

AUTOZONE INC
Form SC 13D/A
June 30, 2010

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

**SCHEDULE 13D
Under the Securities Exchange Act of 1934
(Amendment No. 30)***

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

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

June 30, 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).

Page 1 of 16 Pages

CUSIP No. 053332102

1 NAME OF REPORTING PERSON

ESL 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) £

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

7 SOLE VOTING POWER

8,883,494

8 SHARED VOTING POWERNUMBER OF SHARES
BENEFICIALLY

0

OWNED BY EACH
REPORTING PERSON**9** SOLE DISPOSITIVE POWER

WITH

8,883,494

10 SHARED DISPOSITIVE POWER

0

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

18,000,000

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES £

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

38.3%

14 TYPE OF REPORTING PERSON
PN

CUSIP No. 053332102

1 NAME OF REPORTING PERSON

ESL Institutional 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) £

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

7 SOLE VOTING POWER

1,917

8 SHARED VOTING POWERNUMBER OF SHARES
BENEFICIALLY

0

OWNED BY EACH
REPORTING PERSON
WITH**9** SOLE DISPOSITIVE POWER

1,917

10 SHARED DISPOSITIVE POWER

0

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

18,000,000

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES £**13** PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

38.3%

14 TYPE OF REPORTING PERSON
PN

CUSIP No. 053332102

1 NAME OF REPORTING PERSON

ESL Investors, L.L.C.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

X

(a)

(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)

£

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

7 SOLE VOTING POWER

2,651,302

8 SHARED VOTING POWER

NUMBER OF SHARES 0

BENEFICIALLY

OWNED BY EACH

9 SOLE DISPOSITIVE POWER

REPORTING PERSON

WITH

10 SHARED DISPOSITIVE POWER

0

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

18,000,000

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

£

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

38.3%

14 TYPE OF REPORTING PERSON

OO

CUSIP No. 053332102

1 NAME OF REPORTING PERSON

Acres 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) £

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

7 SOLE VOTING POWER

2,000,000

8 SHARED VOTING POWERNUMBER OF SHARES
BENEFICIALLY

0

OWNED BY EACH
REPORTING PERSON
WITH**9** SOLE DISPOSITIVE POWER

2,000,000

10 SHARED DISPOSITIVE POWER

0

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

18,000,000

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES £

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

38.3%

14 TYPE OF REPORTING PERSON
PN

CUSIP No. 053332102

1 NAME OF REPORTING PERSON

RBS Investment Management, L.L.C.

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) £

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

7 SOLE VOTING POWER

1,917

8 SHARED VOTING POWER

NUMBER OF SHARES BENEFICIALLY

OWNED BY EACH

REPORTING PERSON

9 SOLE DISPOSITIVE POWER

WITH

10 SHARED DISPOSITIVE POWER

0

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

18,000,000

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES £

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

38.3%

14 TYPE OF REPORTING PERSON

OO

CUSIP No. 053332102

1 NAME OF REPORTING PERSON

Tynan, LLC

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) £

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

7 SOLE VOTING POWER

31,760

8 SHARED VOTING POWER

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

0

9 SOLE DISPOSITIVE POWER

25,997

10 SHARED DISPOSITIVE POWER

0

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

18,000,000

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES £

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

38.3%

14 TYPE OF REPORTING PERSON
 PN

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) £

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

7 SOLE VOTING POWER

11,534,796

8 SHARED VOTING POWER

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

0

9 SOLE DISPOSITIVE POWER

11,534,796

10 SHARED DISPOSITIVE POWER

0

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

18,000,000

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES £

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

38.3%

14 TYPE OF REPORTING PERSON
PN

CUSIP No. 053332102

1 NAME OF REPORTING PERSON

ESL Investments, Inc.

