

AUTOZONE INC
Form SC 13D/A
July 02, 2004

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

SCHEDULE 13D

Under the Securities Exchange Act of 1934
(Amendment No. 19)*

AutoZone, Inc.

(Name of Issuer)

Common Stock, par value \$.01 per share

(Title of Class of Securities)

053332-10-2

(Cusip Number)

Janice V. Sharry, Esq.
Haynes and Boone, LLP
901 Main Street, Suite 3100
Dallas, Texas 75202
(214) 651-5562

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

July 1, 2004

(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.

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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).

1. Name of Reporting Person: I.R.S. Identification Nos. of above persons (entities only):
ESL Partners, L.P., a Delaware limited partnership 22-2875193

2. Check the Appropriate Box if a Member of a Group (See Instructions):
(a) x
(b) o

3. SEC Use Only:

4. Source of Funds (See Instructions):
WC

5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e): o

6. Citizenship or Place of Organization:
Delaware

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With

7. Sole Voting Power:
10,279,025

8. Shared Voting Power:
0

9. Sole Dispositive Power:
10,279,025

10. Shared Dispositive Power:
0

11. Aggregate Amount Beneficially Owned by Each Reporting Person:
19,932,351

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12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions):
o

13. Percent of Class Represented by Amount in Row (11):
24.0%(1)

14. Type of Reporting Person (See Instructions):
PN

(1) Based on 83,139,601 Shares issued and outstanding as of June 4, 2004, as disclosed in the Issuer's Quarterly Report on Form 10-Q for the quarterly period ended May 8, 2004.

1. Name of Reporting Person: I.R.S. Identification Nos. of above persons (entities only):
ESL Limited, a Bermuda corporation

2. Check the Appropriate Box if a Member of a Group (See Instructions):

(a)

(b)

3. SEC Use Only:

4. Source of Funds (See Instructions):
OO

5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e):

6. Citizenship or Place of Organization:
Bermuda

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With

7. Sole Voting Power:
0

8. Shared Voting Power:
0

9. Sole Dispositive Power:
0

10. Shared Dispositive Power:
0

11. Aggregate Amount Beneficially Owned by Each Reporting Person:
0

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12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions):

o

13. Percent of Class Represented by Amount in Row (11):

0%(1)

14. Type of Reporting Person (See Instructions):

CO

(1) ESL Limited ceased to be the beneficial owner of any Shares as of July 1, 2004 and therefore disclaims beneficial ownership of the Shares reported herein.

1. Name of Reporting Person: I.R.S. Identification Nos. of above persons (entities only):
ESL Institutional Partners, L.P., a Delaware limited partnership 06-1456821

2. Check the Appropriate Box if a Member of a Group (See Instructions):

(a) x

(b) o

3. SEC Use Only:

4. Source of Funds (See Instructions):
WC

5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e): o

6. Citizenship or Place of Organization:
Delaware

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With

7. Sole Voting Power:
71,771

8. Shared Voting Power:
0

9. Sole Dispositive Power:
71,771

10. Shared Dispositive Power:
0

11. Aggregate Amount Beneficially Owned by Each Reporting Person:
19,932,351

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12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions):
o

13. Percent of Class Represented by Amount in Row (11):
24.0%(1)

14. Type of Reporting Person (See Instructions):
PN

(1) Based on 83,139,601 Shares issued and outstanding as of June 4, 2004, as disclosed in the Issuer's Quarterly Report on Form 10-Q for the quarterly period ended May 8, 2004.

1. Name of Reporting Person: I.R.S. Identification Nos. of above persons (entities only):
 ESL Investors, L.L.C., a Delaware limited liability company 13-4095958

2. Check the Appropriate Box if a Member of a Group (See Instructions):

(a) x

(b) o

3. SEC Use Only:

4. Source of Funds (See Instructions):
 WC

5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e): o

6. Citizenship or Place of Organization:
 Delaware

7. Sole Voting Power:
 3,683,037

Number of
 Shares
 Beneficially
 Owned by
 Each
 Reporting
 Person With

8. Shared Voting Power:
 0

9. Sole Dispositive Power:
 3,683,037

10. Shared Dispositive Power:
 0

11. Aggregate Amount Beneficially Owned by Each Reporting Person:
 19,932,351

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions):
o

13. Percent of Class Represented by Amount in Row (11):
24.0%(1)

14. Type of Reporting Person (See Instructions):
OO

(1) Based on 83,139,601 Shares issued and outstanding as of June 4, 2004, as disclosed in the Issuer's Quarterly Report on Form 10-Q for the quarterly period ended May 8, 2004.

