AUTOZONE INC Form SC 13D/A November 01, 2010

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

SCHEDULE 13D Under the Securities Exchange Act of 1934 (Amendment No. 33)\*

| AutoZone, Inc.                           |
|--|
| (Name of Issuer)                         |
| Common Stock, par value \$0.01 per share |
| (Title of Class of Securities)           |
| 053332102                                |
| (CUSIP Number)                           |

David A. Katz

Wachtell, Lipton, Rosen & Katz

51 West 52nd Street

New York, New York 10019

(212) 403-1000

### Edgar Filing: AUTOZONE INC - Form SC 13D/A

(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)

October 28, 2010

(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box.

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See §240.13d-7 for other parties to whom copies are to be sent.

\* The remainder of this cover page shall be filled out for a reporting person s initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be filed for the purpose of Section 18 of the Securities Exchange Act of 1934 ( Act ) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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# CUSIP No. 053332102

## 1 NAME OF REPORTING PERSON

ESL Partners, L.P.

| 2   | CHECK THE APPROPRIATE BOX IF A MEMBER OF A (a) |              |   | (a) X     |  |  |
|-----|--|--------------|---|-----------|--|--|
|     | GROUP (b)                                      |              |   | (b) _     |  |  |
| 3   | SEC USE ONLY                                   | EC USE ONLY  |   |           |  |  |
| 4   | SOURCE OF FUNDS                                | }            |   |           |  |  |
|     | N/A  |              |   |           |  |  |
| 5   | CHECK BOX IF DISC                              | CLOSURE OF I | LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITE | M 2(d) OR |  |  |
|     | 2(e)   |              | £   |           |  |  |
| 6   | CITIZENSHIP OR PL                              | ACE OF ORGA  | ANIZATION                                     |           |  |  |
|     | Delaware                                       |              |   |           |  |  |
|     |  | 7            | SOLE VOTING POWER                             |           |  |  |
|     |  |              |   |           |  |  |
|     |  |              | 7,385,848                                     |           |  |  |
|     |  | 8            | SHARED VOTING POWER                           |           |  |  |
|     |  |              |   |           |  |  |
| 1   | NUMBER OF SHARES                               |              | 0   |           |  |  |
|     | BENEFICIALLY                                   |              |   |           |  |  |
|     | OWNED BY EACH                                  | 9            | SOLE DISPOSITIVE POWER                        |           |  |  |
| ]   | REPORTING PERSON                               |              |   |           |  |  |
|     | WITH   |              | 7,385,848                                     |           |  |  |
|     |  | 10           | SHARED DISPOSITIVE POWER                      |           |  |  |
|     |  |              |   |           |  |  |
|     |  |              | 0   |           |  |  |
| 11  |  |              | AMOUNT BENEFICIALLY OWNED BY EACH REPORTING   | 1G        |  |  |
|     |  | PERSON       |   |           |  |  |
|     |  |              |   |           |  |  |
|     |  | 15,302,634   |   |           |  |  |
| 12  |  |              | IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES  | CERTAIN   |  |  |
|     |  | SHARES       | £   |           |  |  |
| 13  |  | PERCENT OF   | CLASS REPRESENTED BY AMOUNT IN ROW (11)       |           |  |  |
|     |  | 2.1.2~       |   |           |  |  |
|     |  | 34.3%        |   |           |  |  |
| 4.4 |  |              |   |           |  |  |
| 14  |  | _            | PORTING PERSON                                |           |  |  |
|     |  | PN           |   |           |  |  |
|     |  |              |   |           |  |  |

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# CUSIP No. 053332102

## 1 NAME OF REPORTING PERSON

ESL Institutional Partners, L.P.

