# FORM 10-Q

Quarterly report pursuant to sections 13 or 15(d)

Filing Date: **2025-06-13** | Period of Report: **2025-05-10**
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## FILER

**AUTOZONE INC**
CIK:**866787**| IRS No.: **621482048** | State of Incorp.:**NV** | Fiscal Year End: **0830**
Type: **10-Q** | Act: **34** | File No.: **001-10714** | Film No.: **251046673**
SIC: **5531** Auto & home supply stores

Mailing Address
*123 S. FRONT ST.*
*DEPT 8074*
*MEMPHIS TN 38103*

Business Address
*123 SOUTH FRONT ST*
*DEPT 8074*
*MEMPHIS TN 38103*
*9014956500*

# UNITED STATES
# SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

# FORM 10-Q

☒ Quarterly report pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934
For the quarterly period ended May 10, 2025 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**<br>(State or other jurisdiction of incorporation or organization) | **62-1482048**<br>(I.R.S. Employer Identification No.) |
| **123 South Front Street, Memphis, Tennessee**<br>(Address of principal executive offices) | **38103**<br>(Zip Code) |

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

**Not applicable**
(Former name, former address and former fiscal year, if changed since last report)

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

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

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter periods that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes ☒ No ☐

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

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

| | |
|---|---|
| Large accelerated filer ☒ | Accelerated filer ☐ |
| Non-accelerated filer ☐ | Smaller reporting company ☐ |
| Emerging growth company ☐ | |

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

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

Indicate the number of shares outstanding of each of the issuer’s classes of common stock, as of the latest practicable date.

Common Stock, $.01 Par Value – 16,728,714 shares outstanding as of June 6, 2025.

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## PART I. FINANCIAL INFORMATION

### Item 1. Financial Statements.

**AUTOZONE, INC.**

**CONDENSED CONSOLIDATED BALANCE SHEETS**
(Unaudited)

| *(in thousands)* | May 10, 2025 | August 31, 2024 |
|---|---|---|
| **Assets** | | |
| Current assets: | | |
| Cash and cash equivalents | $ 268,625 | $ 298,172 |
| Accounts receivable | 588,514 | 545,575 |
| Merchandise inventories | 6,822,881 | 6,155,218 |
| Other current assets | 305,691 | 307,794 |
| Total current assets | 7,985,711 | 7,306,759 |
| | | |
| Property and equipment: | | |
| Property and equipment | 12,128,141 | 11,305,125 |
| Less: Accumulated depreciation and amortization | (5,400,923) | (5,121,586) |
| | 6,727,218 | 6,183,539 |
| | | |
| Operating lease right-of-use assets | 3,145,590 | 3,057,780 |
| Goodwill | 302,645 | 302,645 |
| Deferred income taxes | 100,910 | 83,689 |
| Other long-term assets | 359,909 | 242,126 |
| Total long-term assets | 3,909,054 | 3,686,240 |
| Total assets | $ 18,621,983 | $ 17,176,538 |
| | | |
| **Liabilities and Stockholders' Deficit** | | |
| Current liabilities: | | |
| Accounts payable | $ 7,887,417 | $ 7,355,701 |
| Current portion of operating lease liabilities | 314,919 | 266,855 |
| Accrued expenses and other | 1,095,921 | 1,060,746 |
| Income taxes payable | 167,278 | 30,941 |
| Total current liabilities | 9,465,535 | 8,714,243 |
| | | |
| Long-term debt | 8,853,110 | 9,024,381 |
| Operating lease liabilities, less current portion | 3,020,664 | 2,960,174 |
| Deferred income taxes | 412,429 | 447,067 |
| Other long-term liabilities | 844,650 | 780,287 |
| | | |
| 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; 16,869 shares issued and 16,724 shares outstanding as of May 10, 2025; 17,451 shares issued and 16,926 shares outstanding as of August 31, 2024 | 169 | 175 |
| Additional paid-in capital | 1,745,937 | 1,621,553 |
| Retained deficit | (4,812,803) | (4,424,982) |
| Accumulated other comprehensive loss | (357,051) | (361,618) |
| Treasury stock, at cost | (550,657) | (1,584,742) |
| Total stockholders' deficit | (3,974,405) | (4,749,614) |
| Total liabilities and stockholders' deficit | $ 18,621,983 | $ 17,176,538 |

**See Notes to Condensed Consolidated Financial Statements.**

**AUTOZONE, INC.**

**CONDENSED CONSOLIDATED STATEMENTS OF INCOME**
(Unaudited)

| *(in thousands, except per share data)* | Twelve Weeks Ended May 10, 2025 | Twelve Weeks Ended May 4, 2024 | Thirty-Six Weeks Ended May 10, 2025 | Thirty-Six Weeks Ended May 4, 2024 |
|---|---|---|---|---|
| Net sales | $4,464,339 | $4,235,485 | $12,695,991 | $12,284,888 |
| Cost of sales, including warehouse and delivery expenses | 2,110,816 | 1,969,963 | 5,946,010 | 5,725,698 |
| Gross profit | 2,353,523 | 2,265,522 | 6,749,981 | 6,559,190 |
| Operating, selling, general and administrative expenses | 1,487,349 | 1,365,341 | 4,335,891 | 4,067,163 |
| Operating profit | 866,174 | 900,181 | 2,414,090 | 2,492,027 |
| Interest expense, net | 111,285 | 104,422 | 327,736 | 298,426 |
| Income before income taxes | 754,889 | 795,759 | 2,086,354 | 2,193,601 |
| Income tax expense | 146,449 | 144,033 | 425,057 | 433,382 |
| Net income | $ 608,440 | $ 651,726 | $ 1,661,297 | $ 1,760,219 |
| | | | | |
| Weighted average shares for basic earnings per share | 16,746 | 17,273 | 16,815 | 17,434 |
| Effect of dilutive stock equivalents | 461 | 488 | 459 | 507 |
| Weighted average shares for diluted earnings per share | 17,207 | 17,761 | 17,274 | 17,941 |
| | | | | |
| Basic earnings per share | $ 36.33 | $ 37.73 | $ 98.80 | $ 100.96 |
| Diluted earnings per share | $ 35.36 | $ 36.69 | $ 96.17 | $ 98.11 |

**See Notes to Condensed Consolidated Financial Statements.**

**AUTOZONE, INC.**

**CONDENSED CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME**
(Unaudited)

| *(in thousands)* | Twelve Weeks Ended May 10, 2025 | Twelve Weeks Ended May 4, 2024 | Thirty-Six Weeks Ended May 10, 2025 | Thirty-Six Weeks Ended May 4, 2024 |
|---|---|---|---|---|
| Net income | $ 608,440 | $ 651,726 | $ 1,661,297 | $ 1,760,219 |
| Other comprehensive income (loss): | | | | |
| Foreign currency translation adjustments | 49,636 | 1,630 | 3,744 | (14,252) |
| Unrealized gains (losses) on marketable debt securities, net of taxes | 498 | (34) | (389) | 978 |
| Net derivative activities, net of taxes | 404 | 404 | 1,212 | 1,211 |
| Total other comprehensive income (loss) | 50,538 | 2,000 | 4,567 | (12,063) |
| Comprehensive income | $ 658,978 | $ 653,726 | $ 1,665,864 | $ 1,748,156 |

**See Notes to Condensed Consolidated Financial Statements.**

**AUTOZONE, INC.**

**CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS**
(Unaudited)

| *(in thousands)* | Thirty-Six Weeks Ended May 10, 2025 | Thirty-Six Weeks Ended May 4, 2024 |
|---|---|---|
| Cash flows from operating activities: | | |
| Net income | $ 1,661,297 | $ 1,760,219 |
| Adjustments to reconcile net income to net cash provided by operating activities: | | |
| Depreciation and amortization of property and equipment | 415,787 | 374,416 |
| Other non-cash income | (16,000) | (40,000) |
| Amortization of debt origination fees | 9,083 | 8,155 |
| Deferred income taxes | (59,320) | 9,016 |
| Share-based compensation expense | 85,584 | 71,314 |
| Changes in operating assets and liabilities: | | |
| Accounts receivable | (41,820) | (66,550) |
| Merchandise inventories | (642,317) | (353,813) |
| Accounts payable and accrued expenses | 603,613 | 126,488 |
| Income taxes | 135,953 | 69,746 |
| Other, net | 12,722 | (25,125) |
| Net cash provided by operating activities | 2,164,582 | 1,933,866 |
| Cash flows from investing activities: | | |
| Capital expenditures | (885,623) | (725,910) |
| Purchase of marketable debt securities | (54,250) | (17,551) |
| Proceeds from sale of marketable debt securities | 54,827 | 21,245 |
| Investment in tax credit equity investments | (50,424) | (193,327) |
| Other, net | 18,209 | (715) |
| Net cash used in investing activities | (917,261) | (916,258) |
| Cash flows from financing activities: | | |
| Net proceeds from commercial paper | 225,500 | 631,300 |
| Proceeds from issuance of debt | 500,000 | 1,000,000 |
| Repayment of debt | (900,000) | (300,000) |
| Net proceeds from sale of common stock | 111,008 | 154,367 |
| Purchase of treasury stock | (1,135,260) | (2,437,176) |
| Repayment of principal portion of finance lease liabilities | (74,096) | (62,455) |
| Other, net | (4,927) | (5,001) |
| Net cash used in financing activities | (1,277,775) | (1,018,965) |
| Effect of exchange rate changes on cash | 907 | (339) |
| Net decrease in cash and cash equivalents | (29,547) | (1,696) |
| Cash and cash equivalents at beginning of period | 298,172 | 277,054 |
| Cash and cash equivalents at end of period | $ 268,625 | $ 275,358 |

**See Notes to Condensed Consolidated Financial Statements.**

**AUTOZONE, INC.**

**CONDENSED CONSOLIDATED STATEMENTS OF STOCKHOLDERS' DEFICIT**
(Unaudited)

| | Twelve Weeks Ended May 10, 2025 | | | | | | |
|---|---|---|---|---|---|---|---|
| *(in thousands)* | Common Shares Issued | Common Stock | Additional Paid-in Capital | Retained Deficit | Accumulated Other Comprehensive Loss | Treasury Stock | Total |
| Balance at February 15, 2025 | 16,822 | $ 168 | $1,671,200 | $(5,421,243) | $ (407,589) | $(300,309) | $(4,457,773) |
| Net income | — | — | — | 608,440 | — | — | 608,440 |
| Total other comprehensive income | — | — | — | — | 50,538 | — | 50,538 |
| Purchase of 70 shares of treasury stock | — | — | — | — | — | (250,348) | (250,348) |
| Issuance of common stock under stock options and stock purchase plans | 47 | 1 | 46,706 | — | — | — | 46,707 |
| Share-based compensation expense | — | — | 28,031 | — | — | — | 28,031 |
| Balance at May 10, 2025 | 16,869 | $ 169 | $1,745,937 | $(4,812,803) | $ (357,051) | $(550,657) | $(3,974,405) |

| | Twelve Weeks Ended May 4, 2024 | | | | | | |
|---|---|---|---|---|---|---|---|
| *(in thousands)* | Common Shares Issued | Common Stock | Additional Paid-in Capital | Retained Deficit | Accumulated Other Comprehensive Loss | Treasury Stock | Total |
| Balance at February 10, 2024 | 17,351 | $ 174 | $1,485,789 | $(5,978,916) | $ (204,899) | $(139,469) | $(4,837,321) |
| Net income | — | — | — | 651,726 | — | — | 651,726 |
| Total other comprehensive income | — | — | — | — | 2,000 | — | 2,000 |
| Purchase of 242 shares of treasury stock | — | — | — | — | — | (734,713) | (734,713) |
| Issuance of common stock under stock options and stock purchase plans | 74 | — | 56,028 | — | — | — | 56,028 |
| Share-based compensation expense | — | — | 24,043 | — | — | — | 24,043 |
| Balance at May 4, 2024 | 17,425 | $ 174 | $1,565,860 | $(5,327,190) | $ (202,899) | $(874,182) | $(4,838,237) |

| | Thirty-Six Weeks Ended May 10, 2025 | | | | | | |
|---|---|---|---|---|---|---|---|
| *(in thousands)* | Common Shares Issued | Common Stock | Additional Paid-in Capital | Retained Deficit | Accumulated Other Comprehensive Loss | Treasury Stock | Total |
| Balance at August 31, 2024 | 17,451 | $ 175 | $1,621,553 | $(4,424,982) | $ (361,618) | $(1,584,742) | $(4,749,614) |
| Net income | — | — | — | 1,661,297 | — | — | 1,661,297 |
| Total other comprehensive income | — | — | — | — | 4,567 | — | 4,567 |
| Retirement of treasury shares | (710) | (7) | (69,877) | (2,049,118) | — | 2,119,002 | — |
| Purchase of 330 shares of treasury stock | — | — | — | — | — | (1,084,917) | (1,084,917) |
| Issuance of common stock under stock options and stock purchase plans | 128 | 1 | 111,007 | — | — | — | 111,008 |
| Share-based compensation expense | — | — | 83,254 | — | — | — | 83,254 |
| Balance at May 10, 2025 | 16,869 | $ 169 | $1,745,937 | $(4,812,803) | $ (357,051) | $ (550,657) | $(3,974,405) |

| | Thirty-Six Weeks Ended May 4, 2024 | | | | | | |
|---|---|---|---|---|---|---|---|
| | Common | | Additional | | Accumulated Other | | |

| (in thousands) | Shares Issued | Common Stock | Paid-in Capital | Retained Deficit | Comprehensive Loss | Treasury Stock | Total |
|---|---|---|---|---|---|---|---|
| Balance at August 26, 2023 | 18,936 | $ 189 | $1,484,992 | $(2,959,278) | $ (190,836) | $(2,684,961) | $(4,349,894) |
| Net income | — | — | — | 1,760,219 | — | — | 1,760,219 |
| Total other comprehensive loss | — | — | — | — | (12,063) | — | (12,063) |
| Retirement of treasury shares | (1,703) | (17) | (142,391) | (4,128,131) | — | 4,270,539 | — |
| Purchase of 905 shares of treasury stock | — | — | — | — | — | (2,459,760) | (2,459,760) |
| Issuance of common stock under stock options and stock purchase plans | 192 | 2 | 154,365 | — | — | — | 154,367 |
| Share-based compensation expense | — | — | 68,894 | — | — | — | 68,894 |
| Balance at May 4, 2024 | 17,425 | $ 174 | $1,565,860 | $(5,327,190) | $ (202,899) | $ (874,182) | $(4,838,237) |

**See Notes to Condensed Consolidated Financial Statements.**

**AUTOZONE, INC.**
**NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS**
(Unaudited)

**Note A – General**

The accompanying unaudited Condensed Consolidated Financial Statements have been prepared in accordance with United States ("U.S.") generally accepted accounting principles ("U.S. GAAP") for interim financial information and are presented in accordance with the requirements of Form 10-Q and Article 10 of Regulation S-X of the Securities and Exchange Commission's (the "SEC") rules and regulations. Accordingly, they do not include all of the information and footnotes required by U.S. GAAP for complete financial statements. In the opinion of management, all adjustments, including normal recurring accruals, considered necessary for a fair presentation have been included. For further information, refer to the consolidated financial statements and related notes included in the AutoZone, Inc. ("AutoZone" or the "Company") Annual Report on Form 10-K for the year ended August 31, 2024.

Operating results for the twelve and thirty-six weeks ended May 10, 2025, are not necessarily indicative of the results that may be expected for the full fiscal year ending August 30, 2025. Each of the first three quarters of AutoZone's fiscal year consists of 12 weeks, and the fourth quarter consists of 16 or 17 weeks. The fourth quarter of fiscal 2025 has 16 weeks, and the fourth quarter of fiscal 2024 had 17 weeks.

**Recently Issued Accounting Pronouncements**

In November 2023, the Financial Accounting Standards Board ("FASB") issued Accounting Standards Update ("ASU") 2023-07, *Segment Reporting (Topic 280)*. The amendments in this ASU require disclosures, on an annual and interim basis, of significant segment expenses that are regularly provided to the chief operating decision maker (CODM), as well as the aggregate amount of other segment items included in the reported measure of segment profit or loss. This ASU requires that a public entity disclose the title and position of the CODM and an explanation of how the CODM uses the reported measure(s) of segment profit or loss. Public entities will be required to provide all annual disclosures currently required by Topic 280 in interim periods, and entities with a single reportable segment are required to provide all the disclosures required by the amendments in the update and existing segment disclosures in Topic 280. ASU 2023-07 is effective for fiscal years beginning after December 15, 2023, and interim periods within fiscal years beginning after December 15, 2024, and requires retrospective adoption. Early adoption is permitted. The Company will adopt this standard with its fiscal 2025 annual filing. The Company is currently evaluating these new disclosure requirements and the impact of adoption.

In December 2023, the FASB issued ASU 2023-09, *Income Taxes (Topic 740)*. The amendments in this ASU are intended to enhance the transparency of income tax information by updating income tax disclosure requirements. The guidance is effective for public entities for annual periods beginning after December 15, 2024, and early adoption is permitted. The amendments in this ASU should be applied on a prospective basis; however, retrospective application is permitted. The Company will adopt this standard with its fiscal 2026 annual filing. The Company is currently evaluating these new disclosure requirements and does not expect the adoption to have a material impact.

In November 2024, the FASB issued ASU 2024-03, *Income Statement – Reporting Comprehensive Income – Expense Disaggregation Disclosures (Subtopic 220-40)*. This ASU requires disclosure in the notes to the financial statements, at each interim and annual reporting period, of specified information about certain costs and expenses including purchases of inventory, employee compensation, depreciation and intangible asset amortization included in each relevant expense caption. Also required is a qualitative description of the amounts remaining in relevant expense captions that are not separately disaggregated. This ASU is effective for all public entities for annual reporting periods beginning after December 15, 2026, and interim periods within annual reporting periods beginning after December 15, 2027, and early adoption is permitted. This ASU should be applied either prospectively to financial statements issued after the effective date of this update or retrospectively to all prior periods presented in the financial statements. The Company will adopt this standard with its fiscal 2028 annual filing. The Company is currently evaluating these new disclosure requirements and the impact of adoption.

**Note B – Merchandise Inventories**

Merchandise inventories include related purchasing, storage and handling costs. Inventory cost has been determined using the last-in, first-out ("LIFO") method stated at the lower of cost or market value for domestic inventories and the weighted average cost method stated at the lower of cost or net realizable value for Mexico and Brazil inventories. The Company's policy is not to write up inventory in excess of replacement cost. Due to price changes on the Company's merchandise purchases, primarily driven by fluctuating freight costs, the Company's LIFO credit reserve balance decreased to $3.0 million at May 10, 2025, from $19.0 million at August 31, 2024. Increases to the Company's LIFO credit reserve balance are recorded as a non-cash charge to cost of sales and decreases are recorded as a non-cash benefit to cost of sales.

**Note C – Variable Interest Entities**

The Company invests in certain tax credit funds that promote renewable energy and generate a return primarily through the realization of federal tax credits. The Company considers its investments in these tax credit funds as investments in variable interest entities ("VIEs"). The Company evaluates the investment in any VIE to determine whether it is the primary beneficiary. The Company considers a variety of factors in identifying the entity that holds the power to direct matters that most significantly impact the VIE's economic performance including, but not limited to, the ability to direct financing, leasing, construction and other operating decisions and activities. As of May 10, 2025, the Company held tax credit equity investments that were deemed to be VIEs and determined that it was not the primary beneficiary of the entities, as it did not have the power to direct the activities that most significantly impacted the entities and accounted for these investments using the equity method. The Company's maximum exposure to losses is generally limited to its net investment, which was $104.3 million and $53.9 million as of May 10, 2025, and August 31, 2024, respectively, and was included in Other long-term assets in the Condensed Consolidated Balance Sheets.

**Note D – Fair Value Measurements**

The Company defines fair value as the price received to transfer an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. In accordance with ASC 820, *Fair Value Measurements and Disclosures*, the Company uses the fair value hierarchy, which prioritizes the inputs used to measure fair value. The hierarchy, as defined below, gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities and the lowest priority to unobservable inputs. The three levels of the fair value hierarchy are set forth below:

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

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

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

*Marketable Debt Securities Measured at Fair Value on a Recurring Basis*

The Company's marketable debt securities measured at fair value on a recurring basis were as follows:

| *(in thousands)* | May 10, 2025 Level 1 | Level 2 | Level 3 | Fair Value |
|---|---|---|---|---|
| Other current assets | $ 9,909 | $ 9,084 | $ — | $ 18,993 |
| Other long-term assets | 50,646 | 51,465 | — | 102,111 |
| | $ 60,555 | $ 60,549 | $ — | $ 121,104 |

| *(in thousands)* | August 31, 2024 Level 1 | Level 2 | Level 3 | Fair Value |
|---|---|---|---|---|
| Other current assets | $ 26,697 | $ 11,734 | $ — | $ 38,431 |
| Other long-term assets | 27,031 | 56,696 | — | 83,727 |
| | $ 53,728 | $ 68,430 | $ — | $ 122,158 |

At May 10, 2025, and August 31, 2024, the fair value measurement amounts for assets and liabilities recorded in the accompanying Condensed Consolidated Balance Sheets consisted of short-term marketable debt securities of $19.0 million and $38.4 million, respectively, which are included in Other current assets, and long-term marketable debt securities of $102.1 million and $83.7 million, respectively, which are included in Other long-term assets. The Company's marketable debt securities are typically valued at the closing price in the principal active market as of the last business day of the quarter or through the use of other market inputs relating to the securities, including benchmark yields and reported trades. The fair values of the marketable debt securities, by asset class, are described in "Note E – Marketable Debt Securities."

*Financial Instruments not Recognized at Fair Value*

The Company has financial instruments, including cash and cash equivalents, accounts receivable, other current assets and accounts payable. The carrying amounts of these financial instruments approximate fair value because of their short maturities. A discussion of the carrying values and fair values of the Company's debt is included in "Note H – Financing."

**Note E – Marketable Debt Securities**

The Company holds marketable debt securities in its wholly-owned insurance captive subsidiary. These securities are carried at fair value, with unrealized gains and losses, net of income taxes, recorded in Accumulated other comprehensive loss until realized, and any credit risk related losses are recognized in net income in the period incurred. The Company's basis for determining the cost of a security sold is the "Specific Identification Model."