1. Name of Reporting Person: I.R.S. Identification Nos. of above persons (entities only):
 Acres Partners, L.P., a Delaware limited 06-1458694
 partnership

2. Check the Appropriate Box if a Member of a Group (See Instructions):

(a) x

(b) o

3. SEC Use Only:

4. Source of Funds (See Instructions):
 WC

5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e): o

6. Citizenship or Place of Organization:
 Delaware

7. Sole Voting Power:
 5,875,557

Number of
 Shares
 Beneficially
 Owned by
 Each
 Reporting
 Person With

8. Shared Voting Power:
 0

9. Sole Dispositive Power:
 5,875,557

10. Shared Dispositive Power:
 0

11. Aggregate Amount Beneficially Owned by Each Reporting Person:
 19,932,351

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions):
o

13. Percent of Class Represented by Amount in Row (11):
24.0%(1)

14. Type of Reporting Person (See Instructions):
PN

(1) Based on 83,139,601 Shares issued and outstanding as of June 4, 2004, as disclosed in the Issuer's Quarterly Report on Form 10-Q for the quarterly period ended May 8, 2004.

1. Name of Reporting Person: I.R.S. Identification Nos. of above persons (entities only):
200GA, L.P., a Delaware limited partnership

2. Check the Appropriate Box if a Member of a Group (See Instructions):

(a)

(b)

3. SEC Use Only:

4. Source of Funds (See Instructions):
OO

5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e):

6. Citizenship or Place of Organization:
Delaware

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With

7. Sole Voting Power:
0

8. Shared Voting Power:
0

9. Sole Dispositive Power:
0

10. Shared Dispositive Power:
0

11. Aggregate Amount Beneficially Owned by Each Reporting Person:
0

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12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions):

o

13. Percent of Class Represented by Amount in Row (11):

0%(1)

14. Type of Reporting Person (See Instructions):

PN

(1)200GA, L.P. ceased to be the beneficial owner of any Shares as of July 1, 2004 and therefore disclaims beneficial ownership of the Shares reported herein.

1. Name of Reporting Person: KP I Partners, L.P., a Delaware limited partnership
I.R.S. Identification Nos. of above persons (entities only): 86-1069224

2. Check the Appropriate Box if a Member of a Group (See Instructions):

(a)

(b)

3. SEC Use Only:

4. Source of Funds (See Instructions):
OO

5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e):

6. Citizenship or Place of Organization:
Delaware

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With

7. Sole Voting Power:
0

8. Shared Voting Power:
0

9. Sole Dispositive Power:
0

10. Shared Dispositive Power:
0

11. Aggregate Amount Beneficially Owned by Each Reporting Person:
0

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions):
o

13. Percent of Class Represented by Amount in Row (11):
0% (1)

14. Type of Reporting Person (See Instructions):
PN

(1) KP I Partners, L.P. ceased to be the beneficial owner of any Shares as of July 1, 2004 and therefore disclaims beneficial ownership of the Shares reported herein.

1. Name of Reporting Person: KP II Partners, L.P., a Delaware limited partnership
I.R.S. Identification Nos. of above persons (entities only): 86-1069227

2. Check the Appropriate Box if a Member of a Group (See Instructions):
(a)
(b)

3. SEC Use Only:

4. Source of Funds (See Instructions):
OO

5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e):

6. Citizenship or Place of Organization:
Delaware

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With

7. Sole Voting Power:
0

8. Shared Voting Power:
0

9. Sole Dispositive Power:
0

10. Shared Dispositive Power:
0

11. Aggregate Amount Beneficially Owned by Each Reporting Person:
0

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions):
o

13. Percent of Class Represented by Amount in Row (11):
0% (1)

14. Type of Reporting Person (See Instructions):
PN

(1) KP II Partners, L.P. ceased to be the beneficial owner of any Shares as of July 1, 2004 and therefore disclaims beneficial ownership of the Shares reported herein.