| 2   |   |   |   | (a) X<br>(b) _ |  |  |  |
|---|---|---|---|----------------|--|--|--|
| 3<br>4  | 3 SEC USE ONLY<br>4 SOURCE OF FUNDS                   |   |   |                |  |  |  |
| <b>5 6</b>  | N/A<br>CHECK BOX IF DISC<br>2(e)<br>CITIZENSHIP OR PI |   | LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITE $\pounds$ ANIZATION | M 2(d) OR      |  |  |  |
|   | Delaware  | 7                                       | SOLE VOTING POWER   |                |  |  |  |
|   |   | 8                                       | 1,595<br>SHARED VOTING POWER                                      |                |  |  |  |
| NUMBER OF SHARES<br>BENEFICIALLY  |   |   | 0   |                |  |  |  |
| F   | OWNED BY EACH<br>REPORTING PERSON<br>WITH             | 9                                       | SOLE DISPOSITIVE POWER  |                |  |  |  |
|   |   | 10                                      | 1,595<br>SHARED DISPOSITIVE POWER                                 |                |  |  |  |
| 11  |   | AGGREGATE<br>PERSON                     | 0<br>AMOUNT BENEFICIALLY OWNED BY EACH REPORTIN                   | NG             |  |  |  |
| 15,302,634 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES SHARES £ PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) |   | CERTAIN                                 |   |                |  |  |  |
|   |   | CLASS REPRESENTED BY AMOUNT IN ROW (11) |   |                |  |  |  |
|   |   | 34.3%                                   |   |                |  |  |  |
| 14  |   | TYPE OF REP<br>PN                       | PORTING PERSON  |                |  |  |  |

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## **CUSIP No. 053332102**

| 1 | NAME   | OEDE | DODTING  | G PERSON |  |
|---|--------|------|----------|----------|--|
|   | I NAWE | UFKE | CHURTING | TERSON   |  |

00

ESL Investors, L.L.C.

| 2  | CHECK THE APPROP                       | RIATE BOX IF A M | MEMBER OF A GROUP                               | (a) |
|--|--|------------------|---|-----|
|  |  |                  |   | (b) |
| 3 4  | SEC USE ONLY<br>SOURCE OF FUNDS<br>N/A |                  | _   |     |
| 5  |  | LOSURE OF LEGA   | L PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) | OR  |
| 6  | 2(e) CITIZENSHIP OR PLA Delaware       | CE OF ORGANIZA   | £<br>ATION                                      |     |
|  | Belaware                               | 7                | SOLE VOTING POWER                               |     |
|  |  | 8                | 2,204,324<br>SHARED VOTING POWER                |     |
|  | NUMBER OF SHARES<br>BENEFICIALLY       |                  | 0   |     |
|  | OWNED BY EACH                          | 9                | SOLE DISPOSITIVE POWER                          |     |
|  | REPORTING PERSON<br>WITH               | 10               | 2,204,324<br>SHARED DISPOSITIVE POWER           |     |
| AGGREGATE AMO<br>PERSON<br>15,302,634              |  |                  | 0<br>MOUNT BENEFICIALLY OWNED BY EACH REPORTING |     |
|  |  | CHECK BOX IF     | ΓΗΕ AGGREGATE AMOUNT IN ROW (11) EXCLUDES ES £  |     |
| PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) |  |                  | ASS REPRESENTED BY AMOUNT IN ROW (11)           |     |
|  |  | 34.3%            |   |     |
| 14   |  | TYPE OF REPOR    | TING PERSON                                     |     |

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## **CUSIP No. 053332102**

## 1 NAME OF REPORTING PERSON

Acres Partners, L.P.

| 2  |                          |  |  | (a) X |  |
|--|--------------------------|--|--|-------|--|
| GROUP 3 SEC USE ONLY   |                          |  |  | (b) _ |  |
| 4  | SOURCE OF FUNDS          |  |  |       |  |
| -  | N/A                      |  |  |       |  |
| 5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEL 2(e) £ |                          |  |  |       |  |
| 6  | CITIZENSHIP OR PL        | ACE OF ORGA  |  |       |  |
|  | Delaware                 |  |  |       |  |
|  |                          | 7  | SOLE VOTING POWER                            |       |  |
|  |                          |  |  |       |  |
|  |                          |  | 2,000,000                                    |       |  |
|  |                          | 8  | SHARED VOTING POWER                          |       |  |
|  | NUMBER OF SHARES         |  | 0  |       |  |
| 1  | BENEFICIALLY             |  | O .  |       |  |
|  | OWNED BY EACH            | 9  | SOLE DISPOSITIVE POWER                       |       |  |
| F  | REPORTING PERSON<br>WITH |  |  |       |  |
|  |                          |  | 2,000,000                                    |       |  |
|  |                          | 10   | SHARED DISPOSITIVE POWER                     |       |  |
|  |                          |  |  |       |  |
| 4.4  |                          | A CODEC A TE   |  |       |  |
| 11   |                          | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON   |  |       |  |
|  |                          | PERSON   |  |       |  |
|  |                          | 15,302,634   |  |       |  |
| 12   |                          | CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN |  |       |  |
|  |                          | SHARES £   |  |       |  |
| 13 PERCENT   |                          | PERCENT OF   | Γ OF CLASS REPRESENTED BY AMOUNT IN ROW (11) |       |  |
|  |                          |  |  |       |  |
|  |                          | 34.3%  |  |       |  |
| 11   |                          | TVDE OF DED  | ODTING DEDSON                                |       |  |
| 14   |                          | TYPE OF REPORTING PERSON<br>PN                                 |  |       |  |
|  |                          | 111  |  |       |  |

