\$ 300,966	\$ 256,780
Interest cost	12,338	13,070
Actuarial (gains) losses	(1,056)	38,659
Benefits paid	<u>(16,125)</u>	<u>(7,543)</u>
Benefit obligations at end of year	<u>\$ 296,123</u>	<u>\$ 300,966</u>
Change in Plan Assets:		
Fair value of plan assets at beginning of year	\$ 243,407	\$ 208,120
Actual return on plan assets	(5,604)	25,920
Employer contributions	17,077	16,910
Benefits paid	<u>(16,125)</u>	<u>(7,543)</u>
Fair value of plan assets at end of year	<u>\$ 238,755</u>	<u>\$ 243,407</u>
Amount Recognized in the Statement of Financial Position:		
Current liabilities	\$ (253)	\$ (192)
Long-term liabilities	<u>(57,115)</u>	<u>(57,367)</u>
Net amount recognized	<u>\$ (57,368)</u>	<u>\$ (57,559)</u>
Amount Recognized in Accumulated Other Comprehensive Loss and not yet reflected in Net Periodic Benefit Cost:		
Net actuarial loss	<u>\$ (116,735)</u>	<u>\$ (104,847)</u>
Accumulated other comprehensive loss	<u>\$ (116,735)</u>	<u>\$ (104,847)</u>
Amount Recognized in Accumulated Other Comprehensive Loss and not yet reflected in Net Periodic Benefit Cost and expected to be amortized in next year's Net Periodic Benefit Cost:		
Net actuarial loss	<u>\$ (10,506)</u>	<u>\$ (8,941)</u>
Amount recognized	<u>\$ (10,506)</u>	<u>\$ (8,941)</u>

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Net periodic benefit expense consisted of the following:

<i>(in thousands)</i>	Year Ended		
	August 29, 2015	August 30, 2014	August 31, 2013
Interest cost	\$ 12,338	\$ 13,070	\$ 11,746
Expected return on plan assets	(16,281)	(15,386)	(13,617)
Recognized net actuarial losses	<u>8,941</u>	<u>6,879</u>	<u>14,721</u>
Net periodic benefit expense	<u>\$ 4,998</u>	<u>\$ 4,563</u>	<u>\$ 12,850</u>

The actuarial assumptions used in determining the projected benefit obligation include the following:

	Year Ended		
	August 29, 2015	August 30, 2014	August 31, 2013
Weighted average discount rate	4.50%	4.28%	5.19%
Expected long-term rate of return on plan assets	7.00%	7.50%	7.50%

As the plan benefits are frozen, increases in future compensation levels no longer impact the calculation and there is no service cost. The discount rate is determined as of the measurement date and is based on the calculated yield of a portfolio of high-grade corporate bonds with cash flows that generally match the Company's expected benefit payments in future years. The expected long-term rate of return on plan assets is based on the historical relationships between the investment classes and the capital markets, updated for current conditions.

The Company makes annual contributions in amounts at least equal to the minimum funding requirements of the Employee Retirement Income Security Act of 1974. The Company contributed \$17.1 million to the plans in fiscal 2015, \$16.9 million to the plans in fiscal 2014 and \$16.9 million to the plans in fiscal 2013. The Company expects to contribute approximately \$6.3 million to the plans in fiscal 2016; however, a change to the expected cash funding may be impacted by a change in interest rates or a change in the actual or expected return on plan assets.

Based on current assumptions about future events, benefit payments are expected to be paid as follows for each of the following fiscal years. Actual benefit payments may vary significantly from the following estimates:

<i>(in thousands)</i>	Benefit Payments
2016	\$ 11,118
2017	10,992
2018	11,717
2019	12,482
2020	13,107
2021 – 2025	73,726

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 \$17.7 million in fiscal 2015, \$15.6 million in fiscal 2014, and \$14.1 million in fiscal 2013.

Note M – Acquisition

Effective September 27, 2014, the Company acquired the outstanding stock of Interamerican Motor Corporation (“IMC”), the second largest distributor of quality import replacement parts in the United States, for \$75.7 million, net of cash. IMC specializes in parts coverage for European and Asian cars. With this acquisition, the Company expects to grow its share in the aftermarket import car parts market. The results of operations from IMC have been included in the Company’s Auto Parts Locations business activities since the date of acquisition. Pro forma results of operations related to the acquisition of IMC are not presented as IMC’s results are not material to the Company’s consolidated statements of income. The purchase price allocation resulted in goodwill of \$24.1 million and intangible assets totaling \$3.6 million. Goodwill generated from the acquisition is primarily attributable to expected synergies and the assembled workforce. The Company completed the purchase price allocation in the fourth quarter of fiscal 2015.

Effective December 19, 2012, the Company acquired certain assets and liabilities of AutoAnything, an online retailer of specialized automotive products for \$116.1 million. With this acquisition, the Company expects to bolster its online presence in the automotive accessory and performance markets. The results of operations from AutoAnything have been included in the Company’s Other business activities since the date of acquisition. Pro forma results of operations related to the acquisition of AutoAnything are not presented as AutoAnything’s results are not material to the Company’s results of operations. The purchase price allocation resulted in goodwill of \$83.4 million and intangible assets totaling \$58.7 million. Goodwill generated from the acquisition was tax deductible and was primarily attributable to expected synergies and the assembled workforce. During fiscal 2013, the Company recorded an \$18.3 million impairment charge related to goodwill and a \$4.1 million impairment charge related to the trade name.