1. Name of Reporting Person: I.R.S. Identification Nos. of above persons (entities only):
ESL Investment Management, LLC, a
Delaware limited liability company

2. Check the Appropriate Box if a Member of a Group (See Instructions):

(a) x

(b) o

3. SEC Use Only:

4. Source of Funds (See Instructions):
OO

5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e): o

6. Citizenship or Place of Organization:
Delaware

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With

7. Sole Voting Power:
19,310

8. Shared Voting Power:
0

9. Sole Dispositive Power:
19,310

10. Shared Dispositive Power:
0

11. Aggregate Amount Beneficially Owned by Each Reporting Person:
19,932,351

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions):
o

13. Percent of Class Represented by Amount in Row (11):
24.0%(1)

14. Type of Reporting Person (See Instructions):
PN

(1) Based on 83,139,601 Shares issued and outstanding as of June 4, 2004, as disclosed in the Issuer's Quarterly Report on Form 10-Q for the quarterly period ended May 8, 2004.

1. Name of Reporting Person: Edward S. Lampert
I.R.S. Identification Nos. of above persons (entities only):

2. Check the Appropriate Box if a Member of a Group (See Instructions):

(a) x

(b) o

3. SEC Use Only:

4. Source of Funds (See Instructions):
OO

5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e): o

6. Citizenship or Place of Organization:
United States

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With

7. Sole Voting Power:
3,651

8. Shared Voting Power:
0

9. Sole Dispositive Power:
3,651

10. Shared Dispositive Power:
0

11. Aggregate Amount Beneficially Owned by Each Reporting Person:
19,932,351

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12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions):

o

13. Percent of Class Represented by Amount in Row (11):

24.0%(1)

14. Type of Reporting Person (See Instructions):

IN

(1) Based on 83,139,601 Shares issued and outstanding as of June 4, 2004, as disclosed in the Issuer's Quarterly Report on Form 10-Q for the quarterly period ended May 8, 2004.

This Amendment No. 19 to Schedule 13D (this Amendment) amends and supplements the Schedule 13D, as amended, filed by ESL Partners, L.P., a Delaware limited partnership (ESL), ESL Limited, a Bermuda corporation (Limited), 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), 200GA, L.P., a Delaware limited partnership (200GA), KP I Partners, L.P., a Delaware limited partnership (KPI), KP II Partners, L.P., a Delaware limited partnership (KPII), and Edward S. Lampert by furnishing the information set forth below. ESL, Limited, Institutional, Investors, Acres, 200GA, KPI, KPII, ESL Investment Management, LLC, a Delaware limited liability company (ESLIM), and Mr. Lampert are collectively defined in this Amendment as the Filing Persons. Unless set forth below, 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 amended, filed with the Securities and Exchange Commission.

Item 2. Identity and Background.

Item 2 is hereby amended and restated in its entirety as follows:

(a) The names of the persons filing this Statement are ESL, Limited, Institutional, Investors, Acres, 200GA, KPI, KPII, ESLIM and Mr. Lampert.

(b) The principal business address of ESL, Institutional, Investors, Acres, 200GA, KPI, KPII, ESLIM and Mr. Lampert is 200 Greenwich Avenue, Greenwich, Connecticut 06830. The principal business address of Limited is 129 Front Street, P.O. Box HM 1916, Hamilton HM HX, Bermuda.

(c) This Statement is filed on behalf of ESL, Limited, Institutional, Investors, Acres, 200GA, KPI, KPII, ESLIM and Mr. Lampert. The general partner of ESL is RBS Partners, L.P., a Delaware limited partnership (RBS). RBS is the manager of Investors. The general partner of RBS is ESL Investments, Inc., a Delaware corporation (Investments). ESLIM is the investment manager of Limited and the general partner of KPI and KPII. RBS Investment Management, LLC, a Delaware limited liability company (RBSIM), is the general partner of Institutional. Investments is the general partner of Acres and 200GA. Mr. Lampert is the Chief Executive Officer and director of Investments and the managing member of ESLIM and RBSIM. In the aforementioned capacities, ESL, Institutional, Investors, Acres, ESLIM and Mr. Lampert each may be deemed to be the beneficial owner of the Shares reported herein. Limited, KPI, KPII and 200GA ceased to be the beneficial owners of any Shares as of July 1, 2004 and therefore expressly disclaim beneficial ownership of the Shares reported herein.

