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

FORM 10-K

(Mark One)

☒ Annual Report pursuant to section 13 or 15(d) of the Securities Exchange Act of 1934

For the fiscal year ended August 29, 2026.

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	**62-1482048**
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification No.)
123 South Front Street, Memphis, Tennessee	**38103**
(Address of principal executive offices)	(Zip Code)

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

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**

Securities registered pursuant to Section 12(g) of the Act: **None**

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes ☒ No ☐

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act. Yes ☐ No ☒

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 has filed a report on and attestation to its management's assessment of the effectiveness of its internal control over financial reporting under Section 404(b) of the Sarbanes-Oxley Act (15 U.S.C. 7262(b)) by the registered public accounting firm that prepared or issued its audit report. ☒

If securities are registered pursuant to Section 12(b) of the Act, indicate by check mark whether the financial statements of the registrant included in the filing reflect the correction of an error to previously issued financial statements. ☐

Indicate by check mark whether any of those error corrections are restatements that required a recovery analysis of incentive-based compensation received by any of the registrant's executive officers during the relevant recovery period pursuant to §240.10D-1(b). ☐

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

The aggregate market value of the voting and non-voting common equity held by non-affiliates computed by reference to the price at which the common equity was last sold, or the average bid and asked price of such common equity, as of the last business day of the registrant's most recently completed second fiscal quarter was $62,188,111,016.

The number of shares of Common Stock outstanding as of October 19, 2026, was 16,094,341.

Documents Incorporated By Reference

Portions of the definitive Proxy Statement to be filed within 120 days of August 29, 2026, pursuant to Regulation 14A under the Securities Exchange Act of 1934 for the Annual Meeting of Stockholders to be held December 16, 2026, are incorporated by reference into Part III.

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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 I of this Annual Report on Form 10-K for the year ended August 29, 2026. 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” section 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.

PART I

Item 1. Business

Introduction

AutoZone, Inc. ("AutoZone," the "Company," "we," "our" or "us") is a leading retailer and distributor of automotive replacement parts and accessories in the Americas. We began operations in 1979 and at August 29, 2026, operated 6,863 stores in the United States ("U.S."), 1,001 stores in Mexico and 167 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 August 29, 2026, in 6,443 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 of 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.

Human Capital Resources

We believe the foundation of our success is our culture, which is deeply rooted in our Pledge and Values: Puts Customers First, Cares About People, Strives for Exceptional Performance, Energizes Others, Embraces Diversity and Helps Teams Succeed. Our Pledge and Values define how our employees ("AutoZoners") take care of customers and fellow AutoZoners by fostering a strong, unique culture of teamwork and customer service. Each AutoZoner works hard to Live the Pledge, remain committed to our values, share their passion for WOW! Customer Service and Go the Extra Mile every day to continue building and growing AutoZone for our customers.

We seek to be the employer of choice as we compete for talent in our retail stores, field supervision, distribution centers, and store support functions. We focus heavily on retention by offering competitive compensation and benefits packages, extensive training and development opportunities.

As of August 29, 2026, we employed approximately 132,000 AutoZoners, approximately 60 percent of whom were employed full-time and the remaining 40 percent were employed part-time. Approximately 91 percent of our AutoZoners were employed in stores or in direct field supervision, approximately six percent in distribution centers and approximately three percent in store support and other functions. Included in the above numbers are approximately 21,000 AutoZoners employed in our international operations. We have never experienced any material labor disruption, do not have any collective bargaining agreements in the U.S. and believe that relations with our AutoZoners are good.

Training & Development
We have a number of different types of jobs and career opportunities. While many of our AutoZoners follow more traditional career paths (e.g., part-time to full-time sales, store manager, district manager, regional manager, vice president), we encourage cross-functional development and support of AutoZoners as they expand their careers into other departments and fields of interest within the Company. Many members of our senior leadership team have held positions in multiple areas of the business. We also invest in advanced leadership training to deepen our bench strength and support succession planning. For additional information, see "Store Personnel Training and Incentives" below. We believe these opportunities are important to attract, motivate and retain high-quality AutoZoners.

Recognition
The AutoZone Pledge and Values drive our success and foster a strong, unique culture of teamwork and customer service. We encourage the recognition of AutoZoners for a variety of accomplishments, such as going above and beyond to deliver Trustworthy Advice and WOW! Customer Service, taking initiative to prevent incidents and injuries, making contributions to help detect or report internal or external theft or providing significant service to help others. Whether they work in our stores, distribution centers, support centers or travel to support our customers and business, we believe AutoZoners everywhere should be recognized for their efforts and outstanding performance. We also recognize AutoZoners for their years of service to the organization and our customers.