Note N – Goodwill and Intangibles

The changes in the carrying amount of goodwill are as follows:

<i>(in thousands)</i>	Auto Parts Locations	Other	Total
Net balance as of August 31, 2013	\$ 302,645	\$ 65,184	\$ 367,829
Goodwill adjustments ⁽¹⁾	—	—	—
Net balance as of August 30, 2014	302,645	65,184	367,829
Goodwill added through acquisition ⁽²⁾	24,058	—	24,058
Goodwill adjustments ⁽¹⁾	—	—	—
Net balance as of August 29, 2015	<u>\$ 326,703</u>	<u>\$ 65,184</u>	<u>\$ 391,887</u>

(1) Total accumulated goodwill impairment for both August 29, 2015 and August 30, 2014 is \$18.3 million

(2) See “Note M – Acquisition” for discussion of the acquisition completed during the first quarter of fiscal 2015

The Company performs its annual goodwill and intangibles impairment test in the fourth quarter of each fiscal year. In the fourth quarter of fiscal 2015 and fiscal 2014, the Company concluded that its goodwill was not impaired.

The carrying amounts of intangible assets are included in Other long-term assets as follows:

<i>(in thousands)</i>	August 29, 2015			
	Estimated Useful Life	Gross Carrying Amount	Accumulated Amortization	Net Carrying Amount
Amortizing intangible assets:				
Technology.....	3-5 years	\$ 10,570	\$ (5,757)	\$ 4,813
Noncompete agreements	5 years	1,300	(703)	597
Customer relationships.....	3-10 years	<u>49,676</u>	<u>(12,256)</u>	<u>37,420</u>
		<u>\$ 61,546</u>	<u>\$ (18,716)</u>	42,830
Non-amortizing intangible asset:				
Trade names				<u>26,900</u>
Total intangible assets other than goodwill				<u>\$ 69,730</u>

<i>(in thousands)</i>	August 30, 2014			
	Estimated Useful Life	Gross Carrying Amount	Accumulated Amortization	Net Carrying Amount
Amortizing intangible assets:				
Technology.....	3-5 years	\$ 10,570	\$ (3,528)	\$ 7,042
Noncompete agreements	5 years	1,300	(443)	857
Customer relationships.....	3-10 years	<u>48,376</u>	<u>(6,007)</u>	<u>42,369</u>
		<u>\$ 60,246</u>	<u>\$ (9,978)</u>	50,268
Non-amortizing intangible asset:				
Trade names				<u>24,600</u>
Total intangible assets other than goodwill				<u>\$ 74,868</u>

During fiscal 2015, the Company recorded an increase to intangible assets of \$3.6 million related to the acquisition of IMC. Additionally, the Company made an installment payment for \$10 million related to certain customer relationships purchased during 2014 relating to its ALLDATA operations. During fiscal 2014, the Company purchased \$30.2 million of intangible assets relating to the rights to certain customer relationships and technology assets relating to its ALLDATA operations.

As part of its annual impairment test, the Company evaluates the AutoAnything and IMC trade names for impairment in the fourth quarter of each fiscal year. In the fourth quarter of fiscal 2015, the Company concluded that AutoAnything's and IMC's trade names were not impaired. In the fourth quarter of fiscal 2014, the Company concluded that AutoAnything's trade name was not impaired. Trade names at August 29, 2015 and August 30, 2014 reflect a total accumulated impairment of \$4.1 million.

Amortization expense of intangible assets for the year ended August 29, 2015 and August 30, 2014 was \$8.7 million and \$7.1 million, respectively.

Total future amortization expense for intangible assets that have finite lives, based on the existing intangible assets and their current estimated useful lives as of August 29, 2015, is estimated as follows:

<i>(in thousands)</i>	Total
2016	\$ 8,748
2017	8,482
2018	6,855
2019	6,203
2020	6,203
Thereafter	<u>6,339</u>
	<u>\$ 42,830</u>

Note O – Leases

The Company leases some of its retail stores, distribution centers, facilities, land and equipment, including vehicles. Other than vehicle leases, most of the leases are operating leases, which include renewal options made at the Company's election and provisions for percentage rent based on sales. Rental expense was \$269.5 million in fiscal 2015, \$253.8 million in fiscal 2014, and \$246.3 million in fiscal 2013. Percentage rentals were insignificant.

The Company records rent for all operating leases on a straight-line basis over the lease term, including any reasonably assured renewal periods and the period of time prior to the lease term that the Company is in possession of the leased space for the purpose of installing leasehold improvements. Differences between recorded rent expense and cash payments are recorded as a liability in Accrued expenses and other and Other long-term liabilities in the accompanying Consolidated Balance Sheets, based on the terms of the lease. The deferred rent approximated \$113.7 million on August 29, 2015, and \$104.6 million on August 30, 2014.