The principal business of ESL, Limited, Institutional, Investors, Acres, 200GA, KPI and KPII is purchasing, holding and selling securities for investment purposes. The principal business of RBS is serving as the general partner of ESL. The principal business of Investments is serving as the general partner of RBS. The principal business of ESLIM is serving as the investment manager of Limited and the general partner of KPI and KPII. The principal business of RBSIM is serving as the investment manager of Institutional. Mr. Lampert's principal business is serving as the Chief Executive Officer and director of Investments and the managing member of ESLIM and RBSIM.

(d) and (e) During the past five years, none of the foregoing entities or persons has been convicted in a criminal proceeding or been a party to a civil proceeding, in either case of the type specified in Items 2(d) or (e) of Schedule 13D.

(f) ESL, Institutional, Investors, Acres, 200GA, KPI, KPII and ESLIM are organized in Delaware, Limited is organized in Bermuda, and Mr. Lampert is a U.S. citizen.

Item 3. Source and Amount of Funds or Other Consideration.

Item 3 is hereby supplemented as follows:

On July 1, 2004, Limited contributed 1,355,385 Shares and its limited partnership interests in Institutional, KPI and KPII to ESL in exchange for a limited partnership interest in ESL, following which (i) Institutional distributed 230,789 Shares to ESL, (ii) KPI was dissolved and made liquidating distributions of 426,428 and 15,210 Shares to ESL and ESLIM, respectively, (iii) KPII was dissolved and made liquidating distributions of 6,764, 331,435 and 4,100 Shares to ESL, Investors and ESLIM, respectively, and (iv) 200GA distributed 2,205,581 and 10,000 Shares to Investors and ESL, respectively.

Item 4. Purpose of Transaction.

Item 4 is hereby supplemented as follows:

On July 1, 2004, Limited contributed 1,355,385 Shares and its limited partnership interests in Institutional, KPI and KPII to ESL in exchange for a limited partnership interest in ESL, following which (i) Institutional distributed 230,789 Shares to ESL, (ii) KPI was dissolved and made liquidating distributions of 426,428 and 15,210 Shares to ESL and ESLIM, respectively, (iii) KPII was dissolved and made liquidating distributions of 6,764, 331,435 and 4,100 Shares to ESL, Investors and ESLIM, respectively, and (iv) 200GA distributed 2,205,581 and 10,000 Shares to Investors and ESL, respectively. At July 1, 2004, the Filing Persons owned 19,932,351 Shares, in the aggregate, which represented approximately 24.0% of the Shares outstanding as of June 4, 2004.

Item 5. Interest in Securities of the Issuer.

Item 5 is hereby amended in its entirety as follows:

(a) The Filings Persons may be deemed to beneficially own 19,932,351 Shares (which represents approximately 24.0% of the Shares outstanding as of June 4, 2004, as disclosed in the Issuer's Quarterly Report on Form 10-Q for the quarterly period ended May 8, 2004).

(b)	Sole Voting Power	Shared Voting Power	Sole Dispositive Power	Shared Dispositive Power
ESL Partners, L.P.	10,279,025	0	10,279,025	0
ESL Limited	0	0	0	0
ESL Institutional Partners, L.P.	71,771	0	71,771	0
ESL Investors, L.L.C.	3,683,037	0	3,683,037	0
Acres Partners, L.P.	5,875,557	0	5,875,557	0
200GA, L.P.	0	0	0	0
KP I Partners, L.P.	0	0	0	0
KP II Partners, L.P.	0	0	0	0
ESL Investment Management, LLC	19,310	0	19,310	0
Edward S. Lampert	3,651	0	3,651	0

(c) Except as set forth herein, there have been no transactions in the Shares by any of the Filing Persons during the past sixty days. On June 1, 2004, Mr. Lampert was granted 116 Shares in accordance with the Issuer's 2003 Director

Compensation Plan.