The Company's available-for-sale marketable debt securities consisted of the following:

| *(in thousands)* | May 10, 2025 Amortized Cost Basis | Gross Unrealized Gains | Gross Unrealized Losses | Fair Value |
|---|---|---|---|---|
| Corporate debt securities | $ 26,081 | $ 92 | $ (195) | $ 25,978 |
| Government bonds | 58,790 | 501 | (423) | 58,868 |
| Mortgage-backed securities | 22,432 | 108 | (215) | 22,325 |
| Asset-backed securities and other | 13,912 | 40 | (19) | 13,933 |
| | $121,215 | $ 741 | $ (852) | $121,104 |

| (in thousands) | August 31, 2024 Amortized Cost Basis | Gross Unrealized Gains | Gross Unrealized Losses | Fair Value |
|---|---|---|---|---|
| Corporate debt securities | $ 32,355 | $ 183 | $ (78) | $ 32,460 |
| Government bonds | 50,251 | 483 | (493) | 50,241 |
| Mortgage-backed securities | 22,859 | 326 | (95) | 23,090 |
| Asset-backed securities and other | 16,327 | 66 | (26) | 16,367 |
| | $121,792 | $ 1,058 | $ (692) | $122,158 |

The contractual maturities of the Company's available for sale marketable debt securities are as follows:

| (in thousands) | May 10, 2025 Amortized Cost Basis | Fair Value |
|---|---|---|
| Due within one year | $ 20,607 | $ 18,993 |
| Due after one year through five years | 45,465 | 47,256 |
| Due after five years through ten years | 38,753 | 38,629 |
| Due after ten years | 16,390 | 16,226 |
| | $ 121,215 | $ 121,104 |

The Company held 65 securities that were in an unrealized loss position of approximately $0.9 million at May 10, 2025, and 45 securities in an unrealized loss position of approximately $0.7 million at August 31, 2024. In evaluating whether a credit loss exists for the securities, the Company considers factors such as the severity of the loss position, the credit worthiness of the investee, the term to maturity and the intent and ability to hold the investments until maturity or until recovery of fair value. An allowance for credit losses was deemed unnecessary given consideration of the factors above. The Company did not realize any material gains or losses on its marketable debt securities during the thirty-six week period ended May 10, 2025, and the comparable prior year period.

Included above in total available-for-sale marketable debt securities are $114.5 million and $111.5 million of marketable debt securities transferred by the Company's insurance captive to a trust account to secure its obligations to an insurance company related to future workers' compensation and casualty losses as of May 10, 2025, and August 31, 2024, respectively.

**Note F – Supplier Financing Programs**

The Company has arrangements with third-party financial institutions to confirm invoice balances owed by the Company to certain suppliers and pay the financial institutions the confirmed amounts on the invoice due dates. These arrangements allow the Company's inventory suppliers, at their sole discretion, to enter into agreements directly with these financial institutions to finance the Company's obligations to the suppliers at terms negotiated between the suppliers and the financial institutions. Supplier participation is optional and our obligations to our suppliers, including the amount and dates due, are not impacted by our suppliers' decision to enter into an agreement with a third-party financial institution. As of May 10, 2025, and August 31, 2024, the Company had supplier obligations outstanding that had been confirmed under these arrangements of $5.2 billion and $4.9 billion respectively, which are included in Accounts payable and $288.1 million and $226.7 million, respectively, which are included in Other long-term liabilities in the Condensed Consolidated Balance Sheets.

**Note G – Litigation**

The Company is involved in various legal proceedings incidental to the conduct of its business, including, but not limited to, claims and allegations related to wage and hour violations, unlawful termination, employment practices, product liability, privacy and cybersecurity, environmental matters, intellectual property rights or regulatory compliance. 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 H – Financing**

The Company's debt consisted of the following:

| *(in thousands)* | May 10, 2025 | August 31, 2024 |
|---|---|---|
| 3.250% Senior Notes due April 2025, effective interest rate 3.36% | $ — | $ 400,000 |
| 3.625% Senior Notes due April 2025, effective interest rate 3.78% | — | 500,000 |
| 3.125% Senior Notes due April 2026, effective interest rate 3.28% | 400,000 | 400,000 |
| 5.050% Senior Notes due July 2026, effective interest rate 5.09% | 450,000 | 450,000 |
| 3.750% Senior Notes due June 2027, effective interest rate 3.83% | 600,000 | 600,000 |
| 4.500% Senior Notes due February 2028, effective interest rate 4.43% | 450,000 | 450,000 |
| 6.250% Senior Notes due November 2028, effective interest rate 6.46% | 500,000 | 500,000 |
| 3.750% Senior Notes due April 2029, effective interest rate 3.86% | 450,000 | 450,000 |
| 5.100% Senior Notes due July 2029, effective interest rate 5.30% | 600,000 | 600,000 |
| 4.000% Senior Notes due April 2030, effective interest rate 4.09% | 750,000 | 750,000 |
| 5.125% Senior Notes due June 2030, effective interest rate 5.14% | 500,000 | — |
| 1.650% Senior Notes due January 2031, effective interest rate 2.19% | 600,000 | 600,000 |
| 4.750% Senior Notes due August 2032, effective interest rate 4.76% | 750,000 | 750,000 |
| 4.750% Senior Notes due February 2033, effective interest rate 4.70% | 550,000 | 550,000 |
| 5.200% Senior Notes due August 2033, effective interest rate 5.22% | 300,000 | 300,000 |
| 6.550% Senior Notes due November 2033, effective interest rate 6.71% | 500,000 | 500,000 |
| 5.400% Senior Notes due July 2034, effective interest rate 5.54% | 700,000 | 700,000 |
| Commercial paper, weighted average interest rate 4.56% at May 10, 2025 and 5.40% at August 31, 2024 | 805,500 | 580,000 |
| Total debt before discounts and debt issuance costs | 8,905,500 | 9,080,000 |
| Less: Discounts and debt issuance costs | 52,390 | 55,619 |
| Long-term debt | $8,853,110 | $9,024,381 |

The Company has entered into a revolving credit facility (as amended from time to time, the "Revolving Credit Agreement") with a borrowing capacity of $2.25 billion. The maximum borrowing under the Revolving Credit Agreement may, at the Company's option, subject to lenders' approval, be increased from $2.25 billion to $3.25 billion. On November 15, 2024, the Company amended the Revolving Credit Agreement to extend the termination date by one year. As amended, the Revolving Credit Agreement will terminate, and all amounts borrowed will be due and payable on November 15, 2028. Revolving borrowings under the Revolving Credit Agreement may be base rate loans, Term Secured Overnight Financing Rate ("SOFR") loans, or a combination of both, at AutoZone's election. The Revolving Credit Agreement includes (i) a $75 million sublimit for swingline loans, (ii) a $50 million individual issuer letter of credit sublimit and (iii) a $250 million aggregate sublimit for all letters of credit.

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

As of May 10, 2025, and August 31, 2024, the Company had no outstanding borrowings and $1.7 million and $1.8 million, respectively, of outstanding letters of credit under the Revolving Credit Agreement.

The Company also maintained a letter of credit facility that allowed it to request the participating bank to issue letters of credit on its behalf up to an aggregate amount of $25 million. The letter of credit facility was in addition to the letters of credit that may be issued under the Revolving Credit Agreement. As of August

31, 2024, the Company had no letters of credit outstanding under the letter of credit facility, which was terminated in September 2024.

In addition to the outstanding letters of credit issued under the Revolving Credit Agreement discussed above, the Company had $150.5 million and $141.6 million in letters of credit outstanding as of May 10, 2025, and August 31, 2024, respectively. These letters of credit have various maturity dates and were issued on an uncommitted basis. Additionally, the Company's total surety bonds commitment was $97.7 million at May 10, 2025, compared with $48.9 million at August 31, 2024. Since its fiscal year end, the Company has canceled, issued and modified stand-by letters of credit that are primarily renewed on an annual basis to cover deductible payments to its casualty insurance carriers.

As of May 10, 2025, the $805.5 million commercial paper borrowings and the $400 million 3.125% Senior Notes due April 2026 were classified as long-term debt in the accompanying Condensed Consolidated Balance Sheets as the Company currently has the ability and intent to refinance them on a long-term basis through available capacity under its Revolving Credit Agreement. As of May 10, 2025, the Company had $2.2 billion of availability under its Revolving Credit Agreement, which would allow it to replace these short-term obligations with a long-term financing facility.

On April 15, 2025, the Company repaid its outstanding $400 million 3.250% Senior Notes due April 2025 and its $500 million 3.625% Senior Notes due April 2025.

On April 14, 2025, the Company issued $500 million 5.125% Senior Notes due June 2030. Proceeds from the debt issuance were used for general corporate purposes.

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

The fair value of the Company's debt was estimated at $8.8 billion and $9.0 billion as of May 10, 2025, and August 31, 2024, respectively, 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 less than the carrying value of debt by $57.9 million and greater than the carrying value of debt by $3.5 million at May 10, 2025, and August 31, 2024, respectively, which reflects the face amount, adjusted for any unamortized debt issuance costs and discounts.

As of May 10, 2025, the Company was in compliance with all covenants and expects to remain in compliance with all covenants under its borrowing arrangements.

**Note I – Stock Repurchase Program**

From January 1, 1998, to May 10, 2025, the Company has repurchased a total of 155.5 million shares of its common stock at an aggregate cost of $38.1 billion, including 330.3 thousand shares of its common stock at an aggregate cost of $1.1 billion during the thirty-six week period ended May 10, 2025.

On June 19, 2024, the Board voted to authorize the repurchase of an additional $1.5 billion of the Company's common stock in connection with its ongoing share repurchase program, which raised the total value of shares authorized to be repurchased to $39.2 billion. Considering the cumulative repurchases as of May 10, 2025, the Company had $1.1 billion remaining under the Board's authorization to repurchase its common stock.

During the thirty-six week period ended May 10, 2025, the Company retired 0.7 million shares of treasury stock which had been previously repurchased under the Company's share repurchase program. The retirement increased Retained deficit by $2.0 billion and decreased Additional paid-in capital by $69.9 million. During the comparable prior year period, the Company retired 1.7 million shares of treasury stock, which increased Retained deficit by $4.1 billion and decreased Additional paid-in capital by $142.4 million.

Subsequent to May 10, 2025, and through June 6, 2025, the Company has repurchased 2.7 thousand shares of its common stock at an aggregate cost of $10.0 million.

**Note J – Accumulated Other Comprehensive Loss**

Accumulated other comprehensive loss includes foreign currency translation adjustments, net unrealized gains (losses) on marketable debt securities, and net derivative activities.

Changes in Accumulated other comprehensive loss for the twelve week periods ended May 10, 2025, and May 4, 2024, consisted of the following:

| *(in thousands)* | Foreign Currency and Other(1) | Net Unrealized Gain (Loss) on Securities | Derivatives | Total |
|---|---|---|---|---|
| Balance at February 15, 2025 | $(397,164) | $ (587) | $ (9,838) | $(407,589) |
| Other comprehensive income before reclassifications(2) | 49,636 | 511 | — | 50,147 |
| Amounts reclassified from Accumulated other comprehensive loss(2) | — | (13) | 404 | 391 |
| Balance at May 10, 2025 | $(347,528) | $ (89) | $ (9,434) | $(357,051) |

| *(in thousands)* | Foreign Currency and Other(1) | Net Unrealized Gain (Loss) on Securities | Derivatives | Total |
|---|---|---|---|---|
| Balance at February 10, 2024 | $(192,439) | $ (839) | $ (11,621) | $(204,899) |
| Other comprehensive income (loss) before reclassifications(2) | 1,630 | (34) | — | 1,596 |
| Amounts reclassified from Accumulated other comprehensive loss(2) | — | — | 404 | 404 |
| Balance at May 4, 2024 | $(190,809) | $ (873) | $ (11,217) | $(202,899) |

Changes in Accumulated other comprehensive loss for the thirty-six week periods ended May 10, 2025, and May 4, 2024, consisted of the following:

| *(in thousands)* | Foreign Currency and Other(1) | Net Unrealized Gain (Loss) on Securities | Derivatives | Total |
|---|---|---|---|---|
| Balance at August 31, 2024 | $(351,272) | $ 300 | $ (10,646) | $(361,618) |
| Other comprehensive income (loss) before reclassifications(2) | 3,744 | (359) | — | 3,385 |
| Amounts reclassified from Accumulated other comprehensive loss(2) | — | (30) | 1,212 | 1,182 |
| Balance at May 10, 2025 | $(347,528) | $ (89) | $ (9,434) | $(357,051) |

| *(in thousands)* | Foreign Currency and Other(1) | Net Unrealized Gain (Loss) on Securities | Derivatives | Total |
|---|---|---|---|---|
| Balance at August 26, 2023 | $(176,557) | $ (1,851) | $ (12,428) | $(190,836) |
| Other comprehensive (loss) income before reclassifications(2) | (14,252) | 978 | — | (13,274) |
| Amounts reclassified from Accumulated other comprehensive loss(2) | — | — | 1,211 | 1,211 |
| Balance at May 4, 2024 | $(190,809) | $ (873) | $ (11,217) | $(202,899) |

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

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

**Note K – Share-Based Payments**

AutoZone maintains several equity incentive plans, which provide equity-based compensation to non-employee directors and eligible employees for their service to AutoZone, its subsidiaries or affiliates. The Company recognizes compensation expense for share-based payments based on the fair value of the awards at the grant date. Share-based payments include stock option grants, restricted stock grants, restricted stock unit grants, stock appreciation rights, discounts on shares sold to employees under share purchase plans and other awards. Additionally, directors' fees are paid in restricted stock units with value equivalent to the value of shares of common stock as of the grant date. The change in fair value of liability-based stock awards is also recognized in share-based compensation expense.

Stock Options:

The Company grants options to purchase common stock to certain of its employees under its equity incentive plans at prices equal to or above the market value of the stock on the date of grant. Option-vesting periods range from four to five years, with the majority of options vesting ratably over four years. The fair value of each option is amortized into compensation expense on a straight-line basis over the requisite service period, less estimated forfeitures. Employees who meet the qualified retirement provisions under the AutoZone, Inc. 2020 Omnibus Incentive Award Plan are assumed to have a 0% forfeiture rate. All other employee grants assume a 10% forfeiture rate, which is based on historical experience.

The Company made stock option grants for 122,802 shares during the thirty-six week period ended May 10, 2025, and 134,821 shares during the comparable prior year period.

The weighted average fair value of the stock option awards granted during the thirty-six week periods ended May 10, 2025, and May 4, 2024, using the Black-Scholes-Merton multiple-option pricing valuation model, was $1,026.36 and $915.03 per share, respectively, using the following weighted average key assumptions:

| | Thirty-Six Weeks Ended | |
|---|---|---|
| | May 10, 2025 | May 4, 2024 |
| Expected price volatility | 26 % | 29 % |
| Risk-free interest rate | 4.0 % | 4.8 % |
| Weighted average expected lives (in years) | 5.5 | 5.4 |
| Forfeiture rate | 7 % | 7 % |
| Dividend yield | 0 % | 0 % |

During the thirty-six week period ended May 10, 2025, and the comparable prior year period, 117,698 and 185,304 stock options, respectively, were exercised at a weighted average exercise price of $906.53 and $801.74, respectively.

As of May 10, 2025, total unrecognized share-based expense related to stock options, net of estimated forfeitures, was approximately $146.9 million, before income taxes, which we expect to recognize over an estimated weighted average period of 2.9 years.

Restricted Stock Units:

Restricted stock unit awards are valued at the market price of a share of the Company's stock on the date of grant. Grants of employee restricted stock units vest ratably on an annual basis over a four-year service period and are payable in shares of common stock on the vesting date. Compensation expense for grants of employee restricted stock units is recognized on a straight-line basis over the four-year service period, less estimated forfeitures, which are consistent with stock option forfeiture assumptions. Grants of non-employee director restricted stock units are made and expensed on January 1 of each year, as they vest immediately.

The Company made grants of 2,743 and 3,173 restricted stock unit awards at weighted average grant date fair values of $3,155.36 and $2,560.56, respectively, during the thirty-six week periods ended May 10, 2025, and May 4, 2024.

During the thirty-six week period ended May 10, 2025, and the comparable prior year period, 3,218 and 4,741 restricted stock unit awards, respectively, were vested at a weighted average grant date fair value of $2,041.04 and $1,617.00, respectively.

As of May 10, 2025, total unrecognized stock-based compensation expense related to nonvested restricted stock unit awards, net of estimated forfeitures, was approximately $8.9 million, before income taxes, which we expect to recognize over an estimated weighted average period of 2.7 years.

Total share-based compensation expense (a component of Operating, selling, general and administrative expenses) for the twelve and thirty-six week periods ended May 10, 2025, was $29.0 million and $85.6 million, respectively. For the comparable prior year periods, total share-based compensation expense was $25.4 million and $71.3 million, respectively.

For the twelve and thirty-six week periods ended May 10, 2025, 125,197 and 114,925, respectively, stock options were excluded from the diluted earnings per share computation because they would have been anti-dilutive. For the comparable prior year periods, 131,280 and 115,997 anti-dilutive stock options were excluded from the dilutive earnings per share computation.

See AutoZone's Annual Report on Form 10-K for the year ended August 31, 2024, and other filings with the SEC for a discussion regarding the methodology used in developing AutoZone's assumptions to determine the fair value of the option awards and a description of AutoZone's Amended and Restated 2011 Equity Incentive Award Plan, the AutoZone, Inc. 2020 Omnibus Incentive Award Plan and the Director Compensation Program.

**Note L – Cloud Computing Arrangements**

The Company capitalizes implementation costs associated with its cloud computing arrangements when incurred, consistent with the treatment of costs capitalized for internal use software. These costs begin amortization once the related software is placed in service and will be amortized over the remaining non-cancellable term of the hosting agreement, plus any renewal periods that are reasonably certain to be exercised, and are recorded within Operating, selling, general and administrative expenses in the Company's Condensed Consolidated Statements of Income, the same line item as the related hosting fees. No amortization expenses have been recorded in the twelve and thirty-six weeks ended May 10, 2025, or the comparable prior year periods. Capitalized cloud-based enterprise resource planning (ERP) software implementation costs were $17.1 million at May 10, 2025, which were recorded within Other long-term assets on the Company's Condensed Consolidated Balance Sheets. No cloud-based software implementation costs were recorded at August 31, 2024. Cloud computing arrangement implementation costs are classified within operating activities in the Company's Condensed Consolidated Statements of Cash Flows.

**Note M – Segment Reporting**

The Company's primary operating segments (Domestic Auto Parts, Mexico and Brazil) are aggregated as one reportable segment: Auto Parts Stores. The criteria the Company used to identify the reportable segment are primarily the nature of the products the Company sells and the operating results that are regularly reviewed by the Company's chief operating decision maker to make decisions about the resources to be allocated to the business units and to assess performance. The accounting policies of the Company's reportable segment are the same as those described in "Note A – Significant Accounting Policies" in its Annual Report on Form 10-K for the year ended August 31, 2024.

The Auto Parts Stores segment is a retailer and distributor of automotive parts and accessories through the Company's 7,516 stores in the U.S., Mexico and Brazil. Each store carries an extensive product line for cars, sport utility vehicles, vans and light trucks, including new and remanufactured automotive hard parts, maintenance items, accessories and non-automotive products.

The Other category reflects business activities of two operating segments that are not separately reportable due to the materiality of these operating segments. The operating segments include ALLDATA, which produces, sells and maintains automotive diagnostic, repair and shop management software used in the automotive repair industry, and E-commerce, which includes direct sales to customers through www.autozone.com for sales that are not fulfilled by local stores.

The Company evaluates its reportable segment primarily on the basis of net sales and segment profit, which is defined as gross profit. Segment results for the periods presented were as follows:

| | Twelve Weeks Ended | | Thirty-Six Weeks Ended | |
|---|---|---|---|---|
| *(in thousands)* | May 10, 2025 | May 4, 2024 | May 10, 2025 | May 4, 2024 |
| **Net Sales** | | | | |
| Auto Parts Stores | $ 4,378,327 | $ 4,156,411 | $ 12,452,425 | $ 12,058,444 |
| Other | 86,012 | 79,074 | 243,566 | 226,444 |
| Total | $ 4,464,339 | $ 4,235,485 | $ 12,695,991 | $ 12,284,888 |
| | | | | |
| **Segment Profit** | | | | |
| Auto Parts Stores | $ 2,303,506 | $ 2,218,950 | $ 6,606,161 | $ 6,424,651 |
| Other | 50,017 | 46,572 | 143,820 | 134,539 |
| Gross profit | 2,353,523 | 2,265,522 | 6,749,981 | 6,559,190 |
| Operating, selling, general and administrative expenses | (1,487,349) | (1,365,341) | (4,335,891) | (4,067,163) |
| Interest expense, net | (111,285) | (104,422) | (327,736) | (298,426) |
| Income before income taxes | $ 754,889 | $ 795,759 | $ 2,086,354 | $ 2,193,601 |

## Report of Independent Registered Public Accounting Firm

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

**Results of Review of Interim Financial Statements**

We have reviewed the accompanying condensed consolidated balance sheet of AutoZone, Inc. (the Company) as of May 10, 2025, the related condensed consolidated statements of income, comprehensive income and stockholders' deficit for the twelve and thirty-six week periods ended May 10, 2025, and May 4, 2024, the condensed consolidated statements of cash flows for the thirty-six week periods ended May 10, 2025, and May 4, 2024, and the related notes (collectively referred to as the "condensed consolidated interim financial statements"). Based on our reviews, we are not aware of any material modifications that should be made to the condensed consolidated interim financial statements for them to be in conformity with U.S. generally accepted accounting principles.

We have previously audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States) (PCAOB), the consolidated balance sheet of the Company as of August 31, 2024, the related consolidated statements of income, comprehensive income, stockholders' deficit and cash flows for the year then ended, and the related notes (not presented herein); and in our report dated October 28, 2024, we expressed an unqualified audit opinion on those consolidated financial statements. In our opinion, the information set forth in the accompanying condensed consolidated balance sheet as of August 31, 2024, is fairly stated, in all material respects, in relation to the consolidated balance sheet from which it has been derived.

**Basis for Review Results**

These financial statements are the responsibility of the Company's management. We are a public accounting firm registered with the PCAOB and are required to be independent with respect to the Company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the SEC and the PCAOB. We conducted our review in accordance with the standards of the PCAOB. A review of interim financial statements consists principally of applying analytical procedures and making inquiries of persons responsible for financial and accounting matters. It is substantially less in scope than an audit conducted in accordance with the standards of the PCAOB, the objective of which is the expression of an opinion regarding the financial statements taken as a whole. Accordingly, we do not express such an opinion.

/s/ Ernst & Young LLP

Memphis, Tennessee

June 13, 2025

## Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations.

In Management's Discussion and Analysis of Financial Condition and Results of Operations ("MD&A"), we provide a historical and prospective narrative of our general financial condition, results of operations, liquidity and certain other factors that may affect the future results of AutoZone, Inc. ("AutoZone" or the "Company"). The following MD&A discussion should be read in conjunction with our Condensed Consolidated Financial Statements, related notes to those statements and other financial information, including forward-looking statements and risk factors, that appear elsewhere in this Quarterly Report on Form 10-Q, our Annual Report on Form 10-K for the year ended August 31, 2024, and other filings we make with the SEC.