The Company has a fleet of vehicles used for delivery to its commercial customers and stores and travel for members of field management. The majority of these vehicles are held under capital lease. At August 29, 2015, the Company had capital lease assets of \$132.3 million, net of accumulated amortization of \$63.7 million, and capital lease obligations of \$128.2 million, of which \$40.5 million is classified as Accrued expenses and other as it represents the current portion of these obligations. At August 30, 2014, the Company had capital lease assets of \$121.2 million, net of accumulated amortization of \$53.6 million, and capital lease obligations of \$119.6 million, of which \$36.5 million was classified as Accrued expenses and other.

Future minimum annual rental commitments under non-cancelable operating leases and capital leases were as follows at the end of fiscal 2015:

<i>(in thousands)</i>	Operating Leases	Capital Leases
2016	\$ 259,175	\$ 40,528
2017	250,787	40,562
2018	234,640	28,558
2019	215,692	16,845
2020	192,882	5,077
Thereafter	<u>905,629</u>	<u>–</u>
Total minimum payments required	<u>\$ 2,058,805</u>	131,570
Less: Interest		<u>(3,403)</u>
Present value of minimum capital lease payments.....		<u>\$ 128,167</u>

In connection with the Company's December 2001 sale of the TruckPro business, the Company subleased some properties to the purchaser for an initial term of not less than 20 years. The Company's remaining aggregate rental obligation at August 29, 2015 of \$12.3 million is included in the above table, but the obligation is offset by the sublease rental agreement.

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Note P – Commitments and Contingencies

Construction commitments, primarily for new stores, totaled approximately \$31.8 million at August 29, 2015.

The Company had \$106.7 million in outstanding standby letters of credit and \$31.1 million in surety bonds as of August 29, 2015, 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 sheet. The standby letters of credit and surety bonds arrangements have automatic renewal clauses.

Note Q – Litigation

In July 2014, the Company received a subpoena from the District Attorney of the County of Alameda, along with other environmental prosecutorial offices in the state of California, seeking documents and information related to the handling, storage and disposal of hazardous waste. The Company is cooperating fully with the request and cannot predict the ultimate outcome of these efforts.

The Company is involved in various other legal proceedings incidental to the conduct of its business, including 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 R – Segment Reporting

Four of the Company's operating segments (Domestic Auto Parts, Mexico, Brazil, and IMC) are aggregated as one reportable segment: Auto Parts Locations. 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.

The Auto Parts Locations segment is a retailer and distributor of automotive parts and accessories through the Company's 5,609 locations in the United States, Puerto Rico, Mexico and Brazil. Each location 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 three 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; E-commerce, which includes direct sales to customers through www.autozone.com; and AutoAnything, which includes direct sales to customers through www.autoanything.com.

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:

<i>(in thousands)</i>	Year Ended		
	August 29, 2015	August 30, 2014	August 31, 2013
Net Sales:			
Auto Parts Locations	\$ 9,824,876	\$ 9,132,169	\$ 8,858,723
Other	<u>362,464</u>	<u>343,144</u>	<u>288,807</u>
Total	<u>\$10,187,340</u>	<u>\$ 9,475,313</u>	<u>\$ 9,147,530</u>
Segment Profit:			
Auto Parts Locations	\$ 5,132,624	\$ 4,744,501	\$ 4,568,190
Other	<u>194,407</u>	<u>190,406</u>	<u>172,745</u>
Gross profit	5,327,031	4,934,907	4,740,935
Operating, selling, general and administrative expenses.....	(3,373,980)	(3,104,684)	(2,967,837)
Interest expense, net.....	<u>(150,439)</u>	<u>(167,509)</u>	<u>(185,415)</u>
Income before income taxes.....	<u>\$ 1,802,612</u>	<u>\$ 1,662,714</u>	<u>\$ 1,587,683</u>
Segment Assets:			
Auto Parts Locations	\$ 7,883,720	\$ 7,279,665	\$ 6,696,963
Other	<u>218,629</u>	<u>217,498</u>	<u>172,204</u>
Total	<u>\$ 8,102,349</u>	<u>\$ 7,497,163</u>	<u>\$ 6,869,167</u>
Capital Expenditures:			
Auto Parts Locations	\$ 464,246	\$ 423,951	\$ 402,028
Other	<u>16,333</u>	<u>14,165</u>	<u>12,423</u>
Total	<u>\$ 480,579</u>	<u>\$ 438,116</u>	<u>\$ 414,451</u>
Auto Parts Locations Sales by Product Grouping:			
Failure.....	\$ 4,650,271	\$ 4,274,528	\$ 4,214,642
Maintenance items.....	3,618,779	3,362,969	3,224,229
Discretionary	<u>1,555,826</u>	<u>1,494,672</u>	<u>1,419,852</u>
Auto Parts Locations net sales.....	<u>\$ 9,824,876</u>	<u>\$ 9,132,169</u>	<u>\$ 8,858,723</u>

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Note S – Quarterly Summary ⁽¹⁾
(Unaudited)

	Twelve Weeks Ended			Sixteen
	November 22, 2014	February 14, 2015	May 9, 2015	Weeks Ended August 29, 2015 ⁽²⁾
<i>(in thousands, except per share data)</i>				
Net sales	\$ 2,260,264	\$ 2,143,651	\$ 2,493,021	\$ 3,290,404
Gross profit	1,176,661	1,120,033	1,302,789	1,727,548
Operating profit.....	408,562	361,269	513,949	669,272
Income before income taxes.....	371,502	326,733	482,170	622,207
Net income	238,310	211,723	309,071	401,137
Basic earnings per share.....	7.42	6.64	9.77	13.02
Diluted earnings per share.....	7.27	6.51	9.57	12.75