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) £

6 CITIZENSHIP OR PLACE OF ORGANIZATION
Delaware

7 SOLE VOTING POWER

13,536,713

8 SHARED VOTING POWER

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

0

9 SOLE DISPOSITIVE POWER

13,536,713

10 SHARED DISPOSITIVE POWER

0

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

18,000,000

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES £

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

38.3%

14 TYPE OF REPORTING PERSON
CO

CUSIP No. 053332102

1 NAME OF REPORTING PERSON

Edward S. Lampert

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) £

6 CITIZENSHIP OR PLACE OF ORGANIZATION

United States

7 SOLE VOTING POWER

17,955,943

8 SHARED VOTING POWER

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

0

9 SOLE DISPOSITIVE POWER

14,888,317

10 SHARED DISPOSITIVE POWER

0

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

18,000,000

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES £

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

38.3%

14 TYPE OF REPORTING PERSON IN

CUSIP No. 053332102

1 NAME OF REPORTING PERSON

William C. Crowley

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) £

6 CITIZENSHIP OR PLACE OF ORGANIZATION

United States

7 SOLE VOTING POWER

44,057

8 SHARED VOTING POWERNUMBER OF SHARES
BENEFICIALLY

0

OWNED BY EACH
REPORTING PERSON
WITH**9** SOLE DISPOSITIVE POWER

25,997

10 SHARED DISPOSITIVE POWER

0

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

18,000,000

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES £

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

38.3%

14 TYPE OF REPORTING PERSON
IN

This Amendment No. 30 to Schedule 13D (this Amendment) relates to shares of common stock, par value \$0.01 per share (the "Shares"), of AutoZone, Inc., a Delaware corporation (the "Issuer"). This Amendment No. 30 amends the Schedule 13D, as previously amended, filed with the Securities and Exchange Commission by ESL Partners, L.P., a Delaware limited partnership (Partners), ESL Institutional Partners, L.P., a Delaware limited partnership (Institutional), ESL Investors, L.L.C., a Delaware limited liability company (Investors), Acres Partners, L.P., a Delaware limited partnership (Acres), RBS Investment Management, L.L.C., a Delaware limited liability company (RBSIM), Tynan, LLC, a Delaware limited liability company (Tynan), RBS Partners, L.P., a Delaware limited partnership (RBS), ESL Investments, Inc., a Delaware corporation (Investments), Edward S. Lampert and William C. Crowley, both United States citizens, by furnishing the information set forth below. Partners, Institutional, Investors, Acres, RBSIM, Tynan, RBS, Investments, Mr. Lampert and Mr. Crowley are collectively defined as the Filing Persons. Except as otherwise specified in this Amendment, all previous Items are unchanged. Capitalized terms used herein which are not defined herein have the meanings given to them in the Schedule 13D, as previously amended, filed with the Securities and Exchange Commission.

The Filing Persons are filing this Amendment No. 30 to report that, in connection with the previously disclosed internal restructuring of the Filing Persons, they have received notification of HSR Approval (as defined below) permitting distribution of Shares initially retained by Partners. The distribution of these Shares represents the second of two parts to the previously disclosed internal restructuring. This distribution resulted in a redistribution of the direct ownership, but not the overall beneficial ownership, of Shares held by the Filing Persons.

Item 3. Source and Amount of Funds or Other Consideration

The final two paragraphs of Item 3 are hereby amended and restated in their entirety as follows:

As part of an internal restructuring by the Filing Persons that occurred on June 2, 2010, Partners made a partial distribution of Shares to RBS, its general partner, based on RBS's pro rata share of the assets of Partners. Of that distribution, on June 2, 2010, Partners distributed 2,275,821 Shares to RBS, following which RBS immediately distributed 2,257,761 of these Shares to Mr. Lampert and 18,060 of these Shares to Mr. Crowley, and a portion of the Shares indirectly owned by Mr. Lampert was retained by Partners pending expiration or termination of the waiting period under the Hart-Scott Rodino Antitrust Improvements Act of 1976, as amended (HSR Approval). In addition, as part of the internal restructuring, on June 2, 2010, Investments distributed 506,921 Shares to Mr. Lampert and 10,345 Shares to Mr. Crowley.

On June 16, 2010, the Filing Persons received notification of HSR Approval for the portion of the Shares indirectly owned by Mr. Lampert that was initially retained by Partners. On June 30, 2010, Partners distributed these 809,865 Shares to RBS, following which RBS immediately distributed these Shares to Mr. Lampert.