Health and Safety
We are committed to providing a safe working and shopping environment for our AutoZoners and customers. Aligning with our values, we strive to continually monitor our working and shopping environment to keep our AutoZoners and customers as safe as possible.

Additional information about our human capital resources can be found in our most recent Corporate Responsibility Report, which is available on our website. Our Corporate Responsibility Report is not, and will not be deemed to be, a part of this Annual Report on Form 10-K or incorporated by reference into this or any of our other filings with the Securities and Exchange Commission (the "SEC").

Store Operations

At August 29, 2026, our stores were in the following locations:

	Store Count
Alabama	143
Alaska	8
Arizona	179
Arkansas	78
California	693
Colorado	114
Connecticut	59
Delaware	26
Florida	476
Georgia	242
Hawaii	13
Idaho	40
Illinois	254
Indiana	175
Iowa	41
Kansas	60
Kentucky	113
Louisiana	143
Maine	14
Maryland	104
Massachusetts	92
Michigan	230
Minnesota	71
Mississippi	103
Missouri	128
Montana	15
Nebraska	33
Nevada	75
New Hampshire	25
New Jersey	139
New Mexico	69
New York	244
North Carolina	256
North Dakota	8
Ohio	301
Oklahoma	94
Oregon	63
Pennsylvania	265
Puerto Rico	67
Rhode Island	20
Saint Thomas	2
South Carolina	118
South Dakota	11
Tennessee	193
Texas	781
Utah	74
Vermont	2
Virginia	164
Washington	103
Washington, DC	5
West Virginia	46
Wisconsin	82
Wyoming	9
Total Domestic stores	6,863
Mexico	1,001
Brazil	167
Total stores	8,031

Store Formats
Substantially all stores are based on standard store formats, resulting in generally consistent appearance, merchandising and product mix, with approximately 90% to 99% of each store's square footage used as selling space. Most of our stores carry approximately 20,000 to 25,000 unique SKUs with 40% to 50% of the space dedicated to hard parts inventory. Hub stores carry approximately 40,000 to 50,000 unique SKUs, and mega hub stores carry approximately 80,000 to 110,000 unique SKUs with 70% to 85% of their space utilized for hard parts. The hard parts inventory area is generally fronted by counters or pods that run the depth or length of the store, dividing the hard parts area from the remainder of the store. The remaining selling space contains displays of maintenance, accessories and non-automotive items.

Stores are replenished primarily by the nearest distribution center but also typically have same-day access to one of our 417 domestic and 74 international hub stores' expanded inventory assortment. As a subset of our domestic hub stores, we ended fiscal 2026 with 172 mega hub stores, an increase of 39 since the end of fiscal 2025. Additionally, we have 11 mega hub stores in Mexico. Hub and mega hub stores work in concert with our other stores to drive customer satisfaction through improved local parts availability and expanded product assortments.

Store Personnel Training and Incentives
We provide on-the-job training as well as formal training programs, including an annual national sales meeting with related cascading meetings at our distribution centers, regional offices and stores; store meetings on specific sales and product topics; standardized computer-based training to support culture, safety, salesmanship, compliance and product and job knowledge; and several specialist, vendor and third-party programs to support learning and development in areas requiring technical expertise and specific job knowledge. All domestic AutoZoners are encouraged to complete our in-house product knowledge program and Parts Expert certification, which is developed in partnership with our key suppliers. Training is supplemented with frequent store visits by management. Additionally, store managers, commercial sales managers and managers at various levels across the organization receive financial incentives through performance-based bonuses.

Store Support Centers
All store support functions are centralized in our store support centers located in Memphis, Tennessee; Monterrey, Mexico; Chihuahua, Mexico; Sao Paulo, Brazil; and Gurugram, India. We believe that this centralization enhances consistent execution of our merchandising and marketing strategies at the store level, while reducing expenses and cost of sales. In addition, we have offices in Shanghai, China and Istanbul, Turkey that provide sourcing or other support functions.

Store Automation
All of our stores have Z-net, our proprietary electronic catalog that enables our AutoZoners to efficiently look up the parts that our customers need and provide complete job solutions, advice and information for customer vehicles. Z-net provides parts information based on year, make, model and engine type of a vehicle and also tracks inventory availability at the store and other fulfillment channels. The Z-net display screens are placed on the hard parts counter or pods, where both the AutoZoner and customer can view the screen.