	Twelve Weeks Ended			Sixteen
	November 23, 2013	February 15, 2014	May 10, 2014	Weeks Ended August 30, 2014 ⁽²⁾
<i>(in thousands, except per share data)</i>				
Net sales	\$ 2,093,578	\$ 1,990,494	\$ 2,341,545	\$ 3,049,696
Gross profit	1,085,697	1,037,035	1,216,958	1,595,216
Operating profit.....	383,726	337,344	478,952	630,201
Income before income taxes.....	341,295	297,854	442,790	580,775
Net income	218,087	192,830	285,157	373,671
Basic earnings per share.....	6.39	5.73	8.62	11.50
Diluted earnings per share.....	6.29	5.63	8.46	11.28

(1) The sum of quarterly amounts may not equal the annual amounts reported due to rounding. In addition, the earnings per share amounts are computed independently for each quarter while the full year is based on the annual weighted average shares outstanding.

(2) The fourth quarter for fiscal 2015 and fiscal 2014 are based on a 16-week period. All other quarters presented are based on a 12-week period.

Item 9. Changes In and Disagreements with Accountants on Accounting and Financial Disclosure

Not applicable.

Item 9A. Controls and Procedures

As of August 29, 2015, 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. During or subsequent to the quarter ended August 29, 2015, there were no changes in our internal controls that have materially affected or are reasonably likely to materially affect, internal controls over financial reporting.

Item 9B. Other Information

Not applicable.

PART III

Item 10. Directors, Executive Officers and Corporate Governance

The information set forth in Part I of this document in the section entitled “Executive Officers of the Registrant,” is incorporated herein by reference in response to this item. Additionally, the information contained in AutoZone, Inc.’s Proxy Statement dated October 26, 2015, in the sections entitled “Proposal 1 – Election of Directors” and “Section 16(a) Beneficial Ownership Reporting Compliance,” 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 filed a copy of this Code of Ethical Conduct as Exhibit 14.1 to this Form 10-K. The Company has also made the Code of Ethical Conduct available on its investor relations website at <http://www.autozoneinc.com>.

Item 11. Executive Compensation

The information contained in AutoZone, Inc.’s Proxy Statement dated October 26, 2015, 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 26, 2015, in the sections entitled “Security Ownership of Management and Board of Directors” and “Security Ownership of Certain Beneficial Owners,” is incorporated herein by reference in response to this item.

Item 13. Certain Relationships and Related Transactions, and Director Independence

Not applicable.

Item 14. Principal Accounting Fees and Services

The information contained in AutoZone, Inc.’s Proxy Statement dated October 26, 2015, 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, 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 29, 2015, August 30, 2014, and August 31, 2013
Consolidated Statements of Comprehensive Income for the fiscal years ended August 29, 2015, August 30, 2014, and August 31, 2013
Consolidated Balance Sheets as of August 29, 2015, and August 30, 2014
Consolidated Statements of Cash Flows for the fiscal years ended August 29, 2015, August 30, 2014, and August 31, 2013
Consolidated Statements of Stockholders' Deficit for the fiscal years ended August 29, 2015, August 30, 2014, and August 31, 2013
Notes to Consolidated Financial Statements

(b) Exhibits

The Exhibit Index following this document's signature pages is incorporated herein by reference in response to this item.

(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.

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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 26, 2015

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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:

<u>SIGNATURE</u>	<u>TITLE</u>	<u>DATE</u>
<u>/s/ WILLIAM C. RHODES, III</u> William C. Rhodes, III	Chairman, President and Chief Executive Officer (Principal Executive Officer)	October 26, 2015
<u>/s/ WILLIAM T. GILES</u> William T. Giles	Chief Financial Officer and Executive Vice President – Finance, Information Technology and ALLDATA (Principal Financial Officer)	October 26, 2015
<u>/s/ CHARLIE PLEAS, III</u> Charlie Pleas, III	Senior Vice President and Controller (Principal Accounting Officer)	October 26, 2015
<u>/s/ DOUGLAS H. BROOKS</u> Douglas H. Brooks	Director	October 26, 2015
<u>/s/ LINDA A. GOODSPEED</u> Linda A. Goodspeed	Director	October 26, 2015
<u>/s/ SUE E. GOVE</u> Sue E. Gove	Director	October 26, 2015
<u>/s/ EARL G. GRAVES, JR.</u> Earl G. Graves, Jr.	Director	October 26, 2015
<u>/s/ ENDERSON GUIMARAES</u> Enderson Guimaraes	Director	October 26, 2015
<u>/s/ J.R. HYDE, III</u> J.R. Hyde, III	Director	October 26, 2015
<u>/s/ D. BRYAN JORDAN</u> D. Bryan Jordan	Director	October 26, 2015
<u>/s/ W. ANDREW MCKENNA</u> W. Andrew McKenna	Director	October 26, 2015
<u>/s/ GEORGE R. MRKONIC, JR.</u> George R. Mrkonic, Jr.	Director	October 26, 2015
<u>/s/ LUIS P. NIETO</u> Luis P. Nieto	Director	October 26, 2015

