

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

FORM 8-K

CURRENT REPORT

**Pursuant to Section 13 OR 15(d) of
The Securities Exchange Act of 1934**

December 18, 2013

(December 17, 2013)

Date of Report

(Date of earliest event reported)

AutoZone, Inc.

(Exact name of registrant as specified in its charter)

Nevada

(State or other jurisdiction
of incorporation)

1-10714

(Commission File Number)

62-1482048

(IRS Employer Identification No.)

123 South Front Street, Memphis, Tennessee

(Address of principal executive offices)

38103

(Zip Code)

(901) 495-6500

Registrant's telephone number, including area code

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

Amendment of Executive Deferred Compensation Plan. On December 17, 2013, the Compensation Committee of the Board of Directors (the "Compensation Committee") of AutoZone, Inc. (the "Company" or "AutoZone") approved the Amended and Restated AutoZone, Inc. Executive Deferred Compensation Plan ("Plan"), to (a) consolidate the existing Plan and amendments into one document, (b) make several clarifying amendments which do not change Plan benefits or operations, and (c) add a provision to the Plan requiring the Company to indemnify the members of the Plan's administrative committee (which is the Compensation Committee) against liability for their action or failure to act, except when the same is judicially determined to be attributable to their gross negligence or willful misconduct.

Item 5.07. Submission of Matters to a Vote of Security Holders.

(a) AutoZone's Annual Meeting of Stockholders was held on December 18, 2013.

(b) The stockholders took the following actions at the annual meeting:

Proposal 1: The stockholders elected eleven directors, each of whom will hold office until the Annual Meeting of Stockholders to be held in 2014 and until his or her successor is duly elected and qualified. Each director received more votes cast "for" than votes cast "against" his or her election. The tabulation of votes with respect to each nominee for director was as follows:

| Nominee | Votes | Votes | Abstentions | Broker |
|---------------------|------------|---------|-------------|-----------|
| | For | Against | | Non-Votes |
| Douglas H. Brooks | 28,217,375 | 12,102 | 30,925 | 1,125,428 |
| Linda A. Goodspeed | 28,182,028 | 48,108 | 30,266 | 1,125,428 |
| Sue E. Gove | 28,025,754 | 205,567 | 29,081 | 1,125,428 |
| Earl G. Graves, Jr. | 27,786,138 | 444,608 | 29,656 | 1,125,428 |
| Enderson Guimaraes | 28,177,228 | 52,102 | 31,072 | 1,125,428 |

| | | | | |
|------------------------|------------|---------|---------|-----------|
| J. R. Hyde, III | 28,124,512 | 106,514 | 29,376 | 1,125,428 |
| D. Bryan Jordan | 28,218,159 | 10,162 | 32,081 | 1,125,428 |
| W. Andrew McKenna | 27,827,369 | 403,493 | 29,540 | 1,125,428 |
| George R. Mrkonic, Jr. | 27,775,715 | 545,330 | 30,357 | 1,125,428 |
| Luis P. Nieto | 28,056,677 | 173,546 | 30,179 | 1,125,428 |
| William C. Rhodes, III | 27,267,208 | 768,537 | 224,657 | 1,125,428 |

Proposal 2: The Audit Committee's designation of Ernst & Young LLP as AutoZone's independent registered public accounting firm for the fiscal year ending August 30, 2014 was ratified by the stockholders. The tabulation of votes on this matter was as follows:

29,180,616 votes for

172,222 votes against

32,992 abstentions

There were no broker non-votes for this item.

Proposal 3: The compensation of AutoZone's named executive officers was approved, on an advisory basis, by stockholders. The tabulation of votes on this matter was as follows:

27,598,291 votes for

612,628 votes against

49,4835 abstentions

1,125,428 broker non-votes

Item 8.01. Other Events.

On December 18, 2013, the Company issued a press release announcing that its Board of Directors has authorized the repurchase of an additional \$750 million of the Company's common stock in connection with its ongoing share repurchase program. The press release is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

Item 9.01. Financial Statements and Exhibits.

The following exhibit is furnished with this Current Report pursuant to Item 8.01:

(d) Exhibits

99.1 Press release dated December 18, 2013

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

AutoZone, Inc.

By: /s/ HARRY L. GOLDSMITH
Harry L. Goldsmith
*Executive Vice President, General Counsel
and Secretary*

Dated: December 18, 2013

EXHIBIT INDEX

99.1 Press release dated December 18, 2013.

AutoZone Authorizes Additional Stock Repurchase

MEMPHIS, Tenn., Dec. 18, 2013 (GLOBE NEWSWIRE) -- AutoZone, Inc. (NYSE:AZO), today announced its Board of Directors authorized the repurchase of an additional \$750 million of the Company's common stock in connection with its ongoing share repurchase program. Since the inception of the repurchase program in 1998, and including the above amount, AutoZone's Board of Directors has authorized \$14.2 billion.

"AutoZone's continued strong financial performance allows us to repurchase our stock while maintaining our investment grade credit ratings," said Bill Giles, Executive Vice President, Chief Financial Officer, Information Technology and ALLDATA. "We remain committed to utilizing share repurchases within the bounds of a disciplined capital structure to enhance stockholder returns while maintaining adequate liquidity to execute our plans."

About AutoZone:

As of November 23, 2013, the Company had 4,843 stores in 49 states, the District of Columbia and Puerto Rico in the U.S., 363 stores in Mexico, and four stores in Brazil for a total count of 5,210.

AutoZone is the leading retailer and a leading distributor of automotive replacement parts and accessories in the United States. Each store carries an extensive product line for cars, sport utility vehicles, vans and light trucks, including new and remanufactured automotive hard parts, maintenance items, accessories, and non-automotive products. Many stores 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. AutoZone also sells the ALLDATA brand diagnostic and repair software through www.alldata.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. AutoZone does not derive revenue from automotive repair or installation.

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