

AUTOZONE INC  
Form 10-K405/A  
March 04, 2002

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

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**Form 10-K/A**

Annual Report under section 13 or 15(d) of the Securities Exchange Act of 1934 for the fiscal year ended August 28, 1999, 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 38103**

(Address of principal executive offices) (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 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

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K 0 (§ 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.

[X]

The aggregate market value of the 126,263,042 shares of voting stock of the registrant held by non-affiliates of the registrant (excluding, for this purpose, shares held by officers, directors, or 10% stockholders) was \$3,432,776,454 based on the last sales price of the Common Stock on October 12, 1999 as reported on the New York Stock Exchange. The number of shares of Common Stock outstanding as of October 12, 1999, was 138,935,636.

### **Documents Incorporated By Reference**

Portions of the Annual Report to Stockholders for the year ended August 28, 1999, filed as Exhibit 13.1 hereto, are incorporated by reference into Part II.

Portions of the definitive Proxy Statement dated October 25, 1999, for the Annual Meeting of Stockholders to be held December 9, 1999, are incorporated by reference into Part III.

### **NOTE:**

This amended Form 10-K is being filed to physically attach excerpts from the Annual Report to Stockholders as Exhibit 13.1. The Annual Report had previously been provided as EDGAR form type ARS and incorporated by reference. The information contained in Exhibit 13.1 is unchanged from the information contained in the Annual Report as previously provided.

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## **PART II**

### **Item 5. Market for Registrant's Common Stock and Related Stockholder Matters**

Common Stock Market Prices for our common stock as traded on the New York Stock Exchange as shown in the section labeled "Quarterly Summary" of Exhibit 13.1 attached hereto are incorporated herein by reference.

At October 12, 1999, we had 3,337 stockholders of record, excluding the number of beneficial owners whose shares were represented by security position listings.

### **Item 6. Selected Financial Data**

Selected financial data contained in the section entitled "Ten-Year Review" of Exhibit 13.1 attached hereto are incorporated herein by reference.

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

The section entitled "Financial Review" of Exhibit 13.1 attached hereto is incorporated herein by reference.

## **Item 7A. Quantitative and Qualitative Disclosures About Market Risk**

The subsection entitled "Financial Market Risk" of the section entitled "Financial Review" of Exhibit 13.1 attached hereto is incorporated herein by reference.

## **Item 8. Financial Statements and Supplementary Data**

The financial statements and related notes and the section entitled "Quarterly Summary" of Exhibit 13.1 attached hereto are incorporated herein by reference.

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## **PART IV**

## **Item 14. Exhibits, Financial Statement Schedules, and Reports On Form 8-K**

### **(a) 1. Financial Statements**

The following financial statements included in the Annual Report to Stockholders for the fiscal year ended August 28, 1999, are incorporated by reference in Item 8:

Report of Independent Auditors

Consolidated Statements of Income for the fiscal years ended August 28, 1999, August 29, 1998, and August 30, 1997

Consolidated Balance Sheets as of August 28, 1999, and August 29, 1998

Consolidated Statements of Stockholders' Equity for the fiscal years ended August 28, 1999, August 29, 1998, and August 30, 1997

Consolidated Statements of Cash Flows for the fiscal years ended August 28, 1999, August 29, 1998, and August 30, 1997

Notes to Consolidated Financial Statements

### **2. Financial Statement Schedule II - Valuation and Qualifying Accounts**

All other schedules are omitted because the information is not required or because the information required is included in the financial statements or notes thereto.

### **3. The following exhibits are filed as a part of this report:**

| <b><u>Exhibit</u></b> | <b><u>Description of Exhibit</u></b> |
|-----------------------|--------------------------------------|
| <b><u>no.</u></b>     |                                      |

- |     |   |
|-----|---|
| 3.1 | Restated Articles of Incorporation of AutoZone, Inc. Incorporated by reference to Exhibit 3.1 to the Form 10-Q for the quarter ended February 13, 1999. |
|-----|---|

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- 3.2 Amended and Restated By-laws of AutoZone, Inc. Incorporated by reference to Exhibit 3.3 to the Form 10-K for the fiscal year ended August 29, 1998.
- 4.2 Registration Rights Agreement between AutoZone, Inc. and J. Dale Dawson and Judith S. Dawson dated May 1, 1998. Incorporated by reference to the Form 10-Q for the quarter ended May 9, 1998.
- 4.3 Senior Indenture, dated as of July 22, 1998, between AutoZone, Inc. and the First National Bank of Chicago. Incorporated by reference to Exhibit 4.1 to the Form 8-K dated July 17, 1998.
- \*10.1 Amended and Restated Director Stock Option Plan. Incorporated by reference to Exhibit 4.1 to the Form S-8 (No. 333-88243) dated October 1, 1999.
- \*10.2 Amended and Restated 1998 Director Compensation Plan. Incorporated by reference to Exhibit 4.1 to the Form S-8 (No. 333-88241) dated October 1, 1999.
- \*10.3 Amended and Restated Stock Option Plan, as amended on February 26, 1991. Incorporated by reference to Exhibit 10.4 to the Form S-1 (No. 33-39197) filed April 1, 1991.
- \*10.4 Amendment No. 1 dated December 18, 1992, to the Amended and Restated Stock Option Plan. Incorporated by reference to Exhibit 10.5 to the Form 10-K for the fiscal year ended August 28, 1993.
- \*10.5 Second Amended and Restated 1996 Stock Option Plan. Incorporated by reference to Appendix B to the definitive Proxy Statement as filed with the Securities and Exchange Commission on November 2, 1998.
- \*10.6 Employment and Non-Compete Agreement between John C. Adams, Jr., and AutoZone, Inc., dated June 11, 1997. Incorporated by reference to the Form 10-K for the fiscal year ended August 29, 1997.
- \*10.7 Employment and Non-Compete Agreement between Timothy D. Vargo, and AutoZone, Inc., dated June 11, 1997. Incorporated by reference to the Form 10-K for the fiscal year ended August 29, 1997.
- \*10.8 Employment and Non-Compete Agreement between Robert J. Hunt, and AutoZone, Inc., dated June 11, 1997. Incorporated by reference to the Form 10-K for the fiscal year ended August 29, 1997.
- \*10.9 Employment and Non-Compete Agreement between Stephen W. Valentine, and AutoZone, Inc., dated July 7, 1997. Incorporated by reference to the Form 10-K for the fiscal year ended August 29, 1997.
- \*10.10 Employment and Non-Compete Agreement between Harry L. Goldsmith, and AutoZone, Inc., dated June 11, 1997. Incorporated by reference to the Form 10-K for the fiscal year ended August 29, 1997.
- \*10.11 Executive Incentive Compensation Plan. Incorporated by reference to Exhibit A to the definitive Proxy Statement dated November 14, 1994.
- 10.12 Amended and Restated Agreement between J.R. Hyde, III, and AutoZone, Inc., dated October 23, 1997. Incorporated by reference to Exhibit 10.1 to the Form 10-Q for the quarter ended November 22, 1997.