### Forward-Looking Statements

Certain statements herein constitute forward-looking statements that are subject to the safe harbor provisions of the Private Securities Litigation Reform Act of 1995. Forward-looking statements typically use words such as "believe," "anticipate," "should," "intend," "plan," "will," "expect," "estimate," "project," "positioned," "strategy," "seek," "may," "could" and similar expressions. These statements are based on assumptions and assessments made by our management in light of experience, historical trends, current conditions, expected future developments and other factors that we believe appropriate. These forward-looking statements are subject to a number of risks and uncertainties, including without limitation: product demand, due to changes in fuel prices, miles driven or otherwise; energy prices; weather, including extreme temperatures and natural disasters; competition; credit market conditions; cash flows; access to financing on favorable terms; future stock repurchases; the impact of recessionary conditions; consumer debt levels; changes in laws or regulations; risks associated with self-insurance; war and the prospect of war, including terrorist activity; public health issues; inflation, including wage inflation; exchange rates; the ability to hire, train and retain qualified employees, including members of management; construction delays; failure or interruption of our information technology systems; issues relating to the confidentiality, integrity or availability of information, including due to cyber-attacks; historic growth rate sustainability; downgrade of our credit ratings; damage to our reputation; challenges associated with doing business in and expanding into international markets; origin and raw material costs of suppliers; inventory availability; disruption in our supply chain; tariffs, trade policies and other geopolitical factors; new accounting standards; our ability to execute our growth initiatives; and other business interruptions. These and other risks and uncertainties are discussed in more detail in the "Risk Factors" section contained in Item 1A under Part 1 of our Annual Report on Form 10-K for the year ended August 31, 2024. Forward-looking statements are not guarantees of future performance and actual results may differ materially from those contemplated by such forward-looking statements. Events described above and in the "Risk Factors" could materially and adversely affect our business. However, it is not possible to identify or predict all such risks and other factors that could affect these forward-looking statements. Forward-looking statements speak only as of the date made. Except as required by applicable law, we undertake no obligation to update publicly any forward-looking statements, whether as a result of new information, future events or otherwise.

### Overview

We are the leading retailer and distributor of automotive replacement parts and accessories in the Americas. We began operations in 1979 and at May 10, 2025, operated 6,537 stores in the U.S., 838 stores in Mexico and 141 stores in Brazil. Each store carries an extensive product line for cars, sport utility vehicles, vans and light duty trucks, including new and remanufactured automotive hard parts, maintenance items, accessories and non-automotive products. At May 10, 2025, in 6,011 of our domestic stores as well as the vast majority of our stores in Mexico and Brazil, we had a commercial sales program that provides prompt delivery of parts and other products and commercial credit to local, regional and national repair garages, dealers, service stations, fleet owners and other accounts. We also sell automotive hard parts, maintenance items, accessories and non-automotive products through www.autozone.com, and our commercial customers can make purchases through www.autozonepro.com. Additionally, we sell the ALLDATA brand automotive diagnostic, repair, collision and shop management software through www.alldata.com. We also provide product information on our Duralast branded products through www.duralastparts.com. We do not derive revenue from automotive repair or installation services. Our websites and the information contained therein or linked thereto are not intended to be incorporated into this report.

Operating results for the twelve and thirty-six weeks ended May 10, 2025, are not necessarily indicative of the results that may be expected for the fiscal year ending August 30, 2025. Each of the first three quarters of our fiscal year consists of 12 weeks, and the fourth quarter consists of 16 or 17 weeks. The fourth quarter of fiscal 2025 has 16 weeks, and the fourth quarter of fiscal 2024 had 17 weeks. Our business is somewhat seasonal in nature, with the highest sales generally occurring during the months of February through September, and the lowest sales generally occurring in the months of December and January.

**Executive Summary**

Net sales increased to $4.5 billion, a 5.4% increase over the comparable prior year quarter. Operating profit decreased 3.8% to $866.2 million, net income decreased 6.6% to $608.4 million and diluted earnings per share decreased 3.6% to $35.36 for the quarter. The third quarter was negatively impacted by unfavorable foreign currency exchange rates which had an overall impact to net sales of $89.3 million. Operating profit comparison was negatively impacted $27.1 million due to unfavorable foreign currency exchange rates and $8.0 million net due to an unfavorable non-cash LIFO impact.

During the third quarter of fiscal 2025, failure and maintenance related categories represented the largest portion of our sales mix at approximately 86% of total sales, whereas they represented approximately 85% of total sales in the comparable prior year period. Failure related categories continue to be the largest portion of our sales mix. We did not experience any fundamental shifts in our category sales mix as compared to the previous year. Our sales mix can be impacted by weather over a short-term period. Over the long-term, we believe the impact of weather on our sales mix is not significant.

Our business is impacted by various factors within the economy that affect both our consumers and our industry, including but not limited to inflation, interest rates, levels of consumer debt, fuel and energy costs, prevailing wage rates, foreign currency exchange rate fluctuations, supply chain disruptions, tariffs, trade policies and other geopolitical factors, hiring 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.

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. For the twelve-month period ended March 2025, miles driven in the U.S. increased 1.0% compared to the same period in the prior year, based on the latest information available from the U.S. Department of Transportation. According to S&P Global Mobility, as of 2025 the average age of light vehicles on the road in the U.S. was 12.8 years.

**Twelve Weeks Ended May 10, 2025**
**Compared with Twelve Weeks Ended May 4, 2024**

Net sales for the twelve weeks ended May 10, 2025, increased $228.9 million to $4.5 billion, or 5.4% over net sales of $4.2 billion for the comparable prior year period. This growth was driven by an increase in total company same store sales of 5.4% on a constant currency basis and net sales of $97.2 million from new domestic and international stores, partially offset by a $89.3 million impact from unfavorable foreign currency exchange rates. Domestic commercial sales increased $123.2 million to $1.3 billion, or 10.7% over the comparable prior year.

Same store sales, or sales for our domestic and international stores open at least one year, are as follows:

| | Twelve Weeks Ended | | | |
|---|---|---|---|---|
| | | | Constant Currency (1) | |
| | May 10, 2025 | May 4, 2024 | May 10, 2025 | May 4, 2024 |
| Domestic | 5.0 % | 0.0 % | 5.0 % | 0.0 % |
| International | (9.2 %) | 18.1 % | 8.1 % | 9.3 % |
| Total Company | 3.2 % | 1.9 % | 5.4 % | 0.9 % |

(1) *Constant currency same store sales exclude impacts from fluctuations of foreign currency exchange rates by converting both the current year and prior year international results at the prior year foreign currency exchange rate.*

Gross profit for the twelve weeks ended May 10, 2025, was $2.4 billion, compared with $2.3 billion during the comparable prior year period. Gross profit, as a percentage of sales, was 52.7% for the twelve weeks ended May 10, 2025, compared to 53.5% for the comparable prior year period. The decrease in gross margin was negatively impacted by higher inventory shrink, higher commercial mix, new distribution center startup costs and an unfavorable 21-basis point ($8 million net) non-cash LIFO impact.

Operating, selling, general and administrative expenses for the twelve weeks ended May 10, 2025, were $1.5 billion compared with $1.4 billion during the comparable prior year period. As a percentage of sales, these expenses were 33.3% compared with 32.2% during the comparable prior year period. The increase was primarily driven by an increase in our self-insurance expense and investments to support our growth initiatives.

Net interest expense was $111.3 million and $104.4 million for the twelve weeks ended May 10, 2025, and May 4, 2024, respectively. Average borrowings were $9.2 billion and $8.8 billion, and weighted average borrowing rates were 4.48% and 4.43% for the twelve weeks ended May 10, 2025, and May 4, 2024, respectively.

Our effective income tax rate was 19.4% and 18.1% of pretax income for the twelve weeks ended May 10, 2025, and May 4, 2024, respectively. The benefit from stock options exercised was $22.7 million and $38.1 million for the twelve weeks ended May 10, 2025 and the comparable prior year period, respectively.

Net income for the twelve weeks ended May 10, 2025, decreased by $43.3 million from the comparable prior year period to $608.4 million due to the factors set forth above, and diluted earnings per share decreased by 3.6% to $35.36 from $36.69. The impact on current quarter diluted earnings per share from stock repurchases since the end of the comparable prior year period was an increase of $0.26 per share.

**Thirty-six Weeks Ended May 10, 2025**
**Compared with Thirty-six Weeks Ended May 4, 2024**

Net sales for the thirty-six weeks ended May 10, 2025, increased $411.1 million to $12.7 billion, or 3.3% over net sales of $12.3 billion for the comparable prior year period. This growth was driven by an increase in total company same store sales of 3.4% on a constant currency basis and net sales of $233.5 million from new domestic and international stores, partially offset by a $238.4 million impact from unfavorable foreign currency exchange rates. Domestic commercial sales increased $230.2 million to $3.5 billion, or 7.1% over the comparable prior year period.

Same store sales, or sales for our domestic and international stores open at least one year, are as follows:

| | Thirty-Six Weeks Ended | | | |
|---|---|---|---|---|
| | | | Constant Currency [1] | |
| | May 10, 2025 | May 4, 2024 | May 10, 2025 | May 4, 2024 |
| Domestic | 2.4 % | 0.5 % | 2.4 % | 0.5 % |
| International | (5.7 %) | 22.2 % | 10.4 % | 10.2 % |
| Total Company | 1.4 % | 2.7 % | 3.4 % | 1.5 % |

*(1) Constant currency same store sales exclude impacts from fluctuations of foreign currency exchange rates by converting both the current year and prior year international results at the prior year foreign currency exchange rate.*

Gross profit for the thirty-six weeks ended May 10, 2025, was $6.7 billion, compared with $6.6 billion during the comparable prior year period. Gross profit, as a percentage of sales, was 53.2% compared to 53.4% during the comparable prior year period. The decrease in gross margin was negatively impacted by higher supply chain costs, higher inventory shrink, and an unfavorable 20 basis point ($24.0 million net) non-cash LIFO impact, partially offset by higher merchandise margins.

Operating, selling, general and administrative expenses for the thirty-six weeks ended May 10, 2025, were $4.3 billion compared with $4.1 billion during the comparable prior year period. As a percentage of sales, these expenses were 34.2% compared with 33.1% during the comparable prior year period. The increase was primarily driven by an increase in our self-insurance expense and investments to support our growth initiatives.

Net interest expense was $327.7 million and $298.4 million for the thirty-six weeks ended May 10, 2025, and May 4, 2024, respectively. Average borrowings were $9.1 billion and $8.5 billion, and weighted average borrowing rates were 4.45% and 4.35% for the thirty-six week periods ended May 10, 2025, and May 4, 2024, respectively.

Our effective income tax rate was 20.4% and 19.8% of pretax income for the thirty-six weeks ended May 10, 2025, and May 4, 2024, respectively. The tax rate was impacted by an $18.4 million favorable valuation allowance adjustment related to our international business. The benefit from stock options exercised for the thirty-six week period ended May 10, 2025, was $42.3 million compared to $72.3 million in the comparable prior year period.

Net income for the thirty-six weeks ended May 10, 2025, decreased by $98.9 million from the comparable prior year period to $1.7 billion due to the factors set forth above, and diluted earnings per share decreased by 2.0% to $96.17 from $98.11. The impact on current year to date diluted earnings per share from stock repurchases since the end of the comparable prior year period was an increase of $0.38.

**Liquidity and Capital Resources**

The primary source of our liquidity is our cash flows realized through the sale of automotive parts, products and accessories. We believe that our cash generated from operating activities and available credit, supplemented with our long-term borrowings, will provide ample liquidity to fund our operations while allowing us to make strategic investments to support growth initiatives and return excess cash to shareholders in the form of share repurchases. As of May 10, 2025, we held $268.6 million of cash and cash equivalents, as well as $2.2 billion in undrawn capacity on our Revolving Credit Agreement. We believe our sources of liquidity will continue to be adequate to fund our operations and investments to grow our business, repay our debt as it becomes due and fund our share repurchases over the short-term and long-term. In addition, we believe we have the ability to obtain alternative sources of financing, if necessary. However, decreased demand for our products or changes in customer buying patterns would negatively impact our ability to generate cash from operating activities. Decreased demand or changes in buying patterns could also impact our ability to meet the debt covenants of our credit agreements and, therefore, negatively impact the funds available under our Revolving Credit Agreement. In the event our liquidity is insufficient, we may be required to limit our spending. All of our material borrowing arrangements are described in greater detail in “Note H – Financing” in the Notes to Condensed Consolidated Financial Statements. Except for the issuance of $500 million 5.125% Senior Notes due June 2030, repayments of the $400 million 3.250% Senior Notes due April 2025 and the $500 million 3.625% Senior Notes due April 2025, and the $225.5 million increase in commercial paper, there have been no material changes to our contractual obligations as described in our Annual Report on Form 10-K for the year ended August 31, 2024.

For the thirty-six week periods ended May 10, 2025, and May 4, 2024, our net cash flows from operating activities provided $2.2 billion and $1.9 billion, respectively. Cash flows from operations increased over last year primarily due to favorable changes in accounts payable and accrued expenses.

Our net cash flows used in investing activities for the thirty-six weeks ended May 10, 2025, were $917.3 million as compared with $916.3 million in the comparable prior year period. Capital expenditures for the thirty-six weeks ended May 10, 2025, were $885.6 million compared to $725.9 million in the comparable prior year period. The increase in capital expenditures was primarily driven by our growth initiatives, including new stores and hub and mega hub store expansion projects. During the thirty-six week periods ended May 10, 2025, and May 4, 2024, we opened 163 and 96 net new stores, respectively. Investing cash flows were impacted by our wholly-owned captive, which purchased $54.3 million and $17.6 million, and sold $54.8 million and $21.2 million in marketable debt securities during the thirty-six weeks ended May 10, 2025, and the comparable prior year period, respectively. Our investment in tax credit equity investments was $50.4 million and $193.3 million during the thirty-six weeks ended May 10, 2025, and the comparable prior year period, respectively.

Our net cash flows used in financing activities for the thirty-six weeks ended May 10, 2025, were $1.3 billion compared to $1.0 billion in the comparable prior year period. During the thirty-six weeks ended May 10, 2025, we had $500 million in debt issuances compared to $1.0 billion in debt issuances in the comparable prior year period, and $900 million in debt repayments compared to $300 million in debt repayments in the comparable prior year period. Stock repurchases were $1.1 billion in the current thirty-six week period versus $2.4 billion in the comparable prior year period. The treasury stock repurchases were primarily funded by cash flows from operations. For the thirty-six week periods ended May 10, 2025, and May 4, 2024, we had $225.5 million and $631.3 million in net proceeds from commercial paper, respectively. Proceeds from the issuance of common stock from exercises of stock options for the thirty-six weeks ended May 10, 2025, and May 4, 2024, provided $111.0 million and $154.4 million, respectively.

During fiscal 2025, we expect to increase the investment in our business as compared to fiscal 2024. Our investments are expected to be directed primarily to our growth initiatives, which include new stores and hub and mega hub store expansion projects. The amount of investments in our new stores is impacted by different factors, including whether the building and land are purchased (requiring higher investment) or leased (generally lower investment) and whether such buildings are located in the U.S., Mexico or Brazil, or located in urban or rural areas.

In addition to the building and land costs, our new stores require working capital, predominantly for inventories. Historically, we have negotiated extended payment terms from suppliers, reducing the working capital required and resulting in a high accounts payable to inventory ratio. We plan to continue leveraging our inventory purchases; however, our ability to do so may be limited by our suppliers' ability to factor their receivables from us. The Company has arrangements with third-party financial institutions to confirm invoice balances owed by the Company to certain suppliers and pay the financial institutions the confirmed amounts on the invoice due dates. These arrangements allow the Company's inventory suppliers, at their sole discretion, to enter into agreements with these financial institutions to finance the Company's obligations to the suppliers at terms negotiated between the suppliers and the financial institutions. Supplier participation is optional and our obligations to our suppliers, including the amount and dates due, are not impacted by our suppliers' decision to enter into an agreement with a third-party financial institution. A downgrade in our credit or changes in the financial markets could limit the financial institutions' and our suppliers' willingness to participate in these arrangements; however, we do not believe such risk would have a material impact on our working capital or cash flows. We plan to continue negotiating extended terms with our suppliers, benefitting our working capital and resulting in a high accounts payable to inventory ratio. We had an accounts payable to inventory ratio of 115.6% at May 10, 2025, and 119.7% at May 4, 2024.

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 based on our current credit ratings and favorable experiences in the debt markets in the past.

For the trailing four quarters ended May 10, 2025, our adjusted after-tax return on invested capital (“ROIC”), which is a non-GAAP measure, was 43.5% as compared to 51.4% for the comparable prior year period. Adjusted ROIC is calculated as after-tax operating profit (excluding rent charges) divided by invested capital (which includes a factor to capitalize operating leases). We use adjusted ROIC to evaluate whether we are effectively using our capital resources and believe it is an important indicator of our overall operating performance. Refer to the “Reconciliation of Non-GAAP Financial Measures” section for further details of our calculation.

Our adjusted debt to earnings before interest, taxes, depreciation, amortization, rent and share-based compensation expense (“EBITDAR”) ratio, which is a non-GAAP measure, was 2.5:1 as of May 10, 2025 and May 4, 2024. We calculate adjusted debt as the sum of total debt, financing lease liabilities and rent times six; and we calculate EBITDAR by adding interest, taxes, depreciation, amortization, rent, and share-based compensation expense to net income. Adjusted debt to EBITDAR is calculated on a trailing four quarter basis. 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. To the extent EBITDAR increases, we expect our debt levels to increase; conversely, if EBITDAR decreases, we would expect our debt levels to decrease. Refer to the “Reconciliation of Non-GAAP Financial Measures” section for further details of our calculation.

*Debt Facilities*

On November 15, 2024, we amended the Revolving Credit Agreement, extending the termination date by one year. As amended, the Revolving Credit Agreement will terminate, and all amounts borrowed will be due and payable, on November 15, 2028.

The Senior Notes contain a provision that repayment may be accelerated if we experience both a change of control and a rating event (both as defined in the agreements). Our borrowings under our Senior Notes contain minimal covenants, primarily restrictions on liens. 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 May 10, 2025, we were in compliance with all covenants and expect to remain in compliance with all covenants under our borrowing arrangements.

See “Note H – Financing” in the Notes to the Condensed Consolidated Financial Statements for additional information concerning our revolving credit agreement, outstanding letters of credit, surety bonds commitment and Senior Notes.

*Stock Repurchases*

See “Note I – Stock Repurchase Program” in the Notes to the Condensed Consolidated Financial Statements for information on our share repurchases.

**Reconciliation of Non-GAAP Financial Measures**

Management’s Discussion and Analysis of Financial Condition and Results of Operations includes certain financial measures not derived in accordance with GAAP, including Adjusted After-Tax ROIC and Adjusted Debt to EBITDAR. 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 non-GAAP financial measures, as we believe they provide additional information that is useful to investors. Additionally, our management uses these non-GAAP financial measures to review and assess our underlying operating results and the Compensation Committee of the Board uses select measures to determine payments of performance-based compensation against pre-established targets.

Adjusted After-Tax ROIC and Adjusted Debt to EBITDAR provide additional information for determining our optimal capital structure and are used to assist management in evaluating performance and in making appropriate business decisions to maximize stockholders' value.

We have included reconciliations of this information to the most comparable GAAP measures in the following reconciliation tables.

*Reconciliation of Non-GAAP Financial Measure: Adjusted After-Tax ROIC*

The following tables calculate the percentages of adjusted ROIC for the trailing four quarters ended May 10, 2025, and May 4, 2024.

| *(in thousands, except percentage)* | A<br>Fiscal Year Ended August 31, 2024 | B<br>Thirty-Six Weeks Ended May 4, 2024 | A-B=C<br>Seventeen Weeks Ended August 31, 2024 | D<br>Thirty-Six Weeks Ended May 10, 2025 | C+D<br>Trailing Four Quarters Ended May 10, 2025 |
|---|---|---|---|---|---|
| Net income | $ 2,662,427 | $ 1,760,219 | $ 902,208 | $ 1,661,297 | $ 2,563,505 |
| Adjustments: | | | | | |
| Interest expense | 451,578 | 298,426 | 153,152 | 327,736 | 480,888 |
| Rent expense(1) | 447,693 | 300,460 | 147,233 | 318,106 | 465,339 |
| Tax effect(2) | (185,250) | (123,371) | (61,879) | (133,043) | (194,922) |
| Adjusted after-tax return | $ 3,376,448 | $ 2,235,734 | $ 1,140,714 | $ 2,174,096 | $ 3,314,810 |
| | | | | | |
| Average debt(3) | | | | | $ 8,987,683 |
| | | | | | |
| Average stockholders' deficit(3) | | | | | (4,538,590) |
| Add: Rent x 6(1) | | | | | 2,792,034 |
| Average finance lease liabilities(3) | | | | | 385,328 |
| Invested capital | | | | | $ 7,626,455 |
| | | | | | |
| Adjusted after-tax ROIC | | | | | 43.5% |

| *(in thousands, except percentage)* | A<br>Fiscal Year Ended August 26, 2023 | B<br>Thirty-Six Weeks Ended May 6, 2023 | A-B=C<br>Sixteen Weeks Ended August 26, 2023 | D<br>Thirty-Six Weeks Ended May 4, 2024 | C+D<br>Trailing Four Quarters Ended May 4, 2024 |
|---|---|---|---|---|---|
| Net income | $ 2,528,426 | $ 1,663,585 | $ 864,841 | $ 1,760,219 | $ 2,625,060 |
| Adjustments: | | | | | |
| Interest expense | 306,372 | 197,645 | 108,727 | 298,426 | 407,153 |
| Rent expense(1) | 406,398 | 281,567 | 124,831 | 300,460 | 425,291 |
| Tax effect(2) | (146,831) | (98,718) | (48,113) | (123,371) | (171,484) |
| Adjusted after-tax return | $ 3,094,365 | $ 2,044,079 | $ 1,050,286 | $ 2,235,734 | $ 3,286,020 |
| | | | | | |
| Average debt(3) | | | | | $ 8,243,879 |
| | | | | | |
| Average stockholders' deficit(3) | | | | | (4,708,140) |
| Add: Rent x 6(1) | | | | | 2,551,746 |
| Average finance lease liabilities(3) | | | | | 306,316 |
| Invested capital | | | | | $ 6,393,801 |
| | | | | | |
| Adjusted after-tax ROIC | | | | | 51.4% |

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

The following tables calculate the ratio of adjusted debt to EBITDAR for the trailing four quarters ended May 10, 2025, and May 4, 2024.

| *(in thousands, except ratio)* | A<br>Fiscal Year Ended August 31, 2024 | B<br>Thirty-Six Weeks Ended May 4, 2024 | A-B=C<br>Seventeen Weeks Ended August 31, 2024 | D<br>Thirty-Six Weeks Ended May 10, 2025 | C+D<br>Trailing Four Quarters Ended May 10, 2025 |
|---|---|---|---|---|---|
| Net income | $ 2,662,427 | $ 1,760,219 | $ 902,208 | $ 1,661,297 | $ 2,563,505 |
| Add: Interest expense | 451,578 | 298,426 | 153,152 | 327,736 | 480,888 |
| Income tax expense | 674,703 | 433,382 | 241,321 | 425,057 | 666,378 |
| EBIT | 3,788,708 | 2,492,027 | 1,296,681 | 2,414,090 | 3,710,771 |
| Add: Depreciation and amortization expense | 549,755 | 374,416 | 175,339 | 415,787 | 591,126 |
| Rent expense[(1)] | 447,693 | 300,460 | 147,233 | 318,106 | 465,339 |
| Share-based expense | 106,246 | 71,314 | 34,932 | 85,584 | 120,516 |
| EBITDAR | $ 4,892,402 | $ 3,238,217 | $ 1,654,185 | $ 3,233,567 | $ 4,887,752 |
| | | | | | |
| Debt | | | | | $ 8,853,110 |
| Financing lease liabilities | | | | | 407,487 |
| Add: Rent x 6[(1)] | | | | | 2,792,034 |
| Adjusted debt | | | | | $ 12,052,631 |
| | | | | | |
| Adjusted debt to EBITDAR | | | | | 2.5 |

| *(in thousands, except ratio)* | A<br>Fiscal Year Ended August 26, 2023 | B<br>Thirty-Six Weeks Ended May 6, 2023 | A-B=C<br>Sixteen Weeks Ended August 26, 2023 | D<br>Thirty-Six Weeks Ended May 4, 2024 | C+D<br>Trailing Four Quarters Ended May 4, 2024 |
|---|---|---|---|---|---|
| Net income | $ 2,528,426 | $ 1,663,585 | $ 864,841 | $ 1,760,219 | $ 2,625,060 |
| Add: Interest expense | 306,372 | 197,645 | 108,727 | 298,426 | 407,153 |
| Income tax expense | 639,188 | 390,260 | 248,928 | 433,382 | 682,310 |
| EBIT | 3,473,986 | 2,251,490 | 1,222,496 | 2,492,027 | 3,714,523 |
| Add: Depreciation and amortization expense | 497,577 | 339,087 | 158,490 | 374,416 | 532,906 |
| Rent expense[(1)] | 406,398 | 281,567 | 124,831 | 300,460 | 425,291 |
| Share-based expense | 93,087 | 62,389 | 30,698 | 71,314 | 102,012 |
| EBITDAR | $ 4,471,048 | $ 2,934,533 | $ 1,536,515 | $ 3,238,217 | $ 4,774,732 |
| | | | | | |
| Debt | | | | | $ 8,996,288 |
| Financing lease liabilities | | | | | 344,966 |
| Add: Rent x 6[(1)] | | | | | 2,551,746 |
| Adjusted debt | | | | | $ 11,893,000 |
| Adjusted debt to EBITDAR | | | | | 2.5 |

(1) *The table below outlines the calculation of rent expense and reconciles rent expense to total lease cost, per ASC 842, the most directly comparable GAAP financial measure, for the trailing four quarters ended May 10, 2025, and May 4, 2024.*

| *(in thousands)* | Trailing Four Quarters Ended<br>May 10, 2025 | Trailing Four Quarters Ended<br>May 4, 2024 |
|---|---|---|
| Total lease cost, per ASC 842 | $ 625,740 | $ 558,627 |
| Less: Finance lease interest and amortization | (117,287) | (97,717) |
| Less: Variable operating lease components, related to insurance and common area maintenance | (43,114) | (35,619) |
| Rent expense | $ 465,339 | $ 425,291 |

(2) *Effective tax rate over trailing four quarters ended May 10, 2025, and May 4, 2024, was 20.6%.*

(3) *All averages are computed based on trailing five quarter balances.*

### Recent Accounting Pronouncements

Refer to "Note A – General" in the Notes to Condensed Consolidated Financial Statements for the discussion of recently issued accounting pronouncements.