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EXHIBIT INDEX

The following exhibits are filed as part of this Annual Report on Form 10-K:

- 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 Sixth Amended and Restated By-laws of AutoZone, Inc. Incorporated by reference to Exhibit 3.1 to the Current Report on Form 8-K dated October 7, 2015.
- 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 Form of 5.5% Note due 2015. Incorporated by reference to Exhibit 4.2 to the Current Report on Form 8-K dated November 3, 2003.
- 4.3 Terms Agreement dated June 8, 2006, by and among AutoZone, Inc., Merrill Lynch, Pierce, Fenner & Smith Incorporated and J.P. Morgan Securities Inc., as representatives of the several underwriters named therein. Incorporated by reference to Exhibit 1.2 to the Current Report on Form 8-K dated June 13, 2006.
- 4.4 Form of 6.95% Senior Note due 2016. Incorporated by reference to Exhibit 4.1 to the Current Report on Form 8-K dated June 13, 2006.
- 4.5 Officers' Certificate dated August 4, 2008, pursuant to Section 3.2 of the Indenture dated August 11, 2003, setting forth the terms of the 7.125% Senior Notes due 2018. Incorporated by reference to Exhibit 4.2 to the Current Report on Form 8-K dated August 4, 2008.
- 4.6 Form of 7.125% Senior Note due 2018. Incorporated by reference from the Form 8-K dated August 4, 2008.
- 4.7 Officers' Certificate dated November 15, 2010, pursuant to Section 3.2 of the Indenture dated August 8, 2003, setting forth the terms of the 4.000% Notes due 2020. Incorporated by reference to 4.1 to the Current Report on Form 8-K dated November 15, 2010.
- 4.8 Form of 4.000% Senior Note due 2020. Incorporated by reference from the Form 8-K dated November 15, 2010.
- 4.9 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.
- 4.10 Form of 3.700% Senior Notes due 2022. Incorporated by reference from the Form 8-K dated April 24, 2012.
- 4.11 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.
- 4.12 Form of 2.875% Senior Notes due 2023. Incorporated by reference from the Form 8-K dated November 13, 2012.
- 4.13 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.
- 4.14 Form of 3.125% Senior Notes due 2023. Incorporated by reference to Exhibit 4.1 to the Form 8-K dated April 29, 2013.

- 4.15 Officer's Certificate dated January 14, 2014, pursuant to Section 3.2 of the Indenture dated August 8, 2003, setting forth the terms of the 1.300% Senior Notes due 2017. Incorporated by reference to Exhibit 4.1 to the Current Report on Form 8-K dated January 14, 2014.
- 4.16 Form of 1.300% Note due 2017. Incorporated by reference to Exhibit 4.2 to the Current Report on Form 8-K dated January 14, 2014.
- 4.17 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.
- 4.18 Form of 2.500% Note due 2021. Incorporated by reference to Exhibit 4.3 to the Current Report on Form 8-K dated April 29, 2015.
- 4.19 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.
- 4.20 Form of 3.250% Note due 2025. Incorporated by reference to Exhibit 4.4 to the Current Report on Form 8-K dated April 29, 2015.
- *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 Third Amended and Restated 1996 Stock Option Plan. Incorporated by reference to Exhibit 10.3 to the Annual Report on Form 10-K for the fiscal year ended August 30, 2003.
- *10.3 Form of Incentive Stock Option Agreement. Incorporated by reference to Exhibit 10.2 to the Quarterly Report on Form 10-Q for the quarter ended November 23, 2002.
- *10.4 Form of Non-Qualified Stock Option Agreement. Incorporated by reference to Exhibit 10.1 to the Quarterly Report on Form 10-Q for the quarter ended November 23, 2002.
- *10.5 AutoZone, Inc. 2003 Director Stock Option Plan. Incorporated by reference to Appendix C to the definitive proxy statement dated November 1, 2002, for the Annual Meeting of Stockholders held December 12, 2002.
- *10.6 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.
- *10.7 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.
- *10.8 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.
- *10.9 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.
- *10.10 AutoZone, Inc. Fifth Amended and Restated Executive Stock Purchase Plan. Incorporated by reference to Exhibit 10.11 to the Annual Report on Form 10-K dated October 22, 2012.
- *10.11 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.
- *10.12 Amended and Restated AutoZone, Inc. 2003 Director Stock Option Plan. Incorporated by reference to Exhibit 99.3 to the Current Report on Form 8-K dated January 4, 2008.