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## **CUSIP No. 053332102**

## 1 NAME OF REPORTING PERSON

RBS Investment Management, L.L.C.

| 2   | · ·   |                     |   | (a) X<br>(b) _ |  |
|---|---|---------------------|---|----------------|--|
| 3 SEC USE ONLY 4 SOURCE OF FUNDS N/A                              |   |                     |   |                |  |
| 5   |   |                     | LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM<br>£ | M 2(d) OR      |  |
| 6   | Delaware  | LACE OF ORGA        | ANIZATION   |                |  |
|   |   | 7                   | SOLE VOTING POWER                                   |                |  |
|   |   | 8                   | 1,595<br>SHARED VOTING POWER                        |                |  |
| N   | UMBER OF SHARES   |                     | 0   |                |  |
| F   | BENEFICIALLY<br>OWNED BY EACH<br>REPORTING PERSON<br>WITH | 9                   | SOLE DISPOSITIVE POWER                              |                |  |
|   |   | 10                  | 1,595<br>SHARED DISPOSITIVE POWER                   |                |  |
| 11  |   | AGGREGATE<br>PERSON | 0<br>E AMOUNT BENEFICIALLY OWNED BY EACH REPORTIN   | ſG             |  |
| 15,302,634 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES |   | CERTAIN             |   |                |  |
| 13  | SHARES PERCENT (  |                     | £ CLASS REPRESENTED BY AMOUNT IN ROW (11)           |                |  |
|   |   | 34.3%               |   |                |  |
| 14  |   | TYPE OF REP         | PORTING PERSON                                      |                |  |

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## CUSIP No. 053332102

## 1 NAME OF REPORTING PERSON

Tynan, LLC

| 2                 |   |                         |  | (a) X<br>(b) _ |  |
|-------------------|---|-------------------------|--|----------------|--|
| 3                 |   |                         |  |                |  |
| 4 SOURCE OF FUNDS |   |                         |  |                |  |
| 5                 | N/A<br>CHECK BOX IF DISC                  | CLOSURE OF I            | LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM | M 2(d) OR      |  |
|                   | 2(e)                                      |                         | ££   |                |  |
| 6                 | CITIZENSHIP OR PL<br>Delaware             | LACE OF ORGA            | ANIZATION                                      |                |  |
|                   | Delaware                                  | 7                       | SOLE VOTING POWER                              |                |  |
|                   |   |                         | 24,373   |                |  |
|                   |   | 8                       | SHARED VOTING POWER                            |                |  |
| N                 | UMBER OF SHARES                           |                         | 0  |                |  |
| 1,                | BENEFICIALLY                              |                         |  |                |  |
| т.                | OWNED BY EACH<br>REPORTING PERSON<br>WITH | 9                       | SOLE DISPOSITIVE POWER                         |                |  |
| K                 |   |                         | 9,358  |                |  |
|                   |   | 10                      | SHARED DISPOSITIVE POWER                       |                |  |
|                   |   |                         | 0  |                |  |
| 11                |   | AGGREGATE<br>PERSON     | AMOUNT BENEFICIALLY OWNED BY EACH REPORTIN     | IG             |  |
|                   |   | 15 202 624              |  |                |  |
| 12                |   | 15,302,634<br>CHECK BOX | IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES   | CERTAIN        |  |
| SHARES £          |   |                         |  |                |  |
| 13 PERCENT OF CL. |   | PERCENT OF              | CLASS REPRESENTED BY AMOUNT IN ROW (11)        |                |  |
|                   |   | 34.3%                   |  |                |  |
| 14                |   | TYPE OF REF             | PORTING PERSON                                 |                |  |

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## CUSIP No. 053332102

1 NAME OF REPORTING PERSON

RBS Partners, L.P.

- 2 CHECK THE APPROPRIATE BOX IF A MEMBER

  OF A GROUP

  (a) X

  (b) \_
- 3 SEC USE ONLY
- 4 SOURCE OF FUNDS N/A
- 5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)  $\pounds$
- **6** CITIZENSHIP OR PLACE OF ORGANIZATION Delaware