### Critical Accounting Policies and Estimates

Our critical accounting policies are described in Management's Discussion and Analysis of Financial Condition and Results of Operations in our Annual Report on Form 10-K for the year ended August 31, 2024. There have been no significant changes to our critical accounting policies since the filing of our Annual Report on Form 10-K for the year ended August 31, 2024.

## Item 3. Quantitative and Qualitative Disclosures about Market Risk

At May 10, 2025, the only material changes to our instruments and positions that are sensitive to market risk since the disclosures in our Annual Report on Form 10-K for the year ended August 31, 2024, were the issuance of $500 million 5.125% Senior Notes due June 2030, repayments of the $400 million 3.250% Senior Notes due April 2025 and the $500 million 3.625% Senior Notes due April 2025, and the $225.5 million net increase in commercial paper.

The fair value of the Company's debt was estimated at $8.8 billion and $9.0 billion as of May 10, 2025, and August 31, 2024, respectively, 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 less than the carrying value of debt by $57.9 million at May 10, 2025, and greater than the carrying value of debt by $3.5 million at August 31, 2024, and reflects their face amount, adjusted for any unamortized debt issuance costs and discounts. We had $805.5 million and $580.0 million of variable rate debt outstanding at May 10, 2025, and at August 31, 2024, respectively. At these borrowing levels for variable rate debt, a one percentage point increase in interest rates would have an unfavorable annual impact on our pre-tax earnings and cash flows of $8.1 million in fiscal 2025. The primary interest rate exposure is based on the federal funds rate. We had outstanding fixed rate debt of $8.0 billion, net of unamortized debt issuance costs of $52.4 million at May 10, 2025, and $8.4 billion, net of unamortized debt issuance costs of $55.6 million at August 31, 2024. A one percentage point increase in interest rates would have reduced the fair value of our fixed rate debt by $340.3 million at May 10, 2025.

## Item 4. Controls and Procedures

### Evaluation of Disclosure Controls and Procedures

As of May 10, 2025, an evaluation was performed under the supervision and with the participation of our management, including the Chief Executive Officer and 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 Chief Financial Officer, concluded that our disclosure controls and procedures were effective as of May 10, 2025.

### Changes in Internal Controls

There were no changes in our internal control over financial reporting that occurred during the quarter ended May 10, 2025, that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

## PART II. OTHER INFORMATION

### Item 1. Legal Proceedings

As of the date of this filing, there have been no additional material legal proceedings or material developments in the legal proceedings disclosed in Part 1, Item 3, of our Annual Report in Form 10-K for the fiscal year ended August 31, 2024.

### Item 1A. Risk Factors

As of the date of this filing, there have been no material changes in our risk factors from those disclosed in Part I, Item 1A, of our Annual Report on Form 10-K for the fiscal year ended August 31, 2024.

### Item 2. Unregistered Sales of Equity Securities and Use of Proceeds

Shares of common stock repurchased by the Company during the quarter ended May 10, 2025, were as follows:

**Issuer Repurchases of Equity Securities**

| 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 |
|---|---|---|---|---|
| February 16, 2025 to March 15, 2025 | 47,128 | $ 3,508.20 | 47,128 | $ 1,164,065,475 |
| March 16, 2025 to April 12, 2025 | 22,987 | 3,698.31 | 22,987 | 1,079,052,371 |
| April 13, 2025 to May 10, 2025 | — | — | — | 1,079,052,371 |
| Total | 70,115 | $ 3,570.53 | 70,115 | $ 1,079,052,371 |

For more information on our stock repurchases, see “Note I – Stock Repurchase Program” in the Notes to Condensed Consolidated Financial Statements.

### Item 3. Defaults Upon Senior Securities

Not applicable.

### Item 4. Mine Safety Disclosures

Not applicable.

### Item 5. Other Information

*Insider Trading Arrangements*

During our fiscal quarter ended May 10, 2025, none of our directors or officers (as defined in Rule 16a-1(f) of the Exchange Act) adopted or terminated a “Rule 10b5-1 trading arrangement” or a “non-Rule 10b5-1 trading arrangement” (as such terms are defined in Item 408 of Regulation S-K).

**Item 6. Exhibits**

The following exhibits are being filed herewith:

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

3.2 Ninth Amended and Restated By-Laws of AutoZone, Inc. Incorporated by reference to Exhibit 3.1 to the Current Report on Form 8-K dated April 1, 2025.

| | |
|---|---|
| 4.1 | Officers' Certificate dated April 14, 2025, pursuant to Section 3.2 of the Indenture dated August 8, 2003, setting forth the terms of the 5.125% Senior Notes due 2030. Incorporated by reference to Exhibit 4.1 to the Current Report on Form 8-K dated April 14, 2025. |
| 4.2 | Form of 5.125% Senior Notes due 2030. Incorporated by reference to Exhibit 4.2 to the Current Report on Form 8-K dated April 14, 2025. |
| 10.1 | Second Amendment to Credit Agreement, dated as of April 10, 2025, among AutoZone, Inc. as borrower, the lenders party thereto, Bank of America, N.A., as administrative agent, and JPMorgan Chase Bank, N.A., as syndication agent. |
| 15.1* | Letter Regarding Unaudited Interim Financial Statements. |
| 31.1 | Certification of Principal Executive Officer Pursuant to Rules 13a-14(a) and 15d-14(a) under the Securities Exchange Act of 1934, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002. |
| 31.2 | Certification of Principal Financial Officer Pursuant to Rules 13a-14(a) and 15d-14(a) under the Securities Exchange Act of 1934, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002. |
| 32.1* | Certification of Principal Executive Officer Pursuant to 18 U.S.C. Section 1350 as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002. |
| 32.2* | Certification of Principal Financial Officer Pursuant to 18 U.S.C. Section 1350 as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002. |
| 101. INS | Inline XBRL Instance Document – the instance document does not appear in the Interactive Data File because its XBRL tags are embedded within the Inline XBRL document |
| 101.SCH | Inline XBRL Taxonomy Extension Schema Document |
| 101.CAL | Inline XBRL Taxonomy Extension Calculation Linkbase Document |
| 101.DEF | Inline XBRL Taxonomy Extension Definition Linkbase Document |
| 101.LAB | Inline XBRL Taxonomy Extension Label Linkbase Document |
| 101.PRE | Inline XBRL Taxonomy Extension Presentation Linkbase Document |
| 104 | The cover page for the Company's Quarterly Report on Form 10-Q for the quarter ended May 10, 2025, has been formatted in Inline XBRL. |

* Furnished herewith.

**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 thereunto duly authorized.

AUTOZONE, INC.

By: /s/ JAMERE JACKSON
Jamere Jackson
Chief Financial Officer
(Principal Financial Officer)

By: /s/ J. SCOTT MURPHY
J. Scott Murphy
Vice President, Controller
(Principal Accounting Officer)

Dated: June 13, 2025

**EXHIBIT 10.1**

*Execution Version*

SECOND AMENDMENT TO CREDIT AGREEMENT

THIS SECOND AMENDMENT TO CREDIT AGREEMENT (this "Agreement"), dated as of April 10, 2025 (the "Second Amendment Effective Date"), is entered into among AutoZone, Inc., a Nevada corporation (the "Borrower"), the Lenders party hereto, Bank of America, N.A., as Administrative Agent (the "Administrative Agent") and JPMorgan Chase Bank, N.A., as syndication agent (the "Syndication Agent"). All capitalized terms used herein and not otherwise defined herein shall have the meanings given to such terms in the Credit Agreement (as defined below), as applicable.

RECITALS

WHEREAS, the Borrower, the Lenders, the Administrative Agent and the Syndication Agent entered into that certain Fourth Amended and Restated Credit Agreement, dated as of November 15, 2021 (as amended, restated, amended and restated, extended, supplemented, or otherwise modified in writing from time to time prior to the Second Amendment Effective Date, the "Credit Agreement");

WHEREAS, the Borrower has requested and the Lenders have agreed to amend the Credit Agreement as set forth below.

NOW, THEREFORE, in consideration of the premises and the mutual covenants contained herein, and for other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the parties hereto agree as follows:

1. Amendments to the Credit Agreement. Subject to the satisfaction of the conditions precedent set forth in Section 2 hereof, Section 4.2(b) of the Credit Agreement is hereby amended in its entirety to read as follows: "The representations and warranties set forth in Article V (other than in the case of any borrowing occurring after the Closing Date, the representations and warranties contained in (i) the final sentence of Section 5.1(a) and (ii) Section 5.5) shall be, subject to the limitations set forth therein, true and correct in all material respects as of such date (except for those which expressly relate to an earlier date, which shall remain true and correct in all material respects as of such earlier date);".

2. Conditions Precedent. This Agreement shall be effective on the Second Amendment Effective Date upon the satisfaction (or waiver) of the following conditions precedent:

(a) Receipt by the Administrative Agent (or its counsel) of counterparts of this Agreement duly executed by the Borrower, Lenders constituting "Required Lenders" and the Administrative Agent.

(b) The Borrower shall have paid all fees and expenses relating to this Agreement which are due and payable on such date, including all reasonable and documented out-of-pocket costs and expenses of the Administrative Agent in connection with the preparation, execution and delivery of this Agreement (including, without limitation, the reasonable and documented fees and expenses of Moore & Van Allen PLLC, special counsel to the Administrative Agent).

For purposes of determining compliance with the conditions specified in this Section 2, each Lender that has signed this Agreement shall be deemed to have consented to, approved or accepted or to be satisfied with, each document or other matter required thereunder to be consented to or approved by or acceptable or satisfactory to a Lender unless the Administrative Agent shall have received notice from such Lender prior to the proposed Second Amendment Effective Date specifying its objection thereto.

3. Miscellaneous.

(a) The Credit Agreement and the other Credit Documents, and the obligations of the Borrower thereunder, as amended hereby, are hereby ratified and confirmed and shall remain in full force and effect according to their terms. This Agreement is a Credit Document.

(b) The Borrower hereby represents and warrants as follows:

(i) The execution, delivery and performance of this Agreement by the Borrower (a) will not violate any Requirement of Law or contractual obligation of the Borrower or any of its Subsidiaries in any respect that would reasonably be expected to have a Material Adverse Effect, (b) will not result in, or require, the creation or imposition of any Lien (other than a Permitted Lien) on any of the properties or revenues of any of the Borrower or any of its Subsidiaries pursuant to any such Requirement of Law or contractual obligation, and (c) will not violate or conflict with any provision of the Borrower's articles of incorporation or by-laws.

(ii) This Agreement has been duly executed and delivered by the Borrower and constitutes a legal, valid and binding obligation of the Borrower, enforceable in accordance with its terms, except as enforceability may be limited by applicable bankruptcy, insolvency, reorganization, moratorium or similar laws affecting the enforcement of creditors' rights generally and by general equitable principles (whether enforcement is sought by proceedings in equity or at law).

(iii) No consent or authorization of, filing with, notice to or other similar act by or in respect of, any Governmental Authority or any other Person is required to be obtained or made by or on behalf of the Borrower in connection with the execution, delivery, performance, validity or enforceability of the this Agreement, except to the extent that the failure to obtain such consent, authorization, filing or notice would not, in the aggregate, be reasonably expected to have a Material Adverse Effect.

(iv) Before and after giving effect to the transactions contemplated by this Agreement, the representations and warranties set forth in Section 5 of the Credit Agreement and in the other Credit Documents are true and correct on and as of the Second Amendment Effective Date, except to the extent that such representations and warranties expressly refer to an earlier date, in which case they are true and correct as of such earlier date, and except that the representations and warranties contained in Section 5.1 of the Credit Agreement shall be deemed to refer to the most recent statements furnished pursuant to subsections (a) and (b), respectively, of Section 6.1 of the Credit Agreement.

(c) The Borrower (i) acknowledges and consents to all of the terms and conditions of this Agreement, (ii) affirms all of its obligations under the Credit

Documents, as amended by this Agreement, and (iii) agrees that this Agreement and all documents executed in connection herewith do not operate to reduce or discharge its obligations under the Credit Documents.

(d) Subject to Section 10.19 of the Credit Agreement, this Agreement may, if agreed by the Administrative Agent, be in the form of an Electronic Record and may be executed using Electronic Signatures (including, without limitation, facsimile and .pdf) and shall be considered an original, and shall have the same legal effect, validity and enforceability as a paper record. This Agreement may be executed in as many counterparts as necessary or convenient, including both paper and electronic counterparts, but all such counterparts are one and the same Agreement. For the avoidance of doubt, the authorization under this Section 3(d) may include, without limitation, use or acceptance by the Administrative Agent of a manually signed paper Communication which has been converted into electronic form (such as scanned into .pdf format), or an electronically signed Communication converted into another format, for transmission, delivery and/or retention.

(e) If any provision of this Agreement is held to be illegal, invalid or unenforceable, (i) the legality, validity and enforceability of the remaining provisions of this Agreement shall not be affected or impaired thereby and (ii) the parties shall endeavor in good faith negotiations to replace the illegal, invalid or unenforceable provisions with valid provisions the economic effect of which comes as close as possible to that of the illegal, invalid or unenforceable provisions. The invalidity of a provision in a particular jurisdiction shall not invalidate or render unenforceable such provision in any other jurisdiction.

(f) THIS AGREEMENT SHALL BE GOVERNED BY, AND CONSTRUED IN ACCORDANCE WITH, THE LAW OF THE STATE OF NEW YORK.

(g) The terms of Sections 10.10 of the Credit Agreement with respect to submission to jurisdiction, consent to service of process and waiver of jury trial are incorporated herein by reference, *mutatis mutandis*, and the parties hereto agree to such terms.

[SIGNATURE PAGES FOLLOW]

IN WITNESS WHEREOF, the parties hereto have caused this Agreement to be duly executed as of the date first above written.

BORROWER:

AUTOZONE, INC.

By: /s/ Jamere Jackson

Name: Jamere Jackson
Title: Executive Vice President and Chief Financial Officer

By: /s/ Brian L. Campbell

Name: Brian L. Campbell
Title: Vice President and Treasurer

ADMINISTRATIVE
AGENT:

BANK OF AMERICA, N.A.,
as Administrative Agent

By: /s/ Steven Gazzillo
Name: Steven Gazzillo
Title: Vice President

| | |
|---|---|
| LENDERS: | BANK OF AMERICA, N.A.,<br>as a Lender, Swingline Lender and L/C Issuer |

By: /s/ Michelle L. Walker
Name: Michelle L. Walker
Title: Director

JPMORGAN CHASE BANK, N.A.,
as a Lender and L/C Issuer

By: /s/ James Kyle O'Donnell
Name: James Kyle O'Donnell
Title: Vice President

TRUIST BANK,
as a Lender and L/C Issuer

By: /s/ Lisa Garling
Name: Lisa Garling
Title: Director

U.S. BANK NATIONAL ASSOCIATION,
as a Lender and L/C Issuer

By: /s/ Conan Schleicher
Name: Conan Schleicher
Title: Senior Vice President

WELLS FARGO BANK, N.A.,
as a Lender and L/C Issuer

By: /s/ Ryan Tegeler
Name: Ryan Tegeler
Title: Vice President

MIZUHO BANK, LTD.,
as a Lender

By: /s/ Tracy Rahn
Name: Tracy Rahn
Title: Managing Director

SECOND AMENDMENT TO AUTOZONE, INC.
FOURTH A&R CREDIT AGREEMENT

PNC BANK, NATIONAL ASSOCIATION,
as a Lender

By: /s/ Jamaka Martin
Name: Jamaka Martin
Title: Underwriter

BANCO BILBAO VIZCAYA ARGENTARIA, S.A. NEW YORK BRANCH,
as a Lender

By: /s/ Cara Younger
Name: Cara Younger
Title: Managing Director

By: /s/ Armen Semizian
Name: Armen Semizian
Title: Managing Director

BANCO SANTANDER, S.A., NEW YORK BRANCH,
as a Lender

By: /s/ Andres Barbosa
Name: Andres Barbosa
Title: Managing Director

By: /s/ Rita Walz-Cuccioli
Name: Rita Walz-Cuccioli
Title: Managing Director

CAPITAL ONE, NATIONAL ASSOCIATION,
as a Lender

By: /s/ Alex Federbusch
Name: Alex Federbusch
Title: Duly Authorized Signatory

CITIBANK, N.A.,
as a Lender

By: /s/ Thembumenzi Lukhele

Name: Thembumenzi Lukhele
Title: Vice President

CITIZENS BANK, N.A.,
as a Lender

By: /s/ Dora Yagudayeva
Name: Dora Yagudayeva
Title: Vice President

CREDIT AGRICOLE CORPORATE AND INVESTMENT BANK,
as a Lender

By: /s/ Jill Wong
Name: Jill Wong
Title: Director

By: /s/ Gordon Yip
Name: Gordon Yip
Title: Director

DEUTSCHE BANK AG NEW YORK BRANCH,
as a Lender

By: /s/ Ming K. Chu
Name: Ming K. Chu
Title: Director

By: /s/ Marko Lukin
Name: Marko Lukin
Title: Vice President



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FIFTH THIRD BANK, NATIONAL ASSOCIATION,
as a Lender

By: /s/s Songjie Yin
Name: Songjie Yin
Title: Corporate Banking Associate, Officer



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THE HUNTINGTON NATIONAL BANK,
as a Lender

By: /s/ Scott Lyman
Name: Scott Lyman
Title: Vice President

KEYBANK NATIONAL ASSOCIATION,
as a Lender

By: /s/ Marianne T. Meil
Name: Marianne T. Meil
Title: Sr. Vice President



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MUFG BANK, LTD.,
as a Lender

By: /s/ Lorcan McGrath
Name: Lorcan McGrath
Title: Vice President

REGIONS BANK,
as a Lender

By: /s/ Christopher J. Breary
Name: Christopher J. Breary
Title: Director – Credit Products

SUMITOMO MITSUI BANKING CORPORATION,
as a Lender

By: /s/ Minxiao Tian
Name: Minxiao Tian
Title: Director

TD BANK, N.A.,
as a Lender

By: /s/ M. Bernadette Collins

Name: M. Bernadette Collins
Title: Senior Vice President

COMERICA BANK,
as a Lender

By: /s/ Lauryn VanLoon
Name: Lauryn VanLoon
Title: Relationship Manager

HSBC BANK USA, NATIONAL ASSOCIATION,
as a Lender

By: /s/ Ketak Sampat
Name: Ketak Sampat
Title: Senior Vice President

**Exhibit 15.1**

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

We are aware of the incorporation by reference in the following Registration Statements:

Registration Statement (Form S-8 No. 333-139559) pertaining to the AutoZone, Inc. 2006 Stock Option Plan

Registration Statement (Form S-8 No. 333-103665) pertaining to the AutoZone, Inc. 2003 Director Compensation Award Plan

Registration Statement (Form S-8 No. 333-42797) pertaining to the AutoZone, Inc. Amended and Restated Employee Stock Purchase Plan

Registration Statement (Form S-8 No. 333-88241) pertaining to the AutoZone, Inc. Amended and Restated Director Compensation Plan

Registration Statement (Form S-8 No. 333-75140) pertaining to the AutoZone, Inc. Executive Stock Purchase Plan

Registration Statement (Form S-8 No. 333-171186) pertaining to the AutoZone, Inc. 2011 Equity Incentive Award Plan

Registration Statement (Form S-3ASR No. 333-180768) pertaining to a shelf registration to sell debt securities

Registration Statement (Form S-3ASR No. 333-203439) pertaining to a shelf registration to sell debt securities

Registration Statement (Form S-3ASR No. 333-230719) pertaining to a shelf registration to sell debt securities

Registration Statement (Form S-8 No. 333-251506) pertaining to the AutoZone, Inc. 2020 Omnibus Incentive Award Plan

Registration Statement (Form S-3ASR No. 333-266209) pertaining to a shelf registration to sell debt securities;

and in the related Prospectuses of our report dated June 13, 2025, relating to the unaudited condensed consolidated interim financial statements of AutoZone, Inc. that are included in its Form 10-Q for the quarter ended May 10, 2025.