- *10.13 AutoZone, Inc. Enhanced Severance Pay Plan. Incorporated by reference to Exhibit 99.1 to the Current Report on Form 8-K dated February 15, 2008.
- *10.14 Form of non-compete and non-solicitation agreement signed by each of the following executive officers: Mark A. Finestone, William T. Giles, William W. Graves, Ronald B. Griffin, Thomas B. Newbern, Charlie Pleas, III, Larry M. Roesel, Albert Saltiel, Mike A. Womack, and Kristen C. Wright; and by AutoZone, Inc. Incorporated by reference to Exhibit 99.2 to the Current Report on Form 8-K dated February 15, 2008.
- *10.15 Form of non-compete and non-solicitation agreement approved by AutoZone's Compensation Committee for execution by non-executive officers. Incorporated by reference to Exhibit 99.3 to the Current Report on Form 8-K dated February 15, 2008.
- *10.16 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.
- *10.17 Form of non-compete and non-solicitation agreement signed by each of the following current and former officers: Jennie E. Anderson, Rebecca W. Ballou, Craig Blackwell, Brian L. Campbell, Cathy Culnane, Philip B. Daniele, III, Anthony J. Dudek, Robert A. Durkin, Bill Edwards, Joseph Espinosa, Duane Findley, Preston B. Frazer, Tim Goddard, Stephany L. Goodnight, David Goudge, Eric S. Gould, James C. Griffith, William R. Hackney, Rodney Halsell, David Klein, Trevor Klein, Thomas A. Kliman, Jeffery Lagges, Maria M. Leggett, Mitchell Major, Grantland E. McGee, Jr., Ann A. Morgan, John M. Mosunic, J. Scott Murphy, Jeffrey H. Nix, Raymond A. Pohlman, Elizabeth Rabun, Joe L. Sellers, Jr., Brett Shanaman, Jamey Traywick, Doug Wines, Solomon Woldeclassie, and Larry Yeske; and by AutoZone, Inc. Incorporated by reference to Exhibit 10.1 to the Quarterly Report on Form 10-Q for the quarter ended May 3, 2008.
- *10.18 Second Amended and Restated Employment and Non-Compete Agreement between AutoZone, Inc. and Harry L. Goldsmith dated December 29, 2008. Incorporated by reference to Exhibit 10.1 to the Current Report on Form 8-K dated December 30, 2008.
- *10.19 AutoZone, Inc. 2010 Executive Incentive Compensation Plan, incorporated by reference to Exhibit A to the definitive proxy statement dated October 26, 2009, for the Annual Meeting of Stockholders held December 16, 2009.
- *10.20 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.
- *10.21 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.
- *10.22 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.
- *10.23 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.
- *10.24 AutoZone, Inc. 2011 Director Compensation Program. Incorporated by reference to Exhibit 10.5 to the Quarterly Report on Form 10-Q dated December 16, 2010.
- *10.25 Performance-Based Restricted Stock Units Award Agreement dated December 15, 2010, between AutoZone, Inc. and William C. Rhodes, III, incorporated by reference to Exhibit 10.2 to the Form 8-K dated December 15, 2010.

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- *10.26 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.
- *10.27 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.
- *10.28 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.
- 10.29 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.
- *10.30 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.
- *10.31 Amended and Restated Credit Agreement dated as of September, 13, 2011 among AutoZone, Inc. as Borrower, the several Lenders from time to time party thereto, and Bank of America, N.A. as Administrative Agent and Swingline Lender, JPMorgan Chase Bank, N.A. as Syndication Agent, arranged by Merrill Lynch, Pierce, Fenner & Smith Incorporated and J.P. Morgan Securities LLC as Joint Lead Arrangers and Merrill Lynch, Pierce, Fenner & Smith Incorporated, J.P. Morgan Securities LLC, SunTrust Robinson Humphrey, Inc., U.S. Bank National Association, Wells Fargo Securities, LLC and Barclays Capital as Joint Book Runners. Incorporated by reference to Exhibit 10.39 to the Annual Report on Form 10-K for the fiscal year ended August 27, 2011.
- *10.32 Sixth Amended and Restated AutoZone, Inc. Employee Stock Purchase Plan. Incorporated by reference to Exhibit 10.40 to the Annual Report on Form 10-K for the fiscal year ended August 27, 2011.
- *10.33 Second Amended 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.
- *10.34 Offer letter dated May 23, 2012, to Mike A. Womack. Incorporated by reference to Exhibit 10.38 of Annual Report on Form 10-K dated October 22, 2012.
- *10.35 Offer letter dated April 26, 2012, to Ronald B. Griffin. Incorporated by reference to Exhibit 10.39 of Annual Report on Form 10-K dated October 22, 2012.
- *10.36 Amended Non-Compete Agreement between AutoZone, Inc. and Jon A. Bascom dated May 25, 2012. Incorporated by reference to Exhibit 10.40 of Annual Report on Form 10-K dated October 22, 2012.
- *10.37 Offer letter dated February 7, 2013, to Albert Saltiel. Incorporated by reference to Exhibit 10.2 of the Quarterly Report on Form 10-Q dated June 12, 2013.
- *10.38 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.
- 10.39 Master Extension, New Commitment and Amendment Agreement dated as of December 4, 2013 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 Securities LLC as Joint Lead Arrangers; Merrill Lynch, Pierce, Fenner & Smith Incorporated, J.P. Morgan Securities LLC, 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 of the Quarterly Report on Form 10-Q dated December 18, 2013