(d) Not applicable.

(e) As of July 1, 2004, Limited, KPI, KPII and 200GA ceased to be the beneficial owners of any Shares.

Item 6. Contracts, Arrangements, Understandings or Relationships with Respect to Securities of the Issuer.

Item 6 is hereby amended and restated in its entirety as follows:

Other than as provided herein, there are no contracts, arrangements, understandings or relationships between ESL, Limited, Institutional, Investors, Acres, 200GA, KPI, KPII, ESLIM, Mr. Lampert or any other person with respect to the securities of the Issuer.

Item 7. Material to be Filed as Exhibits.

Item 7 is hereby amended and restated in its entirety as follows:

Exhibit 1 Joint Filing Agreement, dated as of July 1, 2004, by and among ESL Partners, L.P., ESL Limited, ESL Institutional Partners, L.P., ESL Investors, L.L.C., Acres Partners, L.P., 200GA, L.P., KP I Partners, L.P., KP II Partners, L.P., ESL Investment Management, LLC and Edward S. Lampert.

Exhibit 2 Underwriting Agreement, dated October 30, 2003, by and among ESL Partners, L.P., ESL Limited, ESL Institutional Partners, L.P., ESL Investors, L.L.C., Acres Partners, L.P., Marion Partners, L.P., and Blue Macaw Partners, L.P. and Citigroup Global Markets, Inc. (incorporated by reference herein from Amendment No. 18 to Schedule 13D filed on November 3, 2003).

SIGNATURE

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

Date: July 1, 2004

ESL PARTNERS, L.P.

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

By: ESL Investments, Inc., its general partner

By: /s/ William C. Crowley
William C. Crowley
President and Chief Operating Officer

ESL LIMITED

By: ESL Investment Management, LLC, its investment manager

By: /s/ William C. Crowley
William C. Crowley
Member

ESL INSTITUTIONAL PARTNERS, L.P.

By: RBS Investment Management, LLC, its general partner

By: /s/ William C. Crowley
William C. Crowley
Member

ESL INVESTORS, L.L.C.

By: RBS Partners, L.P., its manager

By: ESL Investments, Inc., its general partner

By: /s/ William C. Crowley
William C. Crowley

President and Chief Operating Officer

ACRES PARTNERS, L.P.

By: ESL Investments, Inc., its general
partner

By: /s/ William C. Crowley
William C. Crowley
President and Chief Operating Officer

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200GA, L.P.

By: ESL Investments, Inc., its general partner

By: /s/ William C. Crowley
William C. Crowley
President and Chief Operating Officer

KP I PARTNERS, L.P.

By: ESL Investment Management, LLC, its general partner

By: /s/ William C. Crowley
William C. Crowley
Member

KP II PARTNERS, L.P.

By: ESL Investment Management, LLC, its general partner

By: /s/ William C. Crowley
William C. Crowley
Member

**ESL INVESTMENT MANAGEMENT,
LLC**

By: /s/ William C. Crowley
William C. Crowley
Member

/s/ Edward S. Lampert
EDWARD S. LAMPERT

INDEX TO EXHIBITS

- Exhibit 1 Joint Filing Agreement, dated as of July 1, 2004, by and among ESL Partners, L.P., ESL Limited, ESL Institutional Partners, L.P., ESL Investors, L.L.C., Acres Partners, L.P., 200GA, L.P., KP I Partners, L.P., KP II Partners, L.P., ESL Investment Management, LLC and Edward S. Lampert.
- Exhibit 2 Underwriting Agreement, dated October 30, 2003, by and among ESL Partners, L.P., ESL Limited, ESL Institutional Partners, L.P., ESL Investors, L.L.C., Acres Partners, L.P., Marion Partners, L.P., and Blue Macaw Partners, L.P. and Citigroup Global Markets, Inc. (incorporated by reference herein from Amendment No. 18 to Schedule 13D filed on November 3, 2003).