/s/ Ernst & Young LLP

Memphis, Tennessee
June 13, 2025

**Exhibit 31.1**

**CERTIFICATION PURSUANT TO**
**RULES 13a-14(a) AND 15d-14(a) UNDER THE SECURITIES EXCHANGE ACT OF 1934,**
**AS ADOPTED PURSUANT TO SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002**

I, Philip B. Daniele, III, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q 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.

June 13, 2025

/s/ PHILIP B. DANIELE, III
Philip B. Daniele, III
President and Chief Executive Officer
(Principal Executive Officer)

**Exhibit 31.2**

**CERTIFICATION PURSUANT TO
RULES 13a-14(a) AND 15d-14(a) UNDER THE SECURITIES EXCHANGE ACT OF 1934,
AS ADOPTED PURSUANT TO SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002**

I, Jamere Jackson, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q 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.

June 13, 2025

/s/ JAMERE JACKSON
Jamere Jackson
Chief Financial Officer
(Principal Financial Officer)

**Exhibit 32.1**

**CERTIFICATION PURSUANT TO**
**18 U.S.C. SECTION 1350, AS ADOPTED PURSUANT TO**
**SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002**

In connection with the Quarterly Report of AutoZone, Inc. (the “Company”) on Form 10-Q for the period ended May 10, 2025, as filed with the Securities and Exchange Commission on the date hereof (the “Report”), I, Philip B. Daniele, 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.

June 13, 2025

/s/ PHILIP B. DANIELE, III
Philip B. Daniele, III
President and Chief Executive Officer
(Principal Executive Officer)

**Exhibit 32.2**

**CERTIFICATION PURSUANT TO**
**18 U.S.C. SECTION 1350, AS ADOPTED PURSUANT TO**
**SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002**

In connection with the Quarterly Report of AutoZone, Inc. (the "Company") on Form 10-Q for the period ended May 10, 2025, as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Jamere Jackson, certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that:

(i) the Report fully complies with the requirements of Section 13(a) or Section 15(d) of the Securities Exchange Act of 1934; and

(ii) the information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

June 13, 2025

/s/ JAMERE JACKSON
Jamere Jackson
Chief Financial Officer
(Principal Financial Officer)

| Cover Page - shares | 8 Months Ended May 10, 2025 | Jun. 06, 2025 |
| --- | --- | --- |
| **Cover [Abstract]** | | |
| Document Type | 10-Q | |
| Document Quarterly Report | true | |
| Document Transition Report | false | |
| Document Period End Date | May 10, 2025 | |
| Securities Act File Number | 1-10714 | |
| Entity Registrant Name | AUTOZONE INC | |
| Entity Incorporation, State or Country Code | NV | |
| Entity Tax Identification Number | 62-1482048 | |
| Entity Address, Address Line One | 123 South Front Street | |
| Entity Address, City or Town | Memphis | |
| Entity Address, State or Province | TN | |
| Entity Address, Postal Zip Code | 38103 | |
| City Area Code | 901 | |
| Local Phone Number | 495-6500 | |
| Title of 12(b) Security | Common Stock | |
| Trading Symbol | AZO | |
| Security Exchange Name | NYSE | |
| Entity Current Reporting Status | Yes | |
| Entity Interactive Data Current | Yes | |
| Entity Filer Category | Large Accelerated Filer | |
| Entity Small Business | false | |
| Entity Emerging Growth Company | false | |
| Entity Shell Company | false | |
| Entity Common Stock, Shares Outstanding | | 16,728,714 |
| Current Fiscal Year End Date | --08-30 | |
| Document Fiscal Year Focus | 2025 | |
| Document Fiscal Period Focus | Q3 | |
| Entity Central Index Key | 0000866787 | |
| Amendment Flag | false | |

| CONDENSED CONSOLIDATED BALANCE SHEETS - USD ($) $ in Thousands | May 10, 2025 | Aug. 31, 2024 |
|---|---|---|
| **Current assets:** | | |
| Cash and cash equivalents | $ 268,625 | $ 298,172 |
| Accounts receivable | 588,514 | 545,575 |
| Merchandise inventories | 6,822,881 | 6,155,218 |
| Other current assets | 305,691 | 307,794 |
| Total current assets | 7,985,711 | 7,306,759 |
| **Property and equipment:** | | |
| Property and equipment | 12,128,141 | 11,305,125 |
| Less: Accumulated depreciation and amortization | (5,400,923) | (5,121,586) |
| Property and equipment, net | 6,727,218 | 6,183,539 |
| Operating lease right-of-use assets | 3,145,590 | 3,057,780 |
| Goodwill | 302,645 | 302,645 |
| Deferred income taxes | 100,910 | 83,689 |
| Other long-term assets | 359,909 | 242,126 |
| Total long-term assets | 3,909,054 | 3,686,240 |
| Total assets | 18,621,983 | 17,176,538 |
| **Current liabilities:** | | |
| Accounts payable | 7,887,417 | 7,355,701 |
| Current portion of operating lease liabilities | 314,919 | 266,855 |
| Accrued expenses and other | 1,095,921 | 1,060,746 |
| Income taxes payable | 167,278 | 30,941 |
| Total current liabilities | 9,465,535 | 8,714,243 |
| Long-term debt | 8,853,110 | 9,024,381 |
| Operating lease liabilities, less current portion | 3,020,664 | 2,960,174 |
| Deferred income taxes | 412,429 | 447,067 |
| Other long-term liabilities | 844,650 | 780,287 |
| 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; 16,869 shares issued and 16,724 shares outstanding as of May 10, 2025; 17,451 shares issued and 16,926 shares outstanding as of August 31, 2024 | 169 | 175 |
| Additional paid-in capital | 1,745,937 | 1,621,553 |
| Retained deficit | (4,812,803) | (4,424,982) |
| Accumulated other comprehensive loss | (357,051) | (361,618) |
| Treasury stock, at cost | (550,657) | (1,584,742) |
| Total stockholders' deficit | (3,974,405) | (4,749,614) |
| Total liabilities and stockholders' deficit | $ 18,621,983 | $ 17,176,538 |

| CONDENSED CONSOLIDATED BALANCE SHEETS (Parenthetical) - $ / shares shares in Thousands | May 10, 2025 | Aug. 31, 2024 |
|---|---|---|
| Preferred Stock | | |
| Preferred stock, shares authorized | 1,000 | 1,000 |
| Preferred stock, shares issued | 0 | 0 |
| Common Stock | | |
| Common stock, par value | $ 0.01 | $ 0.01 |
| Common stock, shares authorized | 200,000 | 200,000 |
| Common stock, shares issued | 16,869 | 17,451 |
| Common stock, shares outstanding | 16,724 | 16,926 |

| CONDENSED CONSOLIDATED STATEMENTS OF INCOME - USD ($) shares in Thousands, $ in Thousands | 3 Months Ended | | 8 Months Ended | |
|---|---|---|---|---|
| | May 10, 2025 | May 04, 2024 | May 10, 2025 | May 04, 2024 |
| **CONDENSED CONSOLIDATED STATEMENTS OF INCOME** | | | | |
| Net sales | $ 4,464,339 | $ 4,235,485 | $ 12,695,991 | $ 12,284,888 |
| Cost of sales, including warehouse and delivery expenses | 2,110,816 | 1,969,963 | 5,946,010 | 5,725,698 |
| Gross profit | 2,353,523 | 2,265,522 | 6,749,981 | 6,559,190 |
| Operating, selling, general and administrative expenses | 1,487,349 | 1,365,341 | 4,335,891 | 4,067,163 |
| Operating profit | 866,174 | 900,181 | 2,414,090 | 2,492,027 |
| Interest expense, net | 111,285 | 104,422 | 327,736 | 298,426 |
| Income before income taxes | 754,889 | 795,759 | 2,086,354 | 2,193,601 |
| Income tax expense | 146,449 | 144,033 | 425,057 | 433,382 |
| Net income | $ 608,440 | $ 651,726 | $ 1,661,297 | $ 1,760,219 |
| Weighted average shares for basic earnings per share | 16,746 | 17,273 | 16,815 | 17,434 |
| Effect of dilutive stock equivalents | 461 | 488 | 459 | 507 |
| Weighted average shares for diluted earnings per share | 17,207 | 17,761 | 17,274 | 17,941 |
| Basic earnings per share | $ 36.33 | $ 37.73 | $ 98.8 | $ 100.96 |
| Diluted earnings per share | $ 35.36 | $ 36.69 | $ 96.17 | $ 98.11 |

| CONDENSED CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME - USD ($) $ in Thousands | 3 Months Ended | | 8 Months Ended | |
|---|---|---|---|---|
| | May 10, 2025 | May 04, 2024 | May 10, 2025 | May 04, 2024 |
| **CONDENSED CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME** | | | | |
| Net income | $ 608,440 | $ 651,726 | $ 1,661,297 | $ 1,760,219 |
| **Other comprehensive income (loss):** | | | | |
| Foreign currency translation adjustments | 49,636 | 1,630 | 3,744 | (14,252) |
| Unrealized gains (losses) on marketable debt securities, net of taxes | 498 | (34) | (389) | 978 |
| Net derivative activities, net of taxes | 404 | 404 | 1,212 | 1,211 |
| Total other comprehensive income (loss) | 50,538 | 2,000 | 4,567 | (12,063) |
| Comprehensive income | $ 658,978 | $ 653,726 | $ 1,665,864 | $ 1,748,156 |

| CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS - USD ($) $ in Thousands | 8 Months Ended | |
|---|---|---|
| | May 10, 2025 | May 04, 2024 |
| **Cash flows from operating activities:** | | |
| Net income | $ 1,661,297 | $ 1,760,219 |
| **Adjustments to reconcile net income to net cash provided by operating activities:** | | |
| Depreciation and amortization of property and equipment | 415,787 | 374,416 |
| Other non-cash income | (16,000) | (40,000) |
| Amortization of debt origination fees | 9,083 | 8,155 |
| Deferred income taxes | (59,320) | 9,016 |
| Share-based compensation expense | 85,584 | 71,314 |
| **Changes in operating assets and liabilities:** | | |
| Accounts receivable | (41,820) | (66,550) |
| Merchandise inventories | (642,317) | (353,813) |
| Accounts payable and accrued expenses | 603,613 | 126,488 |
| Income taxes | 135,953 | 69,746 |
| Other, net | 12,722 | (25,125) |
| Net cash provided by operating activities | 2,164,582 | 1,933,866 |
| **Cash flows from investing activities:** | | |
| Capital expenditures | (885,623) | (725,910) |
| Purchase of marketable debt securities | (54,250) | (17,551) |
| Proceeds from sale of marketable debt securities | 54,827 | 21,245 |
| Investment in tax credit equity investments | (50,424) | (193,327) |
| Other, net | 18,209 | (715) |
| Net cash used in investing activities | (917,261) | (916,258) |
| **Cash flows from financing activities:** | | |
| Net proceeds from commercial paper | 225,500 | 631,300 |
| Proceeds from issuance of debt | 500,000 | 1,000,000 |
| Repayment of debt | (900,000) | (300,000) |
| Net proceeds from sale of common stock | 111,008 | 154,367 |
| Purchase of treasury stock | (1,135,260) | (2,437,176) |
| Repayment of principal portion of finance lease liabilities | (74,096) | (62,455) |
| Other, net | (4,927) | (5,001) |
| Net cash used in financing activities | (1,277,775) | (1,018,965) |
| Effect of exchange rate changes on cash | 907 | (339) |
| Net decrease in cash and cash equivalents | (29,547) | (1,696) |
| Cash and cash equivalents at beginning of period | 298,172 | 277,054 |
| Cash and cash equivalents at end of period | $ 268,625 | $ 275,358 |

| CONDENSED CONSOLIDATED STATEMENTS OF STOCKHOLDERS' DEFICIT - USD ($) shares in Thousands, $ in Thousands | Common Stock | Additional Paid-in Capital | Retained Deficit | Accumulated Other Comprehensive Loss | Treasury Stock | Total |
|---|---|---|---|---|---|---|
| Balance at Aug. 26, 2023 | $ 189 | $ 1,484,992 | $ (2,959,278) | $ (190,836) | $ (2,684,961) | $ (4,349,894) |
| Balance, shares at Aug. 26, 2023 | 18,936 | | | | | |
| Net income | | | 1,760,219 | | | 1,760,219 |
| Total other comprehensive income (loss) | | | | (12,063) | | (12,063) |
| Retirement of treasury shares | $ (17) | (142,391) | (4,128,131) | | 4,270,539 | |
| Retirement of treasury shares, shares | (1,703) | | | | | |
| Purchase of treasury stock | | | | | (2,459,760) | (2,459,760) |
| Issuance of common stock under stock options and stock purchase plans | $ 2 | 154,365 | | | | 154,367 |
| Issuance of common stock under stock options and stock purchase plans, shares | 192 | | | | | |
| Share-based compensation expense | | 68,894 | | | | 68,894 |
| Balance at May. 04, 2024 | $ 174 | 1,565,860 | (5,327,190) | (202,899) | (874,182) | (4,838,237) |
| Balance, shares at May. 04, 2024 | 17,425 | | | | | |
| Balance at Feb. 10, 2024 | $ 174 | 1,485,789 | (5,978,916) | (204,899) | (139,469) | (4,837,321) |
| Balance, shares at Feb. 10, 2024 | 17,351 | | | | | |
| Net income | | | 651,726 | | | 651,726 |
| Total other comprehensive income (loss) | | | | 2,000 | | 2,000 |
| Purchase of treasury stock | | | | | (734,713) | (734,713) |
| Issuance of common stock under stock options and stock purchase plans | | 56,028 | | | | 56,028 |
| Issuance of common stock under stock options and stock purchase plans, shares | 74 | | | | | |
| Share-based compensation expense | | 24,043 | | | | 24,043 |
| Balance at May. 04, 2024 | $ 174 | 1,565,860 | (5,327,190) | (202,899) | (874,182) | (4,838,237) |
| Balance, shares at May. 04, 2024 | 17,425 | | | | | |
| Balance at Aug. 31, 2024 | $ 175 | 1,621,553 | (4,424,982) | (361,618) | (1,584,742) | (4,749,614) |
| Balance, shares at Aug. 31, 2024 | 17,451 | | | | | |

| | | | | | | |
|---|---|---|---|---|---|---|
| Net income | | | 1,661,297 | | | 1,661,297 |
| Total other comprehensive income (loss) | | | | 4,567 | | 4,567 |
| Retirement of treasury shares | $ (7) | (69,877) | (2,049,118) | | 2,119,002 | |
| Retirement of treasury shares, shares | (710) | | | | | |
| Purchase of treasury stock | | | | | (1,084,917) | (1,084,917) |
| Issuance of common stock under stock options and stock purchase plans | $ 1 | 111,007 | | | | 111,008 |
| Issuance of common stock under stock options and stock purchase plans, shares | 128 | | | | | |
| Share-based compensation expense | | 83,254 | | | | 83,254 |
| Balance at May. 10, 2025 | $ 169 | 1,745,937 | (4,812,803) | (357,051) | (550,657) | (3,974,405) |
| Balance, shares at May. 10, 2025 | 16,869 | | | | | |
| Balance at Feb. 15, 2025 | $ 168 | 1,671,200 | (5,421,243) | (407,589) | (300,309) | (4,457,773) |
| Balance, shares at Feb. 15, 2025 | 16,822 | | | | | |
| Net income | | | 608,440 | | | 608,440 |
| Total other comprehensive income (loss) | | | | 50,538 | | 50,538 |
| Purchase of treasury stock | | | | | (250,348) | (250,348) |
| Issuance of common stock under stock options and stock purchase plans | $ 1 | 46,706 | | | | 46,707 |
| Issuance of common stock under stock options and stock purchase plans, shares | 47 | | | | | |
| Share-based compensation expense | | 28,031 | | | | 28,031 |
| Balance at May. 10, 2025 | $ 169 | $ 1,745,937 | $ (4,812,803) | $ (357,051) | $ (550,657) | $ (3,974,405) |
| Balance, shares at May. 10, 2025 | 16,869 | | | | | |

| CONDENSED CONSOLIDATED STATEMENTS OF STOCKHOLDERS' DEFICIT (Parenthetical) - shares | 3 Months Ended | | 8 Months Ended | | 328 Months Ended |
|---|---|---|---|---|---|
| | May 10, 2025 | May 04, 2024 | May 10, 2025 | May 04, 2024 | May 10, 2025 |
| **CONDENSED CONSOLIDATED STATEMENTS OF STOCKHOLDERS' DEFICIT** | | | | | |
| Purchase of treasury stock, shares | 70,000 | 242,000 | 330,300 | 905,000 | 155,500,000 |

| General | 8 Months Ended May 10, 2025 |
|---|---|
| **General** | |
| General | |

**Note A – General**

The accompanying unaudited Condensed Consolidated Financial Statements have been prepared in accordance with United States ("U.S.") generally accepted accounting principles ("U.S. GAAP") for interim financial information and are presented in accordance with the requirements of Form 10-Q and Article 10 of Regulation S-X of the Securities and Exchange Commission's (the "SEC") rules and regulations. Accordingly, they do not include all of the information and footnotes required by U.S. GAAP for complete financial statements. In the opinion of management, all adjustments, including normal recurring accruals, considered necessary for a fair presentation have been included. For further information, refer to the consolidated financial statements and related notes included in the AutoZone, Inc. ("AutoZone" or the "Company") Annual Report on Form 10-K for the year ended August 31, 2024.

Operating results for the twelve and thirty-six weeks ended May 10, 2025, are not necessarily indicative of the results that may be expected for the full fiscal year ending August 30, 2025. Each of the first three quarters of AutoZone's fiscal year consists of 12 weeks, and the fourth quarter consists of 16 or 17 weeks. The fourth quarter of fiscal 2025 has 16 weeks, and the fourth quarter of fiscal 2024 had 17 weeks.

**Recently Issued Accounting Pronouncements**

In November 2023, the Financial Accounting Standards Board ("FASB") issued Accounting Standards Update ("ASU") 2023-07, *Segment Reporting (Topic 280)*. The amendments in this ASU require disclosures, on an annual and interim basis, of significant segment expenses that are regularly provided to the chief operating decision maker (CODM), as well as the aggregate amount of other segment items included in the reported measure of segment profit or loss. This ASU requires that a public entity disclose the title and position of the CODM and an explanation of how the CODM uses the reported measure(s) of segment profit or loss. Public entities will be required to provide all annual disclosures currently required by Topic 280 in interim periods, and entities with a single reportable segment are required to provide all the disclosures required by the amendments in the update and existing segment disclosures in Topic 280. ASU 2023-07 is effective for fiscal years beginning after December 15, 2023, and interim periods within fiscal years beginning after December 15, 2024, and requires retrospective adoption. Early adoption is permitted. The Company will adopt this standard with its fiscal 2025 annual filing. The Company is currently evaluating these new disclosure requirements and the impact of adoption.

In December 2023, the FASB issued ASU 2023-09, *Income Taxes (Topic 740)*. The amendments in this ASU are intended to enhance the transparency of income tax information by updating income tax disclosure requirements. The guidance is effective for public entities for annual periods beginning after December 15, 2024, and early adoption is permitted. The amendments in this ASU should be applied on a prospective basis; however, retrospective application is permitted. The Company will adopt this standard with its fiscal 2026 annual filing. The Company is currently evaluating these new disclosure requirements and does not expect the adoption to have a material impact.

In November 2024, the FASB issued ASU 2024-03, *Income Statement – Reporting Comprehensive Income – Expense Disaggregation Disclosures (Subtopic 220-40)*. This ASU requires disclosure in the notes to the financial statements, at each interim and annual reporting period, of specified information about certain costs and expenses including purchases of inventory, employee compensation, depreciation and intangible asset amortization included in each relevant expense caption. Also required is a qualitative description of the amounts remaining in relevant expense captions that are not separately disaggregated. This ASU is effective for all public entities for annual reporting periods beginning after December 15, 2026, and interim periods within annual reporting periods beginning after December 15, 2027, and early adoption is permitted. This ASU should be applied either prospectively to financial statements issued after the effective date of this update or retrospectively to all prior periods presented in the financial statements. The Company will adopt this standard with its fiscal 2028 annual filing. The Company is currently evaluating these new disclosure requirements and the impact of adoption.

| Merchandise Inventories | 8 Months Ended May 10, 2025 |
|---|---|
| **Merchandise Inventories** | |
| Merchandise Inventories | **Note B – Merchandise Inventories**<br><br>Merchandise inventories include related purchasing, storage and handling costs. Inventory cost has been determined using the last-in, first-out (“LIFO”) method stated at the lower of cost or market value for domestic inventories and the weighted average cost method stated at the lower of cost or net realizable value for Mexico and Brazil inventories. The Company’s policy is not to write up inventory in excess of replacement cost. Due to price changes on the Company’s merchandise purchases, primarily driven by fluctuating freight costs, the Company’s LIFO credit reserve balance decreased to \$3.0 million at May 10, 2025, from \$19.0 million at August 31, 2024. Increases to the Company’s LIFO credit reserve balance are recorded as a non-cash charge to cost of sales and decreases are recorded as a non-cash benefit to cost of sales. |

| Variable Interest Entities | 8 Months Ended May 10, 2025 |
|---|---|
| Variable Interest Entities | |
| Variable Interest Entities | **Note C – Variable Interest Entities**<br><br>The Company invests in certain tax credit funds that promote renewable energy and generate a return primarily through the realization of federal tax credits. The Company considers its investments in these tax credit funds as investments in variable interest entities (“VIEs”). The Company evaluates the investment in any VIE to determine whether it is the primary beneficiary. The Company considers a variety of factors in identifying the entity that holds the power to direct matters that most significantly impact the VIE’s economic performance including, but not limited to, the ability to direct financing, leasing, construction and other operating decisions and activities. As of May 10, 2025, the Company held tax credit equity investments that were deemed to be VIEs and determined that it was not the primary beneficiary of the entities, as it did not have the power to direct the activities that most significantly impacted the entities and accounted for these investments using the equity method. The Company’s maximum exposure to losses is generally limited to its net investment, which was \$104.3 million and \$53.9 million as of May 10, 2025, and August 31, 2024, respectively, and was included in Other long-term assets in the Condensed Consolidated Balance Sheets. |

**Fair Value Measurements**

**Fair Value Measurements**
Fair Value Measurements

**8 Months Ended**
**May 10, 2025**

**Note D – Fair Value Measurements**

The Company defines fair value as the price received to transfer an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. In accordance with ASC 820, *Fair Value Measurements and Disclosures*, the Company uses the fair value hierarchy, which prioritizes the inputs used to measure fair value. The hierarchy, as defined below, gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities and the lowest priority to unobservable inputs. The three levels of the fair value hierarchy are set forth below:

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

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

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

*Marketable Debt Securities Measured at Fair Value on a Recurring Basis*

The Company’s marketable debt securities measured at fair value on a recurring basis were as follows:

| | May 10, 2025 | | | |
|---|---|---|---|---|
| *(in thousands)* | Level 1 | Level 2 | Level 3 | Fair Value |
| Other current assets | $ 9,909 | $ 9,084 | $ — | $ 18,993 |
| Other long-term assets | 50,646 | 51,465 | — | 102,111 |
| | $ 60,555 | $ 60,549 | $ — | $ 121,104 |

| | August 31, 2024 | | | |
|---|---|---|---|---|
| *(in thousands)* | Level 1 | Level 2 | Level 3 | Fair Value |
| Other current assets | $ 26,697 | $ 11,734 | $ — | $ 38,431 |
| Other long-term assets | 27,031 | 56,696 | — | 83,727 |
| | $ 53,728 | $ 68,430 | $ — | $ 122,158 |

At May 10, 2025, and August 31, 2024, the fair value measurement amounts for assets and liabilities recorded in the accompanying Condensed Consolidated Balance Sheets consisted of short-term marketable debt securities of $19.0 million and $38.4 million, respectively, which are included in Other current assets, and long-term marketable debt securities of $102.1 million and $83.7 million, respectively, which are included in Other long-term assets. The Company’s marketable debt securities are typically valued at the closing price in the principal active market as of the last business day of the quarter or through the use of other market inputs relating to the securities, including benchmark yields and reported trades. The fair values of the marketable debt securities, by asset class, are described in “Note E – Marketable Debt Securities.”

