

AUTOZONE INC
Form 8-K
December 21, 2017

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

Date of Report (Date of earliest event reported): December 20, 2017

AUTOZONE, INC.

(Exact name of registrant as specified in its charter)

Nevada
(State or other jurisdiction of
incorporation or organization)

1-10714
(Commission
File Number)
123 South Front Street

62-1482048
(IRS Employer
Identification No.)

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Memphis, Tennessee 38103

(Address of principal executive offices) (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 (see General Instruction A.2 below):

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)

Precommencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

Precommencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (17 CFR §230.405) or Rule 12b-2 of the Securities Exchange Act of 1934 (17 CFR §240.12b-2).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

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

(a) AutoZone's Annual Meeting of Stockholders was held on December 20, 2017.

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

Proposal 1: The stockholders elected ten directors, each of whom will hold office until the Annual Meeting of Stockholders to be held in 2018 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 | | | Broker Non-Votes |
|-------------------------|------------|-----------|-------------|---------------------|
| | Votes For | Against | Abstentions | |
| Douglas H. Brooks | 22,751,367 | 51,267 | 54,161 | 1,572,860 |
| Linda A. Goodspeed | 22,688,249 | 117,787 | 50,759 | 1,572,860 |
| Earl G. Graves, Jr. | 22,463,208 | 358,987 | 34,600 | 1,572,860 |
| Enderson Guimaraes | 22,666,787 | 137,150 | 52,858 | 1,572,860 |
| J. R. Hyde, III | 22,663,702 | 160,637 | 32,456 | 1,572,860 |
| D. Bryan Jordan | 22,653,094 | 152,529 | 51,172 | 1,572,860 |
| W. Andrew McKenna | 22,457,567 | 363,507 | 35,721 | 1,572,860 |
| George R. Mrkonjic, Jr. | 22,710,089 | 114,069 | 32,637 | 1,572,860 |
| Luis P. Nieto | 22,667,813 | 138,572 | 50,410 | 1,572,860 |
| William C. Rhodes, III | 21,457,037 | 1,254,215 | 145,543 | 1,572,860 |

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 25, 2018 was ratified by the stockholders. The tabulation of votes on this matter was as follows:

23,923,815 votes for
463,607 votes against
42,233 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:

21,760,240 votes for
1,050,509 votes against
46,046 abstentions
1,572,860 broker non-votes

Proposal 4: An annual advisory vote on executive compensation was approved, on an advisory basis, by stockholders. The tabulation of votes on this matter was as follows:

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| | |
|------------|-----------------------------|
| 21,513,649 | votes for every year |
| 14,581 | votes for every two years |
| 1,287,410 | votes for every three years |
| 41,155 | abstentions |
| 1,572,860 | broker non-votes |

SIGNATURES

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

AUTOZONE, INC.

By: /s/ Kristen C. Wright
Kristen C. Wright
Senior Vice President, General Counsel
and Secretary

Dated: December 21, 2017