Separately, on June 2, 2010, Acres distributed 1,182,851 Shares to its limited partners.

Item 4. Purpose of Transaction

The final four paragraphs of Item 4 are hereby amended and restated in their entirety as follows:

The information set forth in Item 3 is hereby incorporated herein by reference.

The internal restructuring transaction that occurred on June 2, 2010, as described herein, including the distribution of Shares by Partners and the distribution of Shares by Investments, resulted in direct ownership by Mr. Lampert and Mr. Crowley of a portion of their respective indirect ownership

interests in the Shares. Specifically, Partners made a partial distribution to RBS based on RBS's pro rata share of the assets of Partners. Of that distribution, a portion of the Shares indirectly owned by Mr. Lampert were initially retained by Partners and, upon notification of HSR Approval on June 16, 2010, was distributed to RBS on June 30, 2010, which in turn made a distribution to Mr. Lampert.

As a result of this internal restructuring, both after the distribution of Shares on June 2, 2010 and the distribution of Shares on June 30, 2010 following notification of HSR Approval, the combined direct and indirect ownership of Mr. Lampert and Mr. Crowley in the Issuer, and the pecuniary interest of each of Mr. Lampert and Mr. Crowley in the Issuer, did not change.

In connection with the internal restructuring, on June 2, 2010, each of Mr. Lampert and Mr. Crowley entered into a letter agreement with Partners (each, a Lock-Up Agreement) that restricts the purchases and sales by Mr. Lampert and Mr. Crowley of the Shares. Pursuant to the Lock-Up Agreements, Mr. Lampert and Mr. Crowley generally are required to sell Shares and purchase additional Shares on a pro rata basis with the sales and purchases of Shares made by Partners, and generally must make such sales and purchases on substantially the same terms and conditions as Partners (subject to certain legal, tax, accounting or regulatory considerations). Mr. Lampert and Mr. Crowley are also restricted from certain sales of Shares or purchases of additional Shares except in accordance with the Lock-Up Agreements. The foregoing summary of the Lock-Up Agreements does not purport to be complete and is qualified in its entirety by reference to the Lock-Up Agreements, which are incorporated by reference as Exhibit 8 and Exhibit 9 and are incorporated herein by reference.

Item 5. Interest in Securities of the Issuer

Item 5 is hereby amended and restated in its entirety as follows:

(a)-(b) As of June 30, 2010, after giving effect to the distribution described above, the Filing Persons may be deemed to beneficially own an aggregate of 18,000,000 Shares (which represents approximately 38.3% of the 47,010,595 Shares outstanding as of June 11, 2010, as disclosed in the Issuer's Quarterly Report on Form 10-Q filed with the Securities and Exchange Commission on June 16, 2010).

REPORTING PERSON	NUMBER OF SHARES BENEFICIALLY OWNED	Percentage of Outstanding Shares	SOLE VOTING POWER	SHARED VOTING POWER	SOLE DISPOSITIVE POWER	SHARED DISPOSITIVE POWER
ESL Partners, L.P.	18,000,000 (1)	38.3%	8,883,494	0	8,883,494	0
ESL Institutional Partners, L.P.	18,000,000 (1)	38.3%	1,917	0	1,917	0
ESL Investors, L.L.C.	18,000,000 (1)		2,651,302	0	2,651,302	0

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		38.3%				
Acres Partners, L.P.	18,000,000 (1)	38.3%	2,000,000	0	2,000,000	0
RBS Investment Management, L.L.C.	18,000,000 (1)	38.3%	1,917 (2)	0	1,917 (2)	0
Tynan, LLC	18,000,000 (1)	38.3%	31,760	0	25,997 (3)	0