*Financial Instruments not Recognized at Fair Value*

The Company has financial instruments, including cash and cash equivalents, accounts receivable, other current assets and accounts payable. The carrying amounts of these financial instruments approximate fair value because of their short maturities. A discussion of the carrying values and fair values of the Company’s debt is included in “Note H – Financing.”

**Marketable Debt Securities**

**8 Months Ended**
**May 10, 2025**

**Marketable Debt Securities**

Marketable Debt Securities

**Note E – Marketable Debt Securities**

The Company holds marketable debt securities in its wholly-owned insurance captive subsidiary. These securities are carried at fair value, with unrealized gains and losses, net of income taxes, recorded in Accumulated other comprehensive loss until realized, and any credit risk related losses are recognized in net income in the period incurred. The Company's basis for determining the cost of a security sold is the "Specific Identification Model."

The Company's available-for-sale marketable debt securities consisted of the following:

| | May 10, 2025 | | | |
|---|---|---|---|---|
| *(in thousands)* | Amortized Cost Basis | Gross Unrealized Gains | Gross Unrealized Losses | Fair Value |
| Corporate debt securities | $ 26,081 | $ 92 | $ (195) | $ 25,978 |
| Government bonds | 58,790 | 501 | (423) | 58,868 |
| Mortgage-backed securities | 22,432 | 108 | (215) | 22,325 |
| Asset-backed securities and other | 13,912 | 40 | (19) | 13,933 |
| | $121,215 | $ 741 | $ (852) | $121,104 |

| | August 31, 2024 | | | |
|---|---|---|---|---|
| *(in thousands)* | Amortized Cost Basis | Gross Unrealized Gains | Gross Unrealized Losses | Fair Value |
| Corporate debt securities | $ 32,355 | $ 183 | $ (78) | $ 32,460 |
| Government bonds | 50,251 | 483 | (493) | 50,241 |
| Mortgage-backed securities | 22,859 | 326 | (95) | 23,090 |
| Asset-backed securities and other | 16,327 | 66 | (26) | 16,367 |
| | $121,792 | $ 1,058 | $ (692) | $122,158 |

The contractual maturities of the Company's available for sale marketable debt securities are as follows:

| | May 10, 2025 | |
|---|---|---|
| *(in thousands)* | Amortized Cost Basis | Fair Value |
| Due within one year | $ 20,607 | $ 18,993 |
| Due after one year through five years | 45,465 | 47,256 |
| Due after five years through ten years | 38,753 | 38,629 |
| Due after ten years | 16,390 | 16,226 |
| | $ 121,215 | $ 121,104 |

The Company held 65 securities that were in an unrealized loss position of approximately $0.9 million at May 10, 2025, and 45 securities in an unrealized loss position of approximately $0.7 million at August 31, 2024. In evaluating whether a credit loss exists for the securities, the Company considers factors such as the severity of the loss position, the credit worthiness of the investee, the term to maturity and the intent and ability to hold the investments until maturity or until recovery of fair value. An allowance for credit losses was deemed unnecessary given consideration of the factors above. The Company did not realize any material gains or losses on its marketable debt securities during the thirty-six week period ended May 10, 2025, and the comparable prior year period.

Included above in total available-for-sale marketable debt securities are $114.5 million and $111.5 million of marketable debt securities transferred by the Company’s insurance captive to a trust account to secure its obligations to an insurance company related to future workers’ compensation and casualty losses as of May 10, 2025, and August 31, 2024, respectively.

| Supplier Financing Programs | 8 Months Ended May 10, 2025 |
|---|---|
| **Supplier Financing Programs** | |
| Supplier Financing Programs | **Note F – Supplier Financing Programs**<br><br>The Company has arrangements with third-party financial institutions to confirm invoice balances owed by the Company to certain suppliers and pay the financial institutions the confirmed amounts on the invoice due dates. These arrangements allow the Company's inventory suppliers, at their sole discretion, to enter into agreements directly with these financial institutions to finance the Company's obligations to the suppliers at terms negotiated between the suppliers and the financial institutions. Supplier participation is optional and our obligations to our suppliers, including the amount and dates due, are not impacted by our suppliers' decision to enter into an agreement with a third-party financial institution. As of May 10, 2025, and August 31, 2024, the Company had supplier obligations outstanding that had been confirmed under these arrangements of \$5.2 billion and \$4.9 billion respectively, which are included in Accounts payable and \$288.1 million and \$226.7 million, respectively, which are included in Other long-term liabilities in the Condensed Consolidated Balance Sheets. |

| Litigation | 8 Months Ended May 10, 2025 |
|---|---|
| **Litigation** | |
| Litigation | **Note G – Litigation**<br><br>The Company is involved in various legal proceedings incidental to the conduct of its business, including, but not limited to, claims and allegations related to wage and hour violations, unlawful termination, employment practices,<br>product liability, privacy and cybersecurity, environmental matters, intellectual property rights or regulatory compliance. 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. |

**Financing**

**8 Months Ended**
**May 10, 2025**

**[Financing](#)**
[Financing](#)

**Note H – Financing**

The Company’s debt consisted of the following:

| *(in thousands)* | May 10, 2025 | August 31, 2024 |
|---|---|---|
| 3.250% Senior Notes due April 2025, effective interest rate 3.36% | $ — | $ 400,000 |
| 3.625% Senior Notes due April 2025, effective interest rate 3.78% | — | 500,000 |
| 3.125% Senior Notes due April 2026, effective interest rate 3.28% | 400,000 | 400,000 |
| 5.050% Senior Notes due July 2026, effective interest rate 5.09% | 450,000 | 450,000 |
| 3.750% Senior Notes due June 2027, effective interest rate 3.83% | 600,000 | 600,000 |
| 4.500% Senior Notes due February 2028, effective interest rate 4.43% | 450,000 | 450,000 |
| 6.250% Senior Notes due November 2028, effective interest rate 6.46% | 500,000 | 500,000 |
| 3.750% Senior Notes due April 2029, effective interest rate 3.86% | 450,000 | 450,000 |
| 5.100% Senior Notes due July 2029, effective interest rate 5.30% | 600,000 | 600,000 |
| 4.000% Senior Notes due April 2030, effective interest rate 4.09% | 750,000 | 750,000 |
| 5.125% Senior Notes due June 2030, effective interest rate 5.14% | 500,000 | — |
| 1.650% Senior Notes due January 2031, effective interest rate 2.19% | 600,000 | 600,000 |
| 4.750% Senior Notes due August 2032, effective interest rate 4.76% | 750,000 | 750,000 |
| 4.750% Senior Notes due February 2033, effective interest rate 4.70% | 550,000 | 550,000 |
| 5.200% Senior Notes due August 2033, effective interest rate 5.22% | 300,000 | 300,000 |
| 6.550% Senior Notes due November 2033, effective interest rate 6.71% | 500,000 | 500,000 |
| 5.400% Senior Notes due July 2034, effective interest rate 5.54% | 700,000 | 700,000 |
| Commercial paper, weighted average interest rate 4.56% at May 10, 2025 and 5.40% at August 31, 2024 | 805,500 | 580,000 |
| Total debt before discounts and debt issuance costs | 8,905,500 | 9,080,000 |
| Less: Discounts and debt issuance costs | 52,390 | 55,619 |
| Long-term debt | $8,853,110 | $9,024,381 |

The Company has entered into a revolving credit facility (as amended from time to time, the “Revolving Credit Agreement”) with a borrowing capacity of $2.25 billion. The maximum borrowing under the Revolving Credit Agreement may, at the Company’s option, subject to lenders’ approval, be increased from $2.25 billion to $3.25 billion. On November 15, 2024, the Company amended the Revolving Credit Agreement to extend the termination date by one year. As amended, the Revolving Credit Agreement will terminate, and all amounts borrowed will be due and payable on November 15, 2028. Revolving borrowings under the Revolving Credit Agreement may be base rate loans, Term Secured Overnight Financing Rate (“SOFR”) loans, or a combination of both, at AutoZone’s election. The Revolving Credit Agreement includes (i) a $75 million sublimit for swingline loans, (ii) a $50 million individual issuer letter of credit sublimit and (iii) a $250 million aggregate sublimit for all letters of credit.

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

As of May 10, 2025, and August 31, 2024, the Company had no outstanding borrowings and $1.7 million and $1.8 million, respectively, of outstanding letters of credit under the Revolving Credit Agreement.

The Company also maintained a letter of credit facility that allowed it to request the participating bank to issue letters of credit on its behalf up to an aggregate amount of $25 million. The letter of credit facility was in addition to the letters of credit that may be issued under the Revolving Credit Agreement. As of August 31, 2024, the Company had no letters of credit outstanding under the letter of credit facility, which was terminated in September 2024.

In addition to the outstanding letters of credit issued under the Revolving Credit Agreement discussed above, the Company had $150.5 million and $141.6 million in letters of credit outstanding as of May 10, 2025, and August 31, 2024, respectively. These letters of credit have various maturity dates and were issued on an uncommitted basis. Additionally, the Company's total surety bonds commitment was $97.7 million at May 10, 2025, compared with $48.9 million at August 31, 2024. Since its fiscal year end, the Company has canceled, issued and modified stand-by letters of credit that are primarily renewed on an annual basis to cover deductible payments to its casualty insurance carriers.

As of May 10, 2025, the $805.5 million commercial paper borrowings and the $400 million 3.125% Senior Notes due April 2026 were classified as long-term debt in the accompanying Condensed Consolidated Balance Sheets as the Company currently has the ability and intent to refinance them on a long-term basis through available capacity under its Revolving Credit Agreement. As of May 10, 2025, the Company had $2.2 billion of availability under its Revolving Credit Agreement, which would allow it to replace these short-term obligations with a long-term financing facility.

On April 15, 2025, the Company repaid its outstanding $400 million 3.250% Senior Notes due April 2025 and its $500 million 3.625% Senior Notes due April 2025.

On April 14, 2025, the Company issued $500 million 5.125% Senior Notes due June 2030. Proceeds from the debt issuance were used for general corporate purposes.

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

The fair value of the Company's debt was estimated at $8.8 billion and $9.0 billion as of May 10, 2025, and August 31, 2024, respectively, 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 less than the carrying value of debt by $57.9 million and greater than the carrying value of debt by $3.5 million at May 10, 2025, and August 31, 2024, respectively, which reflects the face amount, adjusted for any unamortized debt issuance costs and discounts.

As of May 10, 2025, the Company was in compliance with all covenants and expects to remain in compliance with all covenants under its borrowing arrangements.

**Stock Repurchase Program**

**8 Months Ended May 10, 2025**

**Stock Repurchase Program**

Stock Repurchase Program

**Note I – Stock Repurchase Program**

From January 1, 1998, to May 10, 2025, the Company has repurchased a total of 155.5 million shares of its common stock at an aggregate cost of $38.1 billion, including 330.3 thousand shares of its common stock at an aggregate cost of $1.1 billion during the thirty-six week period ended May 10, 2025.

On June 19, 2024, the Board voted to authorize the repurchase of an additional $1.5 billion of the Company's common stock in connection with its ongoing share repurchase program, which raised the total value of shares authorized to be repurchased to $39.2 billion. Considering the cumulative repurchases as of May 10, 2025, the Company had $1.1 billion remaining under the Board's authorization to repurchase its common stock.

During the thirty-six week period ended May 10, 2025, the Company retired 0.7 million shares of treasury stock which had been previously repurchased under the Company's share repurchase program. The retirement increased Retained deficit by $2.0 billion and decreased Additional paid-in capital by $69.9 million. During the comparable prior year period, the Company retired 1.7 million shares of treasury stock, which increased Retained deficit by $4.1 billion and decreased Additional paid-in capital by $142.4 million.

Subsequent to May 10, 2025, and through June 6, 2025, the Company has repurchased 2.7 thousand shares of its common stock at an aggregate cost of $10.0 million.

| Accumulated Other Comprehensive Loss | 8 Months Ended May 10, 2025 |
|---|---|

**Accumulated Other Comprehensive Loss**

Accumulated Other Comprehensive Loss

**Note J – Accumulated Other Comprehensive Loss**

Accumulated other comprehensive loss includes foreign currency translation adjustments, net unrealized gains (losses) on marketable debt securit
activities.

Changes in Accumulated other comprehensive loss for the twelve week periods ended May 10, 2025, and May 4, 2024, consisted of the following

| (in thousands) | Foreign Currency and Other[1] | Net Unrealized Gain (Loss) on Securities | Derivati |
|---|---|---|---|
| Balance at February 15, 2025 | $ (397,164) | $ (587) | $ ( |
| Other comprehensive income before reclassifications[2] | 49,636 | 511 | |
| Amounts reclassified from Accumulated other comprehensive loss[2] | — | (13) | |
| Balance at May 10, 2025 | $ (347,528) | $ (89) | $ ( |

| (in thousands) | Foreign Currency and Other[1] | Net Unrealized Gain (Loss) on Securities | Derivati |
|---|---|---|---|
| Balance at February 10, 2024 | $ (192,439) | $ (839) | $ (1 |
| Other comprehensive income (loss) before reclassifications[2] | 1,630 | (34) | |
| Amounts reclassified from Accumulated other comprehensive loss[2] | — | — | |
| Balance at May 4, 2024 | $ (190,809) | $ (873) | $ (1 |

Changes in Accumulated other comprehensive loss for the thirty-six week periods ended May 10, 2025, and May 4, 2024, consisted of the follow

| (in thousands) | Foreign Currency and Other[1] | Net Unrealized Gain (Loss) on Securities | Derivati |
|---|---|---|---|
| Balance at August 31, 2024 | $ (351,272) | $ 300 | $ (1 |
| Other comprehensive income (loss) before reclassifications[2] | 3,744 | (359) | |
| Amounts reclassified from Accumulated other comprehensive loss[2] | — | (30) | |
| Balance at May 10, 2025 | $ (347,528) | $ (89) | $ ( |

| (in thousands) | Foreign Currency and Other[1] | Net Unrealized Gain (Loss) on Securities | Derivati |
|---|---|---|---|
| Balance at August 26, 2023 | $ (176,557) | $ (1,851) | $ (1 |
| Other comprehensive (loss) income before reclassifications[2] | (14,252) | 978 | |
| Amounts reclassified from Accumulated other comprehensive loss[2] | — | — | |
| Balance at May 4, 2024 | $ (190,809) | $ (873) | $ (1 |

*(1) Foreign currency is shown net of U.S. tax to account for foreign currency impacts of certain undistributed non-U.S. subsidiaries' earnings. Other foreign cur additional U.S. tax as other basis differences of non-U.S. subsidiaries are intended to be permanently reinvested.*

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

**Share-Based Payments**

**8 Months Ended**
**May 10, 2025**

**Share-Based Payments**

Share-Based Payments

**Note K – Share-Based Payments**

AutoZone maintains several equity incentive plans, which provide equity-based compensation to non-employee directors and eligible employees for their service to AutoZone, its subsidiaries or affiliates. The Company recognizes compensation expense for share-based payments based on the fair value of the awards at the grant date. Share-based payments include stock option grants, restricted stock grants, restricted stock unit grants, stock appreciation rights, discounts on shares sold to employees under share purchase plans and other awards. Additionally, directors' fees are paid in restricted stock units with value equivalent to the value of shares of common stock as of the grant date. The change in fair value of liability-based stock awards is also recognized in share-based compensation expense.

Stock Options:

The Company grants options to purchase common stock to certain of its employees under its equity incentive plans at prices equal to or above the market value of the stock on the date of grant. Option-vesting periods range from four to five years, with the majority of options vesting ratably over four years. The fair value of each option is amortized into compensation expense on a straight-line basis over the requisite service period, less estimated forfeitures. Employees who meet the qualified retirement provisions under the AutoZone, Inc. 2020 Omnibus Incentive Award Plan are assumed to have a 0% forfeiture rate. All other employee grants assume a 10% forfeiture rate, which is based on historical experience.

The Company made stock option grants for 122,802 shares during the thirty-six week period ended May 10, 2025, and 134,821 shares during the comparable prior year period.

The weighted average fair value of the stock option awards granted during the thirty-six week periods ended May 10, 2025, and May 4, 2024, using the Black-Scholes-Merton multiple-option pricing valuation model, was $1,026.36 and $915.03 per share, respectively, using the following weighted average key assumptions:

| | Thirty-Six Weeks Ended | |
|---|---|---|
| | May 10, 2025 | May 4, 2024 |
| Expected price volatility | 26 % | 29 % |
| Risk-free interest rate | 4.0 % | 4.8 % |
| Weighted average expected lives (in years) | 5.5 | 5.4 |
| Forfeiture rate | 7 % | 7 % |
| Dividend yield | 0 % | 0 % |

During the thirty-six week period ended May 10, 2025, and the comparable prior year period, 117,698 and 185,304 stock options, respectively, were exercised at a weighted average exercise price of $906.53 and $801.74, respectively.

As of May 10, 2025, total unrecognized share-based expense related to stock options, net of estimated forfeitures, was approximately $146.9 million, before income taxes, which we expect to recognize over an estimated weighted average period of 2.9 years.

Restricted Stock Units:

Restricted stock unit awards are valued at the market price of a share of the Company's stock on the date of grant. Grants of employee restricted stock units vest ratably on an annual basis over a four-year service period and are payable in shares of common stock on the vesting date. Compensation expense for grants of employee restricted stock units is recognized on a straight-line basis over the four-year service period, less estimated forfeitures, which are consistent with stock option forfeiture assumptions. Grants of non-employee director restricted stock units are made and expensed on January 1 of each year, as they vest immediately.

The Company made grants of 2,743 and 3,173 restricted stock unit awards at weighted average grant date fair values of $3,155.36 and $2,560.56, respectively, during the thirty-six week periods ended May 10, 2025, and May 4, 2024.

During the thirty-six week period ended May 10, 2025, and the comparable prior year period, 3,218 and 4,741 restricted stock unit awards, respectively, were vested at a weighted average grant date fair value of $2,041.04 and $1,617.00, respectively.

As of May 10, 2025, total unrecognized stock-based compensation expense related to nonvested restricted stock unit awards, net of estimated forfeitures, was approximately $8.9 million, before income taxes, which we expect to recognize over an estimated weighted average period of 2.7 years.

Total share-based compensation expense (a component of Operating, selling, general and administrative expenses) for the twelve and thirty-six week periods ended May 10, 2025, was $29.0 million and $85.6 million, respectively. For the comparable prior year periods, total share-based compensation expense was $25.4 million and $71.3 million, respectively.

For the twelve and thirty-six week periods ended May 10, 2025, 125,197 and 114,925, respectively, stock options were excluded from the diluted earnings per share computation because they would have been anti-dilutive. For the comparable prior year periods, 131,280 and 115,997 anti-dilutive stock options were excluded from the dilutive earnings per share computation.

See AutoZone's Annual Report on Form 10-K for the year ended August 31, 2024, and other filings with the SEC for a discussion regarding the methodology used in developing AutoZone's assumptions to determine the fair value of the option awards and a description of AutoZone's Amended and Restated 2011 Equity Incentive Award Plan, the AutoZone, Inc. 2020 Omnibus Incentive Award Plan and the Director Compensation Program.

| Cloud Computing Arrangements | 8 Months Ended May 10, 2025 |
| --- | --- |
| **Cloud Computing Arrangements** | |
| Cloud Computing Arrangements | **Note L – Cloud Computing Arrangements**<br><br>The Company capitalizes implementation costs associated with its cloud computing arrangements when incurred, consistent with the treatment of costs capitalized for internal use software. These costs begin amortization once the related software is placed in service and will be amortized over the remaining non-cancellable term of the hosting agreement, plus any renewal periods that are reasonably certain to be exercised, and are recorded within Operating, selling, general and administrative expenses in the Company’s Condensed Consolidated Statements of Income, the same line item as the related hosting fees. No amortization expenses have been recorded in the twelve and thirty-six weeks ended May 10, 2025, or the comparable prior year periods. Capitalized cloud-based enterprise resource planning (ERP) software implementation costs were $17.1 million at May 10, 2025, which were recorded within Other long-term assets on the Company's Condensed Consolidated Balance Sheets. No cloud-based software implementation costs were recorded at August 31, 2024. Cloud computing arrangement implementation costs are classified within operating activities in the Company’s Condensed Consolidated Statements of Cash Flows. |

## Segment Reporting

8 Months Ended
May 10, 2025

[Segment Reporting](#)
[Segment Reporting](#)

**Note M – Segment Reporting**

The Company's primary operating segments (Domestic Auto Parts, Mexico and Brazil) are aggregated as one reportable segment: Auto Parts Stores. The criteria the Company used to identify the reportable segment are primarily the nature of the products the Company sells and the operating results that are regularly reviewed by the Company's chief operating decision maker to make decisions about the resources to be allocated to the business units and to assess performance. The accounting policies of the Company's reportable segment are the same as those described in "Note A – Significant Accounting Policies" in its Annual Report on Form 10-K for the year ended August 31, 2024.

The Auto Parts Stores segment is a retailer and distributor of automotive parts and accessories through the Company's 7,516 stores in the U.S., Mexico and Brazil. Each store carries an extensive product line for cars, sport utility vehicles, vans and light trucks, including new and remanufactured automotive hard parts, maintenance items, accessories and non-automotive products.

The Other category reflects business activities of two operating segments that are not separately reportable due to the materiality of these operating segments. The operating segments include ALLDATA, which produces, sells and maintains automotive diagnostic, repair and shop management software used in the automotive repair industry, and E-commerce, which includes direct sales to customers through www.autozone.com for sales that are not fulfilled by local stores.