Our stores utilize our computerized proprietary Point-of-Sale System, which includes bar code scanning and point-of-sale data collection terminals. Our proprietary Store Management System provides administrative assistance, as well as enhanced merchandising information and improved inventory control. We believe the Point-of-Sale System also enhances customer service, while the Store Management System provides simplified warranty and product return procedures.

Commercial

Our commercial sales program operates in a highly fragmented market, and we are a leading distributor of automotive parts and other products to local, regional and national repair garages, dealers, service stations, fleet owners and other accounts in the Americas. As part of our program, we offer prompt delivery to our customers and commercial credit, as well as online ordering through www.autozonepro.com or through the AutoZone Pro mobile application. Through our hub and mega hub stores, we offer a larger assortment than our satellite stores of parts and

products desired by professional technicians. We have dedicated sales teams focused on independent repair shops, national and regional accounts, fleet accounts and other commercial accounts.

Store Development

The following table reflects our store development during the past five fiscal years:

	Fiscal Year				
	2026	2025	2024	2023	2022
Stores:					
Beginning	7,657	7,353	7,140	6,943	6,767
New	374	305	217	198	177
Closed	—	1	4	1	1
Net new	374	304	213	197	176
Relocated	10	9	6	12	13
Ending	8,031	7,657	7,353	7,140	6,943

We believe expansion opportunities exist in markets we do not currently serve, as well as in markets where we can achieve a larger presence. We undertake substantial research prior to entering new markets. The most important criteria for opening a new store are the projected future profitability and the ability to achieve our required investment hurdle rate. Key factors in selecting new site and market locations for stores include population, demographics, vehicle profile, customer buying trends, commercial businesses, number and strength of competitors' stores and the cost of real estate. In reviewing the vehicle profile, we also consider the number of vehicles that are seven years old and older, or "our kind of vehicles;" these vehicles are generally no longer under the original manufacturers' warranties and require more maintenance and repair than newer vehicles. We seek to open new stores in high visibility sites in high traffic locations within or contiguous to existing market areas and attempt to cluster development in markets in a relatively short period of time. We believe our stores are "destination stores," generating their own traffic, therefore we situate most stores on major thoroughfares with easy access and good parking. In addition to continuing to lease or develop our own locations, we evaluate and may make strategic acquisitions.

Marketing and Merchandising Strategy

We are dedicated to providing customers with superior service and trustworthy advice as well as quality automotive parts and products at a great value in our conveniently located, well-designed stores and through our online platforms. Key elements of this strategy are:

Customer Service
Customer service is the most important element in our marketing and merchandising strategy, which is based upon consumer marketing research. We emphasize that our AutoZoners should always put customers first by providing prompt, courteous service and trustworthy advice. Our electronic parts catalog assists in the selection of parts as well as identifying any associated warranties offered by us or our vendors. In addition to our in-store offerings, we sell our full suite of automotive hard parts, maintenance items, accessories and non-automotive parts through www.autozone.com, for pick-up in store or to be shipped directly to a customer's home or business, with same day or next day delivery programs in most of our U.S. markets. Additionally, we offer a mobile application that provides customers with store locations, driving directions, operating hours, product availability, the ability to purchase products and other information.

We also provide access to specialty tools as one of our free services. Through our Loan-A-Tool program customers can borrow a specialty tool, such as a steering wheel puller, for which a do-it-yourself ("DIY") customer or a repair shop would have little or no subsequent use beyond a single job. AutoZoners also provide free diagnostic and related services, including check engine and anti-lock braking system light readings through our AutoZone Fix Finder service, testing of starters, alternators and batteries, battery charging and the collection of used oil for recycling.

Merchandising
The following tables show some of the types of products we sell by major category of items:

Failure	Maintenance	Accessories
A/C Compressors	Antifreeze & Windshield Washer Fluid	Air Fresheners
Batteries & Accessories	Brake Drums, Rotors, Shoes & Pads	Cell Phone Accessories
Bearings	Chemicals, including Brake & Power Steering Fluid, Oil & Fuel Additives	Drinks & Snacks
Belts & Hoses	Oil & Transmission Fluid	Floor Mats & Seat Covers
Calipers	Oil, Cabin, Air, Fuel & Transmission Filters	Interior & Exterior Accessories
Chassis	Oxygen Sensors	Mirrors
Clutches	Paint & Accessories	Performance Products
CV Axles	Refrigerant & Accessories	Protectants & Cleaners
Engines	Shock Absorbers & Struts	Sealants & Adhesives
Fuel Pumps	Spark Plugs & Wires	Steering Wheel Covers
Fuses	Windshield Wipers	Tools
Ignition		Towing
Lighting		Vehicle Entertainment Systems
Mufflers		Wash & Wax
Radiators		
Starters & Alternators		
Thermostats		
Tire Repair		
Water Pumps		

We believe customer satisfaction is often impacted by our ability to promptly provide specific automotive products as requested. Each store carries the same basic products, but we tailor our hard parts inventory to the makes and models of the vehicles in each store's trade area and tailor the remaining store's assortment to the local demographics. Our hub and mega hub stores carry a larger assortment of products that are available to customers of the surrounding local stores. We are continuously updating the products we offer to ensure our inventory matches the products our customers need or desire.