- 10.40 Underwriting Agreement, dated January 7, 2014, among AutoZone, Inc., J.P. Morgan Securities LLC, U.S. Bancorp Investments, Inc. and Wells Fargo Securities, LLC, as representatives of the several underwriters named therein. Incorporated by reference to the Current Report on Form 8-K dated January 8, 2014.
- *10.41 Amended and Restated AutoZone, Inc. 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.
- *10.42 AutoZone, Inc. Director Compensation Program effective January 1, 2014. Incorporated by reference to Exhibit 10.3 to the Quarterly Report on Form 10-Q dated March 25, 2014.
- 10.43 Second Amended and Restated Credit Agreement dated as of December 19, 2014, 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 December 22, 2014.
- 10.44 364-Day Credit Agreement Dated as of December 19, 2014, among AutoZone, Inc. as Borrower, the lenders party thereto and Wells Fargo Bank National Association as Administrative Agent, incorporated by reference to Exhibit 10.2 of the Current Report on Form 8-K dated December 22, 2014.
- 12.1 Computation of Ratio of Earnings to Fixed Charges.
- 14.1 Code of Ethical Conduct. Incorporated by reference to Exhibit 14.1 of the Annual Report on Form 10-K for the fiscal year ended August 30, 2003.
- 21.1 Subsidiaries of the Registrant.
- 23.1 Consent of Ernst & Young LLP.
- 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 XBRL Instance Document
- 101.SCH XBRL Taxonomy Extension Schema Document
- 101.CAL XBRL Taxonomy Extension Calculation Document
- 101.LAB XBRL Taxonomy Extension Labels Document
- 101.PRE XBRL Taxonomy Extension Presentation Document
- 101.DEF XBRL Taxonomy Extension Definition Document
- * Management contract or compensatory plan or arrangement.

Computation of Ratio of Earnings to Fixed Charges
(Unaudited)

<i>(in thousands, except ratios)</i>	Fiscal Year Ended August				
	2015 (52 weeks)	2014 (52 weeks)	2013 (53 weeks)	2012 (52 weeks)	2011 (52 weeks)
Earnings:					
Income before income taxes.....	\$ 1,802,612	\$ 1,662,714	\$ 1,587,683	\$ 1,452,986	\$ 1,324,246
Fixed charges	236,996	249,513	265,108	250,056	240,329
Less: Capitalized interest	(963)	(1,041)	(1,303)	(1,245)	(1,059)
Adjusted earnings	<u>\$ 2,038,645</u>	<u>\$ 1,911,186</u>	<u>\$ 1,851,488</u>	<u>\$ 1,701,797</u>	<u>\$ 1,563,516</u>
Fixed charges:					
Gross interest expense.....	\$ 146,777	\$ 163,544	\$ 180,085	\$ 170,481	\$ 164,712
Amortization of debt expense	6,230	6,856	8,239	8,066	8,962
Interest portion of rent expense.....	83,989	79,113	76,784	71,509	66,655
Fixed charges.....	<u>\$ 236,996</u>	<u>\$ 249,513</u>	<u>\$ 265,108</u>	<u>\$ 250,056</u>	<u>\$ 240,329</u>
Ratio of earnings to fixed charges.....	<u>8.6</u>	<u>7.7</u>	<u>7.0</u>	<u>6.8</u>	<u>6.5</u>

SUBSIDIARIES OF THE REGISTRANT

NAME	STATE OR COUNTRY OF ORGANIZATION OR INCORPORATION
ALLDATA LLC	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 Stores LLC	Nevada
AutoZone Texas LLC	Nevada
AutoZone West LLC	Nevada
AutoZone.com, Inc.	Virginia
AutoZone Parts, Inc.	Nevada
AutoZone Puerto Rico, Inc.	Puerto Rico
AutoAnything, Inc.	Nevada
Interamerican Motor Corporation	California
Riverside Captive Insurance Company	Arizona

In addition, 27 subsidiaries operating in the United States and 21 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.

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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. 333-19561) pertaining to the AutoZone, Inc. 1996 Stock Option 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. 333-48981) pertaining to the AutoZone, Inc. 1998 Director Stock Option Plan

Registration Statement (Form S-8 No. 333-48979) pertaining to the AutoZone, Inc. 1998 Director Compensation Plan

Registration Statement (Form S-8 No. 333-88245) pertaining to the AutoZone, Inc. Second Amended and Restated 1996 Stock Option Plan

Registration Statement (Form S-8 No. 333-88243) pertaining to the AutoZone, Inc. Amended and Restated 1998 Director Stock Option 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. 333-75142) pertaining to the AutoZone, Inc. Third Amended and Restated 1998 Director Stock Option Plan

Registration Statement (Form S-8 No. 333-75140) pertaining to the AutoZone, Inc. Executive Stock Purchase Plan

Registration Statement (Form S-3 No. 333-83436) pertaining to a shelf registration to sell 15,000,000 shares of common stock owned by certain selling stockholders

Registration Statement (Form S-8 No. 333-103665) pertaining to the AutoZone, Inc. 2003 Director Compensation Plan

Registration Statement (Form S-8 No. 333-103666) pertaining to the AutoZone, Inc. 2003 Director Stock Option Plan

Registration Statement (Form S-8 No. 333-139559) pertaining to the AutoZone, Inc. 2006 Stock Option Plan

Registration Statement (Form S-8 No. 333-171186) pertaining to the AutoZone, Inc. 2011 Equity Incentive Award Plan

Registration Statement (Form S-3 No. 333-180768) pertaining to a shelf registration to sell debt securities

Registration Statement (Form S-3 No. 333-203439) pertaining to a shelf registration to sell debt securities

of our reports dated October 26, 2015, 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 29, 2015

/s/Ernst & Young LLP

Memphis, Tennessee
October 26, 2015

**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 26, 2015

/s/ WILLIAM C. RHODES, III
William C. Rhodes, III
Chairman, President and
Chief Executive Officer
(Principal Executive Officer)