The Company evaluates its reportable segment primarily on the basis of net sales and segment profit, which is defined as gross profit. Segment results for the periods presented were as follows:

| | Twelve Weeks Ended | | Thirty-Six Weeks Ended | |
|---|---|---|---|---|
| *(in thousands)* | May 10, 2025 | May 4, 2024 | May 10, 2025 | May 4, 2024 |
| **Net Sales** | | | | |
| Auto Parts Stores | $ 4,378,327 | $ 4,156,411 | $12,452,425 | $12,058,444 |
| Other | 86,012 | 79,074 | 243,566 | 226,444 |
| Total | $ 4,464,339 | $ 4,235,485 | $12,695,991 | $12,284,888 |
| | | | | |
| **Segment Profit** | | | | |
| Auto Parts Stores | $ 2,303,506 | $ 2,218,950 | $ 6,606,161 | $ 6,424,651 |
| Other | 50,017 | 46,572 | 143,820 | 134,539 |
| Gross profit | 2,353,523 | 2,265,522 | 6,749,981 | 6,559,190 |
| Operating, selling, general and administrative expenses | (1,487,349) | (1,365,341) | (4,335,891) | (4,067,163) |
| Interest expense, net | (111,285) | (104,422) | (327,736) | (298,426) |
| Income before income taxes | $ 754,889 | $ 795,759 | $ 2,086,354 | $ 2,193,601 |

| Pay vs Performance Disclosure - USD ($) $ in Thousands | 3 Months Ended | | 8 Months Ended | |
|---|---|---|---|---|
| | May 10, 2025 | May 04, 2024 | May 10, 2025 | May 04, 2024 |
| **Pay vs Performance Disclosure** | | | | |
| Net Income (Loss) | $ 608,440 | $ 651,726 | $ 1,661,297 | $ 1,760,219 |

| Insider Trading Arrangements | 3 Months Ended May 10, 2025 |
|---|---|
| **Trading Arrangements, by Individual** | |
| Rule 10b5-1 Arrangement Adopted | false |
| Non-Rule 10b5-1 Arrangement Adopted | false |
| Rule 10b5-1 Arrangement Terminated | false |
| Non-Rule 10b5-1 Arrangement Terminated | false |

| General (Policies) | 8 Months Ended May 10, 2025 |
| --- | --- |
| **General** | |
| Basis of Accounting | The accompanying unaudited Condensed Consolidated Financial Statements have been prepared in accordance with United States ("U.S.") generally accepted accounting principles ("U.S. GAAP") for interim financial information and are presented in accordance with the requirements of Form 10-Q and Article 10 of Regulation S-X of the Securities and Exchange Commission's (the "SEC") rules and regulations. Accordingly, they do not include all of the information and footnotes required by U.S. GAAP for complete financial statements. In the opinion of management, all adjustments, including normal recurring accruals, considered necessary for a fair presentation have been included. For further information, refer to the consolidated financial statements and related notes included in the AutoZone, Inc. ("AutoZone" or the "Company") Annual Report on Form 10-K for the year ended August 31, 2024. |
| Fiscal Period | Operating results for the twelve and thirty-six weeks ended May 10, 2025, are not necessarily indicative of the results that may be expected for the full fiscal year ending August 30, 2025. Each of the first three quarters of AutoZone's fiscal year consists of 12 weeks, and the fourth quarter consists of 16 or 17 weeks. The fourth quarter of fiscal 2025 has 16 weeks, and the fourth quarter of fiscal 2024 had 17 weeks. |
| Recently Issued Accounting Pronouncements | **Recently Issued Accounting Pronouncements**<br><br>In November 2023, the Financial Accounting Standards Board ("FASB") issued Accounting Standards Update ("ASU") 2023-07, *Segment Reporting (Topic 280)*. The amendments in this ASU require disclosures, on an annual and interim basis, of significant segment expenses that are regularly provided to the chief operating decision maker (CODM), as well as the aggregate amount of other segment items included in the reported measure of segment profit or loss. This ASU requires that a public entity disclose the title and position of the CODM and an explanation of how the CODM uses the reported measure(s) of segment profit or loss. Public entities will be required to provide all annual disclosures currently required by Topic 280 in interim periods, and entities with a single reportable segment are required to provide all the disclosures required by the amendments in the update and existing segment disclosures in Topic 280. ASU 2023-07 is effective for fiscal years beginning after December 15, 2023, and interim periods within fiscal years beginning after December 15, 2024, and requires retrospective adoption. Early adoption is permitted. The Company will adopt this standard with its fiscal 2025 annual filing. The Company is currently evaluating these new disclosure requirements and the impact of adoption.<br><br>In December 2023, the FASB issued ASU 2023-09, *Income Taxes (Topic 740)*. The amendments in this ASU are intended to enhance the transparency of income tax information by updating income tax disclosure requirements. The guidance is effective for public entities for annual periods beginning after December 15, 2024, and early adoption is permitted. The amendments in this ASU should be applied on a prospective basis; however, retrospective application is permitted. The Company will adopt this standard with its fiscal 2026 annual filing. The Company is currently evaluating these new disclosure requirements and does not expect the adoption to have a material impact.<br><br>In November 2024, the FASB issued ASU 2024-03, *Income Statement – Reporting Comprehensive Income – Expense Disaggregation Disclosures (Subtopic 220-40)*. This ASU requires disclosure in the notes to the financial statements, at each interim and annual reporting period, of specified information about certain costs and expenses including purchases of inventory, employee compensation, depreciation and intangible asset amortization included in each relevant expense caption. Also required is a qualitative description of the amounts remaining in relevant expense captions that are not separately disaggregated. This ASU is effective for all public entities for annual reporting periods beginning after December 15, 2026, and interim periods within annual reporting periods beginning after December 15, 2027, and early adoption is permitted. This ASU should be applied either prospectively to financial statements issued after |

the effective date of this update or retrospectively to all prior periods presented in the financial statements. The Company will adopt this standard with its fiscal 2028 annual filing. The Company is currently evaluating these new disclosure requirements and the impact of adoption.

| Fair Value Measurements (Tables) | 8 Months Ended May 10, 2025 |
|---|---|
| **Fair Value Measurements** | |
| Company's Marketable Debt Securities measured at Fair Value on Recurring Basis | The Company’s marketable debt securities measured at fair value on a recurring basis were as follows: |

| *(in thousands)* | May 10, 2025 Level 1 | Level 2 | Level 3 | Fair Value |
|---|---|---|---|---|
| Other current assets | $ 9,909 | $ 9,084 | $ — | $ 18,993 |
| Other long-term assets | 50,646 | 51,465 | — | 102,111 |
| | $60,555 | $60,549 | $ — | $121,104 |

| *(in thousands)* | August 31, 2024 Level 1 | Level 2 | Level 3 | Fair Value |
|---|---|---|---|---|
| Other current assets | $26,697 | $11,734 | $ — | $ 38,431 |
| Other long-term assets | 27,031 | 56,696 | — | 83,727 |
| | $53,728 | $68,430 | $ — | $122,158 |

## Marketable Debt Securities (Tables)

## 8 Months Ended May 10, 2025

**Marketable Debt Securities**

Available-for-Sale Marketable Securities

The Company's available-for-sale marketable debt securities consisted of the following:

| *(in thousands)* | May 10, 2025 Amortized Cost Basis | Gross Unrealized Gains | Gross Unrealized Losses | Fair Value |
|---|---|---|---|---|
| Corporate debt securities | $ 26,081 | $ 92 | $ (195) | $ 25,978 |
| Government bonds | 58,790 | 501 | (423) | 58,868 |
| Mortgage-backed securities | 22,432 | 108 | (215) | 22,325 |
| Asset-backed securities and other | 13,912 | 40 | (19) | 13,933 |
| | $121,215 | $ 741 | $ (852) | $121,104 |

| *(in thousands)* | August 31, 2024 Amortized Cost Basis | Gross Unrealized Gains | Gross Unrealized Losses | Fair Value |
|---|---|---|---|---|
| Corporate debt securities | $ 32,355 | $ 183 | $ (78) | $ 32,460 |
| Government bonds | 50,251 | 483 | (493) | 50,241 |
| Mortgage-backed securities | 22,859 | 326 | (95) | 23,090 |
| Asset-backed securities and other | 16,327 | 66 | (26) | 16,367 |
| | $121,792 | $ 1,058 | $ (692) | $122,158 |

Contractual maturities Available for Sale Marketable Debt Securities

The contractual maturities of the Company's available for sale marketable debt securities are as follows:

| *(in thousands)* | May 10, 2025 Amortized Cost Basis | Fair Value |
|---|---|---|
| Due within one year | $ 20,607 | $ 18,993 |
| Due after one year through five years | 45,465 | 47,256 |
| Due after five years through ten years | 38,753 | 38,629 |
| Due after ten years | 16,390 | 16,226 |
| | $121,215 | $121,104 |

**Financing (Tables)**

**8 Months Ended May 10, 2025**

**Financing**

Schedule of Debt

The Company’s debt consisted of the following:

| *(in thousands)* | May 10, 2025 | August 31, 2024 |
|---|---|---|
| 3.250% Senior Notes due April 2025, effective interest rate 3.36% | $ — | $ 400,000 |
| 3.625% Senior Notes due April 2025, effective interest rate 3.78% | — | 500,000 |
| 3.125% Senior Notes due April 2026, effective interest rate 3.28% | 400,000 | 400,000 |
| 5.050% Senior Notes due July 2026, effective interest rate 5.09% | 450,000 | 450,000 |
| 3.750% Senior Notes due June 2027, effective interest rate 3.83% | 600,000 | 600,000 |
| 4.500% Senior Notes due February 2028, effective interest rate 4.43% | 450,000 | 450,000 |
| 6.250% Senior Notes due November 2028, effective interest rate 6.46% | 500,000 | 500,000 |
| 3.750% Senior Notes due April 2029, effective interest rate 3.86% | 450,000 | 450,000 |
| 5.100% Senior Notes due July 2029, effective interest rate 5.30% | 600,000 | 600,000 |
| 4.000% Senior Notes due April 2030, effective interest rate 4.09% | 750,000 | 750,000 |
| 5.125% Senior Notes due June 2030, effective interest rate 5.14% | 500,000 | — |
| 1.650% Senior Notes due January 2031, effective interest rate 2.19% | 600,000 | 600,000 |
| 4.750% Senior Notes due August 2032, effective interest rate 4.76% | 750,000 | 750,000 |
| 4.750% Senior Notes due February 2033, effective interest rate 4.70% | 550,000 | 550,000 |
| 5.200% Senior Notes due August 2033, effective interest rate 5.22% | 300,000 | 300,000 |
| 6.550% Senior Notes due November 2033, effective interest rate 6.71% | 500,000 | 500,000 |
| 5.400% Senior Notes due July 2034, effective interest rate 5.54% | 700,000 | 700,000 |
| Commercial paper, weighted average interest rate 4.56% at May 10, 2025 and 5.40% at August 31, 2024 | 805,500 | 580,000 |
| Total debt before discounts and debt issuance costs | 8,905,500 | 9,080,000 |
| Less: Discounts and debt issuance costs | 52,390 | 55,619 |
| Long-term debt | $8,853,110 | $9,024,381 |

**Accumulated Other Comprehensive Loss (Tables)**

**8 Months Ended**

**May 10, 2025**

**Accumulated Other Comprehensive Loss**

Changes in Accumulated Other Comprehensive Loss

Changes in Accumulated other comprehensive loss for the twelve week periods ended May 10, 2025, and May 4, 2024, consisted of the following

| *(in thousands)* | Foreign Currency and Other[(1)] | Net Unrealized Gain (Loss) on Securities | Derivati |
|---|---|---|---|
| Balance at February 15, 2025 | $ (397,164) | $ (587) | $ ( |
| Other comprehensive income before reclassifications[(2)] | 49,636 | 511 | |
| Amounts reclassified from Accumulated other comprehensive loss[(2)] | — | (13) | |
| Balance at May 10, 2025 | $ (347,528) | $ (89) | $ ( |

| *(in thousands)* | Foreign Currency and Other[(1)] | Net Unrealized Gain (Loss) on Securities | Derivati |
|---|---|---|---|
| Balance at February 10, 2024 | $ (192,439) | $ (839) | $ (1 |
| Other comprehensive income (loss) before reclassifications[(2)] | 1,630 | (34) | |
| Amounts reclassified from Accumulated other comprehensive loss[(2)] | — | — | |
| Balance at May 4, 2024 | $ (190,809) | $ (873) | $ (1 |

Changes in Accumulated other comprehensive loss for the thirty-six week periods ended May 10, 2025, and May 4, 2024, consisted of the follow

| *(in thousands)* | Foreign Currency and Other[(1)] | Net Unrealized Gain (Loss) on Securities | Derivati |
|---|---|---|---|
| Balance at August 31, 2024 | $ (351,272) | $ 300 | $ (1 |
| Other comprehensive income (loss) before reclassifications[(2)] | 3,744 | (359) | |
| Amounts reclassified from Accumulated other comprehensive loss[(2)] | — | (30) | |
| Balance at May 10, 2025 | $ (347,528) | $ (89) | $ ( |

| *(in thousands)* | Foreign Currency and Other[(1)] | Net Unrealized Gain (Loss) on Securities | Derivati |
|---|---|---|---|
| Balance at August 26, 2023 | $ (176,557) | $ (1,851) | $ (1 |
| Other comprehensive (loss) income before reclassifications[(2)] | (14,252) | 978 | |
| Amounts reclassified from Accumulated other comprehensive loss[(2)] | — | — | |
| Balance at May 4, 2024 | $ (190,809) | $ (873) | $ (1 |

*(1) Foreign currency is shown net of U.S. tax to account for foreign currency impacts of certain undistributed non-U.S. subsidiaries' earnings. Other foreign cur additional U.S. tax as other basis differences of non-U.S. subsidiaries are intended to be permanently reinvested.*

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

| Share-Based Payments (Tables) | 8 Months Ended May 10, 2025 |
| --- | --- |

## Share-Based Payments

Schedule of Weighted Average for Key Assumptions Used in Determining Fair Value of Options Granted and Related Share-Based Compensation Expense

| | Thirty-Six Weeks Ended | |
| --- | --- | --- |
| | May 10, 2025 | May 4, 2024 |
| Expected price volatility | 26 % | 29 % |
| Risk-free interest rate | 4.0 % | 4.8 % |
| Weighted average expected lives (in years) | 5.5 | 5.4 |
| Forfeiture rate | 7 % | 7 % |
| Dividend yield | 0 % | 0 % |

**Segment Reporting (Tables)**

**8 Months Ended May 10, 2025**

**Segment Reporting**

Segment Results

| (in thousands) | Twelve Weeks Ended May 10, 2025 | Twelve Weeks Ended May 4, 2024 | Thirty-Six Weeks Ended May 10, 2025 | Thirty-Six Weeks Ended May 4, 2024 |
|---|---|---|---|---|
| **Net Sales** | | | | |
| Auto Parts Stores | $ 4,378,327 | $ 4,156,411 | $12,452,425 | $12,058,444 |
| Other | 86,012 | 79,074 | 243,566 | 226,444 |
| Total | $ 4,464,339 | $ 4,235,485 | $12,695,991 | $12,284,888 |
| | | | | |
| **Segment Profit** | | | | |
| Auto Parts Stores | $ 2,303,506 | $ 2,218,950 | $ 6,606,161 | $ 6,424,651 |
| Other | 50,017 | 46,572 | 143,820 | 134,539 |
| Gross profit | 2,353,523 | 2,265,522 | 6,749,981 | 6,559,190 |
| Operating, selling, general and administrative expenses | (1,487,349) | (1,365,341) | (4,335,891) | (4,067,163) |
| Interest expense, net | (111,285) | (104,422) | (327,736) | (298,426) |
| Income before income taxes | $ 754,889 | $ 795,759 | $ 2,086,354 | $ 2,193,601 |

| Merchandise Inventories (Detail) - USD ($) $ in Millions | May 10, 2025 | Aug. 31, 2024 |
|---|---|---|
| **Merchandise Inventories** | | |
| LIFO credit reserve balance | $ 3.0 | $ 19.0 |

| Variable Interest Entities (Detail) - USD ($) $ in Millions | May 10, 2025 | Aug. 31, 2024 |
|---|---|---|
| Variable Interest Entity Not Primary Beneficiary | | |
| **Variable Interest Entities** | | |
| Maximum exposure to losses amount | $ 104.3 | $ 53.9 |

| Fair Value Measurements - Company's Marketable Debt Securities Measured at Fair Value on Recurring Basis (Detail) - USD ($) $ in Thousands | May 10, 2025 | Aug. 31, 2024 |
|---|---|---|
| **Fair Value, Assets and Liabilities Measured on Recurring and Nonrecurring Basis [Line Items]** | | |
| Total | $ 121,104 | $ 122,158 |
| Fair Value, Measurements, Recurring | | |
| **Fair Value, Assets and Liabilities Measured on Recurring and Nonrecurring Basis [Line Items]** | | |
| Other current assets | 18,993 | 38,431 |
| Other long-term assets | 102,111 | 83,727 |
| Total | 121,104 | 122,158 |
| Level 1 \| Fair Value, Measurements, Recurring | | |
| **Fair Value, Assets and Liabilities Measured on Recurring and Nonrecurring Basis [Line Items]** | | |
| Other current assets | 9,909 | 26,697 |
| Other long-term assets | 50,646 | 27,031 |
| Total | 60,555 | 53,728 |
| Level 2 \| Fair Value, Measurements, Recurring | | |
| **Fair Value, Assets and Liabilities Measured on Recurring and Nonrecurring Basis [Line Items]** | | |
| Other current assets | 9,084 | 11,734 |
| Other long-term assets | 51,465 | 56,696 |
| Total | $ 60,549 | $ 68,430 |

| Fair Value Measurements - Additional Information (Detail) - Fair Value, Measurements, Recurring - USD ($) $ in Thousands | May 10, 2025 | Aug. 31, 2024 |
|---|---|---|
| **Fair Value, Assets and Liabilities Measured on Recurring and Nonrecurring Basis [Line Items]** | | |
| Short-term marketable debt securities | $ 18,993 | $ 38,431 |
| Long-term marketable debt securities | 102,111 | 83,727 |
| Other current assets | | |
| **Fair Value, Assets and Liabilities Measured on Recurring and Nonrecurring Basis [Line Items]** | | |
| Short-term marketable debt securities | 19,000 | 38,400 |
| Other long-term assets | | |
| **Fair Value, Assets and Liabilities Measured on Recurring and Nonrecurring Basis [Line Items]** | | |
| Long-term marketable debt securities | $ 102,100 | $ 83,700 |

| Marketable Debt Securities - Available-for-Sale Marketable Securities (Detail) - USD ($) $ in Thousands | May 10, 2025 | Aug. 31, 2024 |
|---|---|---|
| **Schedule of Available-for-sale Securities [Line Items]** | | |
| Total | $ 121,215 | $ 121,792 |
| Available-For-Sale Marketable Securities, Gross Unrealized Gains | 741 | 1,058 |
| Available-For-Sale Marketable Securities, Gross Unrealized Losses | (852) | (692) |
| Available-For-Sale Marketable Securities, Fair Value | 121,104 | 122,158 |
| Corporate debt securities | | |
| **Schedule of Available-for-sale Securities [Line Items]** | | |
| Total | 26,081 | 32,355 |
| Available-For-Sale Marketable Securities, Gross Unrealized Gains | 92 | 183 |
| Available-For-Sale Marketable Securities, Gross Unrealized Losses | (195) | (78) |
| Available-For-Sale Marketable Securities, Fair Value | 25,978 | 32,460 |
| Government bonds | | |
| **Schedule of Available-for-sale Securities [Line Items]** | | |
| Total | 58,790 | 50,251 |
| Available-For-Sale Marketable Securities, Gross Unrealized Gains | 501 | 483 |
| Available-For-Sale Marketable Securities, Gross Unrealized Losses | (423) | (493) |
| Available-For-Sale Marketable Securities, Fair Value | 58,868 | 50,241 |
| Mortgage-backed securities | | |
| **Schedule of Available-for-sale Securities [Line Items]** | | |
| Total | 22,432 | 22,859 |
| Available-For-Sale Marketable Securities, Gross Unrealized Gains | 108 | 326 |
| Available-For-Sale Marketable Securities, Gross Unrealized Losses | (215) | (95) |
| Available-For-Sale Marketable Securities, Fair Value | 22,325 | 23,090 |
| Asset-backed securities and other | | |
| **Schedule of Available-for-sale Securities [Line Items]** | | |
| Total | 13,912 | 16,327 |
| Available-For-Sale Marketable Securities, Gross Unrealized Gains | 40 | 66 |
| Available-For-Sale Marketable Securities, Gross Unrealized Losses | (19) | (26) |
| Available-For-Sale Marketable Securities, Fair Value | $ 13,933 | $ 16,367 |

| Marketable Debt Securities - Contractual Maturities of Available-for-Sale Marketable Debt Securities (Detail) - USD ($) $ in Thousands | May 10, 2025 | Aug. 31, 2024 |
|---|---|---|
| **Amortized Cost Basis** | | |
| Due within one year | $ 20,607 | |
| Due after one year through five years | 45,465 | |
| Due after five years through ten years | 38,753 | |
| Due after ten years | 16,390 | |
| Total | 121,215 | $ 121,792 |
| **Fair Value** | | |
| Due within one year | 18,993 | |
| Due after one year through five years | 47,256 | |
| Due after five years through ten years | 38,629 | |
| Due after ten years | 16,226 | |
| Total | $ 121,104 | $ 122,158 |

| Marketable Debt Securities - Additional Information (Detail) $ in Thousands | May 10, 2025 USD ($) security | Aug. 31, 2024 USD ($) security |
|---|---|---|
| **Marketable Debt Securities** | | |
| Number of securities available for sale loss position \| security | 65 | 45 |
| Available-For-Sale Marketable Securities, Gross Unrealized Losses | $ 852 | $ 692 |
| Marketable securities held in trust | $ 114,500 | $ 111,500 |

| Supplier Financing Programs (Detail) - USD ($) $ in Millions | May 10, 2025 | Aug. 31, 2024 |
|---|---|---|
| **Supplier Financing Programs** | | |
| Obligations outstanding under supplier financing arrangements, current | $ 5,200.0 | $ 4,900.0 |
| Supplier Finance Program, Obligation, Current, Statement of Financial Position [Extensible Enumeration] | Accounts Payable, Current | Accounts Payable, Current |
| Obligations outstanding under supplier financing arrangements, noncurrent | $ 288.1 | $ 226.7 |
| Supplier Finance Program, Obligation, Noncurrent, Statement of Financial Position [Extensible Enumeration] | Other Liabilities, Noncurrent | Other Liabilities, Noncurrent |