REPORTING PERSON	NUMBER OF SHARES BENEFICIALLY OWNED	Percentage of Outstanding Shares	SOLE VOTING POWER	SHARED VOTING POWER	SOLE DISPOSITIVE POWER	SHARED DISPOSITIVE POWER
RBS Partners, L.P.	18,000,000 (1)	38.3%	11,534,796 (4)	0	11,534,796 (4)	0
ESL Investments, Inc.	18,000,000 (1)	38.3%	13,536,713 (5)	0	13,536,713 (5)	0
Edward S. Lampert	18,000,000 (1)	38.3%	17,955,943 (6)	0	14,888,317 (3)	0
William C. Crowley	18,000,000 (1)	38.3%	44,057 (7)	0	25,997 (3)	0

(1) This number consists of 8,883,494 Shares held by Partners, 1,917 Shares held by Institutional, 2,651,302 Shares held in an account established by the investment member of Investors, 2,000,000 Shares held by Acres, 31,760 Shares held by Tynan, 12,297 shares held by Mr. Crowley, 4,399,860 Shares held by Mr. Lampert and 19,370 Shares held by the Edward and Kinga Lampert Foundation, of which Mr. Lampert is a trustee.

(2) This number consists of 1,917 Shares held by Institutional.

(3) This number excludes Shares subject to the Lock-Up Agreement described herein.

(4) This number consists of 8,883,494 Shares held by Partners and 2,651,302 Shares held in an account established by the investment member of Investors.

(5) This number consists of 8,883,494 Shares held by Partners, 1,917 Shares held by Institutional, 2,651,302 Shares held in an account established by the investment member of Investors and 2,000,000 Shares held by Acres.

(6) This number consists of 8,883,494 Shares held by Partners, 1,917 Shares held by Institutional, 2,651,302 Shares held in an account established by the investment member of Investors, 2,000,000 Shares held by Acres, 4,399,860 Shares held by Mr. Lampert and 19,370 Shares held by the Edward and Kinga Lampert Foundation, of which Mr. Lampert is a trustee.

(7) This number consists of 31,760 Shares held by Tynan and 12,297 Shares held by Mr. Crowley.

In addition, Mr. Crowley directly owns options, which are not exercisable in the next 60 days, to purchase 9,526 Shares.

(c) Except as set forth herein, there have been no transactions in Shares by any of the Filing Persons since June 2, 2010, the date of the last Amendment on Schedule 13D by the Filing Persons.

(d) Not applicable.

(e) Not applicable.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: June 30, 2010

ESL PARTNERS, L.P.

By: RBS Partners, L.P., as its general partner

By: ESL Investments, Inc., as its general partner

By: /s/ Adrian J. Maizey

Name: Adrian J. Maizey
Title: Chief Financial Officer

ESL INSTITUTIONAL PARTNERS, L.P.

By: RBS Investment Management, L.L.C., as its general partner

By: ESL Investments, Inc., as its manager

By: /s/ Adrian J. Maizey

Name: Adrian J. Maizey
Title: Chief Financial Officer

ESL INVESTORS, L.L.C.

By: RBS Partners, L.P., as its managing member

By: ESL Investments, Inc., as its general partner

By: /s/ Adrian J. Maizey_____

Name: Adrian J. Maizey
Title: Chief Financial Officer

ACRES PARTNERS, L.P.

By: ESL Investments, Inc., as its general partner

By: /s/ Adrian J. Maizey_____

Name: Adrian J. Maizey
Title: Chief Financial Officer

RBS INVESTMENT MANAGEMENT, L.L.C.

By: ESL Investments, Inc., as its manager

By: /s/ Adrian J. Maizey

Name: Adrian J. Maizey
Title: Chief Financial Officer

TYNAN, LLC

By: /s/ William C. Crowley

Name: William C. Crowley
Title: Member

RBS PARTNERS, L.P.

By: ESL Investments, Inc., as its general partner

By: /s/ Adrian J. Maizey

Name: Adrian J. Maizey
Title: Chief Financial Officer

ESL INVESTMENTS, INC.

By: /s/ Adrian J. Maizey

Name: Adrian J. Maizey
Title: Chief Financial Officer

EDWARD S. LAMPERT

/s/ Edward S. Lampert

WILLIAM C. CROWLEY

/s/ William C. Crowley