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**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 T. Giles, 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 26, 2015

/s/ WILLIAM T. GILES
 William T. Giles
 Chief Financial Officer and Executive
 Vice President – Finance, Information
 Technology and ALLDATA
 (Principal Financial Officer)

**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 29, 2015 as filed with the Securities and Exchange Commission 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 26, 2015

/s/ WILLIAM C. RHODES, III

William C. Rhodes, III
Chairman, President and
Chief Executive Officer
(Principal Executive Officer)

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**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 29, 2015, as filed with the Securities and Exchange Commission on the date hereof (the “Report”), I, William T. Giles, 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 26, 2015

/s/ WILLIAM T. GILES

William T. Giles
Chief Financial Officer and Executive
Vice President – Finance, Information
Technology and ALLDATA
(Principal Financial Officer)

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Corporate information



AutoZone's CEO Team

Our 2015 leadership team is comprised of 46 individuals who work 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 our 81,000+ AutoZoners, the Company is well positioned for future growth and prosperity.

Officers	Vice Presidents		
Customer Satisfaction	Customer Satisfaction		
William C. Rhodes, III[†] Chairman, President and Chief Executive Officer	Jennie E. Anderson Operations Support	William R. Hackney Merchandising Pricing and Analysis	Anthony D. Rose, Jr. Visual Merchandising
Executive Vice Presidents	B. Craig Blackwell Stores	Rodney C. Halsell Distribution	Joe L. Sellers, Jr. Merchandising
Customer Satisfaction	Brian L. Campbell Tax, Treasury and Investor Relations	Domingo Hurtado President, AutoZone de México	Brett L. Shanaman Marketing
Mark A. Finestone[†] Merchandising, Supply Chain, and Marketing	Catherine M. Culnane IT	David Klein President, AutoAnything	Richard C. Smith Stores
William T. Giles[†] Chief Financial Officer, Information Technology and ALLDATA	Philip B. Daniele Commercial Support	Kenneth S. Klein Merchandising	Jamey Traywick E-Commerce
William W. Graves[†] Mexico, Brazil, IMC, and Store Development	Anthony J. Dudek IT	Thomas A. Kliman Tax	Solomon A. Woldelassie Transportation
Thomas B. Newbern[†] Store Operations, Commercial and Loss Prevention	Robert A. Durkin Stores	Maria M. Leggett Assistant General Counsel, Assistant Secretary	Lawrence H. Yeske Merchandising
Senior Vice Presidents	William R. Edwards Merchandising	Mitchell C. Major President, ALLDATA	
Customer Satisfaction	Joseph Espinosa Stores	Grant E. McGee Stores	
Ronald B. Griffin[†] Chief Information Officer, IT	Duane Findley Stores	John M. Mosunic President, Interamerican Motor Corporation	
Charlie Pleas, III[†] Controller	Preston B. Frazer Internal Audit	J. Scott Murphy Strategic Planning and Business Development	
Larry M. Roesel[†] Commercial	Timothy J. Goddard Field Human Resources	Raymond A. Pohlman Government and Community Relations	
Albert Saltiel[†] Marketing and E-Commerce	Stephany L. Goodnight Replenishment	Eric S. Gould Commercial Sales	
Michael A. Womack[†] Human Resources	James C. Griffith Store Development	Elizabeth S. Rabun Loss Prevention	
Kristen Collier Wright[†] General Counsel and Secretary			



[†] 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

Linda A. Goodspeed^(1,2)
Managing Partner and COO
WealthStrategies Financial Advisors

Sue E. Gove^(1,3*)
President
Excelsior Advisors, LLC

Earl G. Graves, Jr.^(2*,†)
President and CEO
Black Enterprise

Enderson Guimaraes³
President and COO
Laureate Education Inc.

J.R. Hyde, III
AutoZone Founder
Chairman
GTx, Inc.

D. Bryan Jordan^(1,3)
Chairman, President and CEO
First Horizon National Corporation

W. Andrew McKenna^(1*,2)
Retired

George R. Mrkonic, Jr.^(1,2)
Non-Executive Chairman
Paperchase Products Limited

Luis P. Nieto^(1,3)
President
Nieto Advisory LLC

William C. Rhodes, III
Chairman, President and CEO
AutoZone, Inc.

(1) Audit Committee, (2) Compensation Committee, (3) Nomination 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 will be held at 8:00 a.m. CST, on December 16, 2015, at the J.R. Hyde III Store Support Center, 123 South Front Street, Memphis, Tennessee.

Investor Relations Website

www.autozoneinc.com

Company Websites

www.autozone.com
www.autozonepro.com
www.alldata.com
www.autoanything.com
www.imcparts.net

Stock Exchange Listing

New York Stock Exchange
Ticker Symbol: AZO

Auditors

Ernst & Young, LLP
Memphis, Tennessee

Code of Ethical Conduct

AutoZone's Code of Ethical Conduct is available on its Investor Relations website at www.autozoneinc.com.

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 Form 10-K and Form 10-Q, are also available at the SEC's EDGAR server at www.sec.gov.

Stockholders of Record

As of August 29, 2015, there were 2,586 stockholders of record, excluding the number of beneficial owners whose shares were represented by security position listing.