| Financing - Schedule of Debt (Detail) - USD ($) $ in Thousands | May 10, 2025 | Apr. 14, 2025 | Aug. 31, 2024 |
|---|---|---|---|
| **Debt Instrument [Line Items]** | | | |
| Total debt before discounts and debt issuance costs | $ 8,905,500 | | $ 9,080,000 |
| Less: Discounts and debt issuance costs | 52,390 | | 55,619 |
| Long-term debt | 8,853,110 | | 9,024,381 |
| 3.250% Senior Notes due April 2025, effective interest rate 3.36% | | | |
| **Debt Instrument [Line Items]** | | | |
| Senior notes | | | 400,000 |
| 3.625% Senior Notes due April 2025, effective interest rate 3.78% | | | |
| **Debt Instrument [Line Items]** | | | |
| Senior notes | | | 500,000 |
| 3.125% Senior Notes due April 2026, effective interest rate 3.28% | | | |
| **Debt Instrument [Line Items]** | | | |
| Senior notes | 400,000 | | 400,000 |
| 5.050% Senior Notes due July 2026, effective interest rate 5.09% | | | |
| **Debt Instrument [Line Items]** | | | |
| Senior notes | 450,000 | | 450,000 |
| 3.750% Senior Notes due June 2027, effective interest rate 3.83% | | | |
| **Debt Instrument [Line Items]** | | | |
| Senior notes | 600,000 | | 600,000 |
| 4.500% Senior Notes due February 2028, effective interest rate 4.43% | | | |
| **Debt Instrument [Line Items]** | | | |
| Senior notes | 450,000 | | 450,000 |
| 6.250% Senior Notes due November 2028, effective interest rate 6.46% | | | |
| **Debt Instrument [Line Items]** | | | |
| Senior notes | 500,000 | | 500,000 |
| 3.750% Senior Notes due April 2029, effective interest rate 3.86% | | | |
| **Debt Instrument [Line Items]** | | | |
| Senior notes | 450,000 | | 450,000 |
| 5.100% Senior Notes due July 2029, effective interest rate 5.30% | | | |
| **Debt Instrument [Line Items]** | | | |
| Senior notes | 600,000 | | 600,000 |
| 4.000% Senior Notes due April 2030, effective interest rate 4.09% | | | |
| **Debt Instrument [Line Items]** | | | |
| Senior notes | 750,000 | | 750,000 |
| 5.125% Senior Notes due June, 2030, effective interest rate 5.14% | | | |
| **Debt Instrument [Line Items]** | | | |
| Senior notes | 500,000 | $ 500,000 | |
| 1.650% Senior Notes due January 2031, effective interest rate 2.19% | | | |
| **Debt Instrument [Line Items]** | | | |
| Senior notes | 600,000 | | 600,000 |

| | | |
|---|---|---|
| 4.750% Senior Notes due August 2032, effective interest rate 4.76% | | |
| **Debt Instrument [Line Items]** | | |
| Senior notes | 750,000 | 750,000 |
| 4.750% Senior Notes due February 2033, effective interest rate 4.70% | | |
| **Debt Instrument [Line Items]** | | |
| Senior notes | 550,000 | 550,000 |
| 5.200% Senior Notes due August 2033, effective interest rate 5.22% | | |
| **Debt Instrument [Line Items]** | | |
| Senior notes | 300,000 | 300,000 |
| 6.550% Senior Notes due November 2033, effective interest rate 6.71% | | |
| **Debt Instrument [Line Items]** | | |
| Senior notes | 500,000 | 500,000 |
| 5.400% Senior Notes due July 2034, effective interest rate 5.54% | | |
| **Debt Instrument [Line Items]** | | |
| Senior notes | 700,000 | 700,000 |
| Commercial paper | | |
| **Debt Instrument [Line Items]** | | |
| Commercial paper | $ 805,500 | $ 580,000 |

| Financing - Schedule of Debt - Interest Rates And Maturity (Detail) | 8 Months Ended May 10, 2025 | 12 Months Ended Aug. 31, 2024 | Apr. 15, 2025 | Apr. 14, 2025 |
|---|---|---|---|---|
| 3.250% Senior Notes due April 2025, effective interest rate 3.36% | | | | |
| **Debt Instrument [Line Items]** | | | | |
| Stated interest rate percentage | 3.25% | 3.25% | 3.25% | |
| Debt instrument maturity, month and year | 2025-04 | 2025-04 | | |
| Effective interest rate | 3.36% | 3.36% | | |
| 3.625% Senior Notes due April 2025, effective interest rate 3.78% | | | | |
| **Debt Instrument [Line Items]** | | | | |
| Stated interest rate percentage | 3.625% | 3.625% | 3.625% | |
| Debt instrument maturity, month and year | 2025-04 | 2025-04 | | |
| Effective interest rate | 3.78% | 3.78% | | |
| 3.125% Senior Notes due April 2026, effective interest rate 3.28% | | | | |
| **Debt Instrument [Line Items]** | | | | |
| Stated interest rate percentage | 3.125% | 3.125% | | |
| Debt instrument maturity, month and year | 2026-04 | 2026-04 | | |
| Effective interest rate | 3.28% | 3.28% | | |
| 5.050% Senior Notes due July 2026, effective interest rate 5.09% | | | | |
| **Debt Instrument [Line Items]** | | | | |
| Stated interest rate percentage | 5.05% | 5.05% | | |
| Debt instrument maturity, month and year | 2026-07 | 2026-07 | | |
| Effective interest rate | 5.09% | 5.09% | | |
| 3.750% Senior Notes due June 2027, effective interest rate 3.83% | | | | |
| **Debt Instrument [Line Items]** | | | | |
| Stated interest rate percentage | 3.75% | 3.75% | | |
| Debt instrument maturity, month and year | 2027-06 | 2027-06 | | |
| Effective interest rate | 3.83% | 3.83% | | |
| 4.500% Senior Notes due February 2028, effective interest rate 4.43% | | | | |
| **Debt Instrument [Line Items]** | | | | |
| Stated interest rate percentage | 4.50% | 4.50% | | |
| Debt instrument maturity, month and year | 2028-02 | 2028-02 | | |
| Effective interest rate | 4.43% | 4.43% | | |
| 6.250% Senior Notes due November 2028, effective interest rate 6.46% | | | | |
| **Debt Instrument [Line Items]** | | | | |
| Stated interest rate percentage | 6.25% | 6.25% | | |

| | | | |
|---|---|---|---|
| Debt instrument maturity, month and year | 2028-11 | 2028-11 | |
| Effective interest rate | 6.46% | 6.46% | |
| 3.750% Senior Notes due April 2029, effective interest rate 3.86% | | | |
| **Debt Instrument [Line Items]** | | | |
| Stated interest rate percentage | 3.75% | 3.75% | |
| Debt instrument maturity, month and year | 2029-04 | 2029-04 | |
| Effective interest rate | 3.86% | 3.86% | |
| 5.100% Senior Notes due July 2029, effective interest rate 5.30% | | | |
| **Debt Instrument [Line Items]** | | | |
| Stated interest rate percentage | 5.10% | 5.10% | |
| Debt instrument maturity, month and year | 2029-07 | 2029-07 | |
| Effective interest rate | 5.30% | 5.30% | |
| 4.000% Senior Notes due April 2030, effective interest rate 4.09% | | | |
| **Debt Instrument [Line Items]** | | | |
| Stated interest rate percentage | 4.00% | 4.00% | |
| Debt instrument maturity, month and year | 2030-04 | 2030-04 | |
| Effective interest rate | 4.09% | 4.09% | |
| 5.125% Senior Notes due June, 2030, effective interest rate 5.14% | | | |
| **Debt Instrument [Line Items]** | | | |
| Stated interest rate percentage | 5.125% | 5.125% | 5.125% |
| Debt instrument maturity, month and year | 2030-06 | 2030-06 | |
| Effective interest rate | 5.14% | 5.14% | |
| 1.650% Senior Notes due January 2031, effective interest rate 2.19% | | | |
| **Debt Instrument [Line Items]** | | | |
| Stated interest rate percentage | 1.65% | 1.65% | |
| Debt instrument maturity, month and year | 2031-01 | 2031-01 | |
| Effective interest rate | 2.19% | 2.19% | |
| 4.750% Senior Notes due August 2032, effective interest rate 4.76% | | | |
| **Debt Instrument [Line Items]** | | | |
| Stated interest rate percentage | 4.75% | 4.75% | |
| Debt instrument maturity, month and year | 2032-08 | 2032-08 | |
| Effective interest rate | 4.76% | 4.76% | |
| 4.750% Senior Notes due February 2033, effective interest rate 4.70% | | | |
| **Debt Instrument [Line Items]** | | | |
| Stated interest rate percentage | 4.75% | 4.75% | |
| Debt instrument maturity, month and year | 2033-02 | 2033-02 | |
| Effective interest rate | 4.70% | 4.70% | |

| | | |
|---|---|---|
| 5.200% Senior Notes due August 2033, effective interest rate 5.22% | | |
| **Debt Instrument [Line Items]** | | |
| Stated interest rate percentage | 5.20% | 5.20% |
| Debt instrument maturity, month and year | 2033-08 | 2033-08 |
| Effective interest rate | 5.22% | 5.22% |
| 6.550% Senior Notes due November 2033, effective interest rate 6.71% | | |
| **Debt Instrument [Line Items]** | | |
| Stated interest rate percentage | 6.55% | 6.55% |
| Debt instrument maturity, month and year | 2033-11 | 2033-11 |
| Effective interest rate | 6.71% | 6.71% |
| 5.400% Senior Notes due July 2034, effective interest rate 5.54% | | |
| **Debt Instrument [Line Items]** | | |
| Stated interest rate percentage | 5.40% | 5.40% |
| Debt instrument maturity, month and year | 2034-07 | 2034-07 |
| Effective interest rate | 5.54% | 5.54% |
| Commercial paper | | |
| **Debt Instrument [Line Items]** | | |
| Weighted average interest rate of commercial paper | 4.56% | 5.40% |

| Financing - Additional Information (Detail) - USD ($) $ in Thousands | Apr. 15, 2025 | Nov. 15, 2024 | May 10, 2025 | Apr. 14, 2025 | Aug. 31, 2024 |
|---|---|---|---|---|---|
| **Debt Instrument [Line Items]** | | | | | |
| Letters of credit, outstanding | | | | | $ 0 |
| Remaining borrowing capacity under revolving credit agreement | | | $ 2,200,000 | | |
| Fair value of the Company's debt | | | 8,800,000 | | 9,000,000 |
| Excess (shortfall) of fair value of debt over (from) carrying value | | | (57,900) | | 3,500 |
| Surety Bond | | | | | |
| **Debt Instrument [Line Items]** | | | | | |
| Guarantee obligations | | | 97,700 | | 48,900 |
| Revolving Credit Agreement | | | | | |
| **Debt Instrument [Line Items]** | | | | | |
| Amount available under credit facility | | | 2,250,000 | | |
| Maximum amount available under credit facility | | | 3,250,000 | | |
| Extended expiration of credit facility | | 1 year | | | |
| Borrowings, outstanding | | | 0 | | 0 |
| Letters of credit, outstanding | | | 1,700 | | 1,800 |
| Swingline Loans | | | | | |
| **Debt Instrument [Line Items]** | | | | | |
| Maximum amount available under credit facility | | | 75,000 | | |
| Individual Issuer, Letter of Credit | | | | | |
| **Debt Instrument [Line Items]** | | | | | |
| Maximum amount available under credit facility | | | 50,000 | | |
| Aggregate Sublimit, Letters of Credit | | | | | |
| **Debt Instrument [Line Items]** | | | | | |
| Maximum amount available under credit facility | | | 250,000 | | |
| Master Extension Agreement | | | | | |
| **Debt Instrument [Line Items]** | | | | | |
| Credit facility expiration date | | Nov. 15, 2028 | | | |
| Letter of Credit | | | | | |
| **Debt Instrument [Line Items]** | | | | | |
| Maximum amount available under credit facility | | | | | 25,000 |
| Borrowings, outstanding | | | 150,500 | | 141,600 |
| Commercial paper | | | | | |
| **Debt Instrument [Line Items]** | | | | | |
| Commercial paper borrowings | | | 805,500 | | 580,000 |
| 3.125% Senior Notes due April 2026, effective interest rate 3.28% | | | | | |
| **Debt Instrument [Line Items]** | | | | | |

| | | | | |
|---|---|---|---|---|
| Senior notes | | $ 400,000 | | $ 400,000 |
| Stated interest rate percentage | | 3.125% | | 3.125% |
| 3.250% Senior Notes due April 2025, effective interest rate 3.36% | | | | |
| **Debt Instrument [Line Items]** | | | | |
| Senior notes | | | | $ 400,000 |
| Repayments of Debt | $ 400,000 | | | |
| Stated interest rate percentage | 3.25% | 3.25% | | 3.25% |
| 3.625% Senior Notes due April 2025, effective interest rate 3.78% | | | | |
| **Debt Instrument [Line Items]** | | | | |
| Senior notes | | | | $ 500,000 |
| Repayments of Debt | $ 500,000 | | | |
| Stated interest rate percentage | 3.625% | 3.625% | | 3.625% |
| 5.125% Senior Notes due June, 2030, effective interest rate 5.14% | | | | |
| **Debt Instrument [Line Items]** | | | | |
| Senior notes | | $ 500,000 | $ 500,000 | |
| Stated interest rate percentage | | 5.125% | 5.125% | 5.125% |

| Stock Repurchase Program - Additional Information (Detail) - USD ($) $ in Thousands | | 1 Months Ended | 3 Months Ended | | 8 Months Ended | | 328 Months Ended |
|---|---|---|---|---|---|---|---|
| | Jun. 19, 2024 | Jun. 06, 2025 | May 10, 2025 | May 04, 2024 | May 10, 2025 | May 04, 2024 | May 10, 2025 |
| **Stock Repurchase Program** | | | | | | | |
| Purchase of treasury stock, shares | | | 70,000 | 242,000 | 330,300 | 905,000 | 155,500,000 |
| Purchase of treasury stock | | | $ 250,348 | $ 734,713 | $ 1,084,917 | $ 2,459,760 | $ 38,100,000 |
| Increase in authorization of stock repurchase, value | $ 1,500,000 | | | | | | |
| Stock repurchase authorized | $ 39,200,000 | | | | | | |
| Remaining value authorized for share repurchases | | | $ 1,100,000 | | $ 1,100,000 | | $ 1,100,000 |
| Subsequent Events | | | | | | | |
| **Stock Repurchase Program** | | | | | | | |
| Purchase of treasury stock, shares | | 2,700 | | | | | |
| Purchase of treasury stock | | $ 10,000 | | | | | |
| Common Stock | | | | | | | |
| **Stock Repurchase Program** | | | | | | | |
| Retirement of treasury shares, shares | | | | | 710,000 | 1,703,000 | |
| Retirement of treasury shares | | | | | $ 7 | $ 17 | |
| Retained Deficit | | | | | | | |
| **Stock Repurchase Program** | | | | | | | |
| Retirement of treasury shares | | | | | 2,049,118 | 4,128,131 | |
| Additional Paid-in Capital | | | | | | | |
| **Stock Repurchase Program** | | | | | | | |
| Retirement of treasury shares | | | | | $ 69,877 | $ 142,391 | |

| Accumulated Other Comprehensive Loss - Changes in Accumulated Other Comprehensive Loss (Detail) - USD ($) $ in Thousands | 3 Months Ended | | 8 Months Ended | |
|---|---|---|---|---|
| | May 10, 2025 | May 04, 2024 | May 10, 2025 | May 04, 2024 |
| **Accumulated Other Comprehensive Income (Loss) [Line Items]** | | | | |
| Balance | $ (4,457,773) | $ (4,837,321) | $ (4,749,614) | $ (4,349,894) |
| Balance | (3,974,405) | (4,838,237) | (3,974,405) | (4,838,237) |
| Foreign Currency and Other | | | | |
| **Accumulated Other Comprehensive Income (Loss) [Line Items]** | | | | |
| Balance | (397,164) | (192,439) | (351,272) | (176,557) |
| Other comprehensive income (loss) before reclassifications | 49,636 | 1,630 | 3,744 | (14,252) |
| Balance | (347,528) | (190,809) | (347,528) | (190,809) |
| Net Unrealized Gain (Loss) on Securities | | | | |
| **Accumulated Other Comprehensive Income (Loss) [Line Items]** | | | | |
| Balance | (587) | (839) | 300 | (1,851) |
| Other comprehensive income (loss) before reclassifications | 511 | (34) | (359) | 978 |
| Amounts reclassified from Accumulated other comprehensive loss | (13) | | (30) | |
| Balance | (89) | (873) | (89) | (873) |
| Derivatives | | | | |
| **Accumulated Other Comprehensive Income (Loss) [Line Items]** | | | | |
| Balance | (9,838) | (11,621) | (10,646) | (12,428) |
| Amounts reclassified from Accumulated other comprehensive loss | 404 | 404 | 1,212 | 1,211 |
| Balance | (9,434) | (11,217) | (9,434) | (11,217) |
| Accumulated Other Comprehensive Loss | | | | |
| **Accumulated Other Comprehensive Income (Loss) [Line Items]** | | | | |
| Balance | (407,589) | (204,899) | (361,618) | (190,836) |
| Other comprehensive income (loss) before reclassifications | 50,147 | 1,596 | 3,385 | (13,274) |
| Amounts reclassified from Accumulated other comprehensive loss | 391 | 404 | 1,182 | 1,211 |
| Balance | $ (357,051) | $ (202,899) | $ (357,051) | $ (202,899) |

| Share-Based Payments - Additional Information (Detail) - USD ($) $ / shares in Units, $ in Thousands | 3 Months Ended | | 8 Months Ended | |
|---|---|---|---|---|
| | May 10, 2025 | May 04, 2024 | May 10, 2025 | May 04, 2024 |
| **Share-based Compensation Arrangement by Share-based Payment Award [Line Items]** | | | | |
| Forfeiture rate | | | 7.00% | 7.00% |
| Stock options granted | | | 122,802 | 134,821 |
| Weighted average grant date fair value of options granted | | | $ 1,026.36 | $ 915.03 |
| Stock options exercised - shares | | | 117,698 | 185,304 |
| Stock options exercised - weighted average exercise price | | | $ 906.53 | $ 801.74 |
| Unrecognized share-based compensation expense related to stock options, net of forfeitures | $ 146,900 | | $ 146,900 | |
| Estimated weighted average period | | | 2 years 10 months 24 days | |
| Share-based compensation expense | $ 29,000 | $ 25,400 | $ 85,584 | $ 71,314 |
| Stock Options | | | | |
| **Share-based Compensation Arrangement by Share-based Payment Award [Line Items]** | | | | |
| Anti-dilutive shares excluded from the computation of earnings per share | 125,197 | 131,280 | 114,925 | 115,997 |
| Share-Based Payment Arrangement, Employee | | | | |
| **Share-based Compensation Arrangement by Share-based Payment Award [Line Items]** | | | | |
| Forfeiture rate | | | 10.00% | |
| Omnibus Incentive Award Plan 2020 \| Share-Based Payment Arrangement, Employee | | | | |
| **Share-based Compensation Arrangement by Share-based Payment Award [Line Items]** | | | | |
| Forfeiture rate | | | 0.00% | |
| Restricted Stock Units (RSUs) | | | | |
| **Share-based Compensation Arrangement by Share-based Payment Award [Line Items]** | | | | |
| Service period | | | 4 years | |
| Restricted stock unit awards, number of shares granted | | | 2,743 | 3,173 |
| Restricted stock unit awards, granted, weighted average grant date fair value | | | $ 3,155.36 | $ 2,560.56 |
| Restricted stock unit awards, number of shares vested | | | 3,218 | 4,741 |
| Restricted stock unit awards, vested, weighted average grant date fair value | | | $ 2,041.04 | $ 1,617 |
| Non vested restricted stock unit award | $ 8,900 | | $ 8,900 | |
| Estimated weighted average period | | | 2 years 8 months 12 days | |
| Stock Options | | | | |

| | |
|---|---|
| **Share-based Compensation Arrangement by Share-based Payment Award [Line Items]** | |
| Option-vesting periods | 4 years |
| Stock Options \| Minimum | |
| **Share-based Compensation Arrangement by Share-based Payment Award [Line Items]** | |
| Option-vesting periods | 4 years |
| Stock Options \| Maximum | |
| **Share-based Compensation Arrangement by Share-based Payment Award [Line Items]** | |
| Option-vesting periods | 5 years |

| Share-Based Payments - Weighted Average for Key Assumptions Used in Determining Fair Value of Options Granted and Related Share-Based Compensation Expense (Detail) | 8 Months Ended | |
|---|---|---|
| | May 10, 2025 | May 04, 2024 |
| **Share-Based Payments** | | |
| Expected price volatility | 26.00% | 29.00% |
| Risk-free interest rate | 4.00% | 4.80% |
| Weighted average expected lives (in years) | 5 years 6 months | 5 years 4 months 24 days |
| Forfeiture rate | 7.00% | 7.00% |
| Dividend yield | 0.00% | 0.00% |

| Cloud Computing Arrangements (Details) - USD ($) $ in Millions | 3 Months Ended | | 8 Months Ended | | |
|---|---|---|---|---|---|
| | May 10, 2025 | May 04, 2024 | May 10, 2025 | May 04, 2024 | Aug. 31, 2024 |
| **Cloud computing arrangements** | | | | | |
| Capitalized cloud-based software implementation costs | | | | | $ 0.0 |
| Selling, general and administrative expenses | | | | | |
| **Cloud computing arrangements** | | | | | |
| Amortization expenses | $ 0.0 | $ 0.0 | $ 0.0 | $ 0.0 | |
| Other long-term assets | | | | | |
| **Cloud computing arrangements** | | | | | |
| Capitalized cloud-based software implementation costs | $ 17.1 | | $ 17.1 | | |

| Segment Reporting - Additional Information (Detail) | 8 Months Ended May 10, 2025 store segment |
|---|---|
| **Segment Reporting Information [Line Items]** | |
| Number of reportable segments | 1 |
| Number of automotive parts and accessories locations in the United States, Mexico, and Brazil \| store | 7,516 |
| Other | |
| **Segment Reporting Information [Line Items]** | |
| Number of operating segments | 2 |

| Segment Reporting - Segment Results (Detail) - USD ($) $ in Thousands | 3 Months Ended | | 8 Months Ended | |
|---|---|---|---|---|
| | May 10, 2025 | May 04, 2024 | May 10, 2025 | May 04, 2024 |
| **Segment Reporting Information [Line Items]** | | | | |
| Net Sales | $ 4,464,339 | $ 4,235,485 | $ 12,695,991 | $ 12,284,888 |
| Gross profit | 2,353,523 | 2,265,522 | 6,749,981 | 6,559,190 |
| Operating, selling, general and administrative expenses | (1,487,349) | (1,365,341) | (4,335,891) | (4,067,163) |
| Interest expense, net | (111,285) | (104,422) | (327,736) | (298,426) |
| Income before income taxes | 754,889 | 795,759 | 2,086,354 | 2,193,601 |
| Auto Parts Stores | | | | |
| **Segment Reporting Information [Line Items]** | | | | |
| Net Sales | 4,378,327 | 4,156,411 | 12,452,425 | 12,058,444 |
| Gross profit | 2,303,506 | 2,218,950 | 6,606,161 | 6,424,651 |
| Other | | | | |
| **Segment Reporting Information [Line Items]** | | | | |
| Net Sales | 86,012 | 79,074 | 243,566 | 226,444 |
| Gross profit | $ 50,017 | $ 46,572 | $ 143,820 | $ 134,539 |