- 10.13 Credit Agreement among AutoZone, Inc., as Borrower, the several lenders from time to time party thereto, NationsBank, N.A., as Agent, and SunTrust Bank, Nashville, N.A. as Co-Agent, dated December 20, 1996. Incorporated by reference to Exhibit 10.1 to the Form 10-Q/A for the quarter ended February 15, 1997.
- 10.14 Amendment No. 1, dated February 10, 1998, to Credit Agreement among AutoZone, Inc., as Borrower, the several lenders from time to time party thereto, NationsBank, N.A., as Agent, and SunTrust Bank, Nashville, N.A. as Co-Agent, dated December 20, 1996. Incorporated by reference to Exhibit 10.2 to the Form 10-Q for the quarter ended February 14, 1998.
- 10.15 Amendment No. 2 to Credit Agreement among AutoZone, Inc., as Borrower, the several lenders from time to time party thereto, NationsBank, N.A., as Agent, and SunTrust Bank, Nashville, N.A. as Co-Agent, dated December 20, 1996. Incorporated by reference to Exhibit 10.3 to the Form 10-Q for the quarter ended November 21, 1998.
- 10.16 Credit Agreement, dated November 13, 1998, between AutoZone, Inc., as Borrower, the several lenders from time to time party thereto, and NationsBank, N.A., as Agent. Incorporated by reference to Exhibit 10.5 to the Form 10-Q for the quarter ended November 21, 1998.
- 10.17 Amendment No. 1, dated July 16, 1999, to Credit Agreement dated November 13, 1998, between AutoZone, Inc., as Borrower, the several lenders from time to time party thereto, and NationsBank, N.A., as Agent.\*\*
- 13.1 Excerpts from the Annual Report to Stockholders for the fiscal year ended August 28, 1999.
- 21.1 Subsidiaries of the Registrant.\*\*
- 23.1 Consent of Ernst & Young LLP.
- 27.1 Financial Data Schedule (SEC Use Only).\*\*

\*Management contract or compensatory plan or arrangement.

\*\*Previously filed.

(b) Reports on Form 8-K.

The Company filed a Current Report on Form 8-K dated May 26, 1999, which contained a press release announcing the Company's financial results for the quarter ended May 8, 1999.

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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/ Harry L. Goldsmith  
 Harry L. Goldsmith  
 Senior Vice President  
 & Secretary

Dated: March 4, 2002

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**SCHEDULE II**

**AUTOZONE, INC.**  
**VALUATION AND QUALIFYING ACCOUNTS**  
(In thousands)

| COL A<br>CLASSIFICATION        | COL B<br>Balance<br>Beginning<br>of Period | COL C<br>ADDITIONS                  |                                       | COL D<br>Deductions-<br>Describe | COL E<br>Balance<br>at<br>End of<br>Period |
|--------------------------------|--|-------------------------------------|---------------------------------------|----------------------------------|--|
|                                |  | (1)                                 | (2)                                   |                                  |  |
|                                |  | Charged to<br>Costs and<br>Expenses | Charged to Other<br>Accounts-Describe |                                  |  |
| Year Ended August 30,<br>1997: |  |                                     |                                       |                                  |  |
| Reserve for warranty<br>claims | \$14,152                                   | \$40,303                            |                                       | \$35,333 (1)                     | \$19,122                                   |
| Other reserves                 | 9,015                                      |                                     |                                       |                                  | 11,227                                     |
| Year Ended August 29,<br>1998: |  |                                     |                                       |                                  |  |
| Reserve for warranty<br>claims | \$19,122                                   | \$58,511                            |                                       | \$56,847 (1)                     | \$20,786                                   |
| Other reserves                 | 11,227                                     |                                     |                                       |                                  | 14,296                                     |
| Year Ended August 28,<br>1999: |  |                                     |                                       |                                  |  |
| Reserve for warranty<br>claims | \$20,786                                   | \$90,310                            | \$3,473 (2)                           | \$81,619 (1)                     | \$32,950                                   |
| Other reserves                 | 14,296                                     |                                     |                                       |                                  | 94,640 (3)                                 |

(1) Cost of product for warranty replacements, net of salvage and amounts collected from customers.

(2) Purchase accounting adjustments related to the acquisition of Chief Auto Parts Inc.

(3) Amount includes items classified in other accrued expenses and other long-term liabilities.

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**EXHIBIT INDEX**

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**no.**

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