

Edgar Filing: AUTOZONE INC - Form FWP

AUTOZONE INC  
Form FWP  
April 18, 2013

Issuer Free Writing Prospectus, dated April 18, 2013

Filed Pursuant to Rule 433 under the Securities Act of 1933, as amended

Supplementing the Preliminary Prospectus Supplement, dated April 18, 2013

Registration No. 333-180768

AutoZone, Inc.

Final Term Sheet

Dated: April 18, 2013

Issuer:	AutoZone, Inc.
Size:	\$500,000,000
Trade Date:	April 18, 2013
Settlement Date:	April 29, 2013*
Maturity:	July 15, 2023
Interest Payment Dates:	January 15 and July 15 of each year, commencing on January 15, 2014
Benchmark Treasury:	UST 2.000% due February 15, 2023
Benchmark Treasury Price / Yield:	+102-26 / 1.688%
Spread to Benchmark Treasury:	150 basis points
Yield to Maturity:	3.188%
Coupon (Interest Rate):	3.125%
Price to Public:	99.447%
Optional Redemption Provision:	Prior to April 15, 2023, in whole or in part at the greater of (i) 100% of the principal amount and (ii) discounted present value at the Adjusted Treasury Rate, plus 25 basis points; on or after April 15, 2023, at 100% of the principal amount.
Change of Control:	The occurrence of a Change of Control Triggering Event will require AutoZone, Inc. to offer to repurchase the notes for cash at a price equal to 101% of the principal amount together with accrued and unpaid interest, if any, to the date of repurchase.
CUSIP/ISIN:	053332 AP7 / US053332AP74

Joint Book Running Managers:

Merrill Lynch, Pierce, Fenner & Smith

Incorporated

Barclays Capital Inc.

SunTrust Robinson Humphrey, Inc.

Senior Co-Managers:

J.P. Morgan Securities LLC

U.S. Bancorp Investments, Inc.

Wells Fargo Securities, LLC

Co-Managers

Deutsche Bank Securities Inc.

Fifth Third Securities, Inc.

Guggenheim Securities LLC

KeyBanc Capital Markets Inc.

Mitsubishi UFJ Securities (USA), Inc.

Mizuho Securities USA Inc.

PNC Capital Markets LLC

Regions Securities LLC

\*Under Rule 15c6-1 of the Securities Exchange Act of 1934, as amended, trades in the secondary market generally are required to settle in three business days, unless the parties to any such trade expressly agree otherwise. Accordingly, purchasers who wish to trade notes on the date hereof or the succeeding three business days will be required, by virtue of the fact that the notes initially will settle T+7 (on April 29, 2013) to specify an alternate settlement cycle at the time of any such trade to prevent a failed settlement. Purchasers of notes who wish to trade notes on the date hereof or the succeeding three business days should consult their own advisors.

**The issuer has filed a registration statement (including a preliminary prospectus supplement and prospectus) with the Securities and Exchange Commission for the offering to which this communication relates. Before you invest, you should read the preliminary prospectus supplement and prospectus in that registration statement and other documents the issuer has filed with the Securities and Exchange Commission for more complete information about the issuer and this offering. You may get these documents for free by visiting EDGAR on the Securities and Exchange Commission web site at [www.sec.gov](http://www.sec.gov). Alternatively, the issuer, any underwriter or any dealer participating in the offering will arrange to send you the prospectus if you request it by calling Merrill Lynch, Pierce, Fenner & Smith Incorporated toll-free at 1-800-294-1322, Barclays Capital Inc. toll-free at 1-888-603-5847, or SunTrust Robinson Humphrey, Inc. toll-free at 1-800-685-4786.**