Pricing
We want to be the value leader in our industry, by consistently providing quality merchandise at the right price, backed by a satisfactory warranty and outstanding customer service. For many of our products, we offer multiple value choices in a good/better/best assortment, with appropriate price and quality differences from the "good" products to the "better" and "best" products. A key differentiating component versus our competitors is our exclusive line of in-house brands, which includes Duralast and the family of Duralast brands, Econocraft, ProElite, ShopPro, SureBilt, TotalPro, TruGrade and Valucraft. We believe that our overall value compares favorably to that of our competitors.

Brand Marketing: Marketing and Loyalty
We believe that targeted advertising and promotions play important roles in succeeding in today's environment. We are constantly working to understand our customers' wants and needs so we can build long-lasting, loyal relationships. We utilize advertising, direct marketing, loyalty programs and promotions primarily to highlight our great value, the availability of high quality parts and develop a relationship with an expanding base of customers. Digital and broadcast media are our primary advertising methods of driving retail traffic, while we leverage a dedicated sales force and our ProVantage loyalty program to drive commercial sales.

Store Design, Visual Merchandising and Promotional Execution
We design and build stores for high visual impact. The typical store utilizes colorful exterior and interior signage, exposed beams and ductwork, finished floors and brightly lit interiors. Batteries, maintenance products, accessories and non-automotive items are attractively displayed for easy browsing by customers. In-store signage and special displays promote products on floor displays, end caps and shelves. We utilize in-store signage, creative product placement and promotions to help educate customers about products that they may need.

Purchasing and Supply Chain

Merchandise is selected and purchased for all stores through our store support centers located in Memphis, Tennessee; Monterrey, Mexico; Chihuahua, Mexico and Sao Paulo, Brazil. Additionally, we have offices in Shanghai, China; Istanbul, Turkey and Gurugram, India to support our global sourcing efforts. In fiscal 2026, one class of similar products accounted for approximately 14 percent of our total revenues, and one individual vendor provided 14 percent of our total purchases. No other class of similar products accounted for 10 percent or more of our total revenues, and no other individual vendor provided more than 10 percent of our total purchases. We believe alternative sources of supply exist, at similar costs, for most types of product sold. Most of our merchandise flows through our distribution centers to our stores by our fleet of tractors and trailers or by third-party transportation firms. The distribution centers replenish our stores up to multiple times per week depending on store sales volumes.

Competition

The sale of automotive parts, accessories and maintenance items is highly competitive. AutoZone competes on the basis of customer service, including the knowledge and expertise of our AutoZoners and our ability to provide prompt delivery to commercial customers; merchandise quality, selection and availability; product warranty; store layouts, location and convenience; price; and the strength of our AutoZone brand name and quality, trademarks and service marks.

Our competitors include national, regional and local auto parts chains, independently owned parts stores, online automotive parts stores or marketplaces, wholesale distributors, jobbers, repair shops, car washes and auto dealers, in addition to discount and mass merchandise stores, hardware stores, supermarkets, drugstores, convenience stores, home stores and other retailers that sell aftermarket vehicle parts and supplies, chemicals, accessories and tools.

Government Relations

As a company with global operations, we are subject to the federal, state, and local laws and regulations, in the jurisdictions in which we operate, many of which are complex, frequently changing and subject to varying interpretations. These laws and regulations relate to, among other things, the marketing and sale of products; proper handling and disposal of hazardous materials, particularly in connection with our used oil, oil filter and battery recycling programs; occupational health and safety; environmental matters; labor and employment; employee wages and benefits; information security and data privacy; real property; financial reporting and disclosure; antitrust and fair competition; international trade and transportation, logistics and delivery operations.

While compliance with the numerous laws and regulations applicable to our business, including environmental regulations, has not had a material adverse effect on capital expenditures, earnings or our competitive position to date, we can make no assurances as to the future costs of compliance. For more information, see the Risk Factors titled *"Legal and Regulatory Risks"* and *"Information Technology, Cybersecurity and Data Privacy Risks"* in "Part I. Item 1A, Risk Factors" in this report.

Trademarks and Patents

We regard our trademarks, service marks, patents, domain names, trade dress, trade secrets and other intellectual property as critical to our success and important components of our marketing and merchandising strategies. We have registered several trademarks and service marks in the U.S. Patent and Trademark Office as well as in certain other countries, including without limitation: "AutoZone," "AutoZone Rewards," "Get in the Zone," "Zone," "Duralast," "Econocraft," "ProElite," "ProVantage," "ShopPro," "SureBilt," "TotalPro," "TruGrade," "Valucraft," and "ALLDATA," along with variations of these trademarks. Our trademark registrations have various expiration dates; however, assuming that the trademarks are properly maintained and in use, such registrations may be renewed indefinitely.

Seasonality

Our business is somewhat seasonal in nature, with the highest sales typically occurring in the spring and summer months of February through September, and the lowest sales in the months of December and January. During short periods of time, a store's sales can be affected by weather conditions. Extremely hot or extremely cold weather may enhance sales by causing parts to fail; thereby increasing sales of seasonal products. Mild or rainy weather tends to soften sales, as parts failure rates are lower in mild weather and elective maintenance is deferred during periods of rainy weather. Over the longer term, we believe the effects of weather balance out, as we have stores throughout the Americas.

AutoZone Websites

Our primary website is www.autozone.com. We make available on the Investor Relations section of our website, free of charge, our Annual Reports on Form 10-K, Quarterly Reports on Form 10-Q, Current Reports on Form 8-K, proxy statements, registration statements and amendments to those reports filed or furnished pursuant to Section 13(a) or 15(d) of the Securities and Exchange Act of 1934, as amended (the "Exchange Act"), as soon as reasonably feasible after filing or furnishing such documents with the SEC. Our websites and the information contained therein or linked thereto are not intended to be incorporated into this Annual Report on Form 10-K.

Information about our Executive Officers

The following list describes our executive officers, who are elected by and serve at the discretion of the Board of Directors. The title of each executive officer includes the words "Customer Satisfaction" which reflects our commitment to customer service.

Philip B. Daniele III, 57—President and Chief Executive Officer, Customer Satisfaction
Philip B. Daniele III was appointed President and Chief Executive Officer and appointed to serve on the Board in January 2024. Prior to his appointment as President and Chief Executive Officer, Mr. Daniele was named CEO-Elect in June 2023. Prior to that, Mr. Daniele served as Executive Vice President – Merchandising, Marketing and Supply Chain from June 2021 to June 2023, Senior Vice President – Commercial from 2015 to 2021, Vice President – Commercial Support from 2013 to 2015 and Vice President – Merchandising from 2008 to 2013. Mr. Daniele was also a Divisional Vice President – Store Operations from 2005 to 2008. Prior to 2005, Mr. Daniele held several other key management positions with the Company.

Jamere Jackson, 57—Chief Financial Officer, Customer Satisfaction
Jamere Jackson was named Chief Financial Officer in September 2020 and, in that capacity, leads the Finance and Store Development teams. Prior to joining AutoZone, Mr. Jackson served as Executive Vice President and Chief Financial Officer of Hertz Global Holdings, Inc., a global rental company, from 2018 to 2020. From 2014 to 2018, Mr. Jackson served as Chief Financial Officer of Nielsen Holdings plc, an information, data and measurement company. Prior to 2014, Mr. Jackson held a variety of leadership roles at General Electric Company, including Vice President and Chief Financial Officer of a division of General Electric Oil and Gas. Mr. Jackson serves on the Board of Directors for Eli Lilly & Co.

Thomas B. Newbern, 64—Chief Operating Officer, Customer Satisfaction
Thomas B. Newbern was named Chief Operating Officer in September 2023. From March to September 2023, Mr. Newbern served as Executive Vice President – Operations, Sales and Technology. From 2015 to March 2023, Mr. Newbern served as Executive Vice President overseeing Store Operations, Commercial, International, Information Technology, Loss Prevention and ALLDATA in different capacities. From 2007 to 2015, Mr. Newbern served as Senior Vice President – Store Operations, with additional oversight of Loss Prevention and Store Development. From 1998 to 2007, Mr. Newbern was Divisional Vice President – Store Operations. Mr. Newbern began his career with AutoZone in 1985.

Eric S. Gould, 57—Executive Vice President – Merchandising, Marketing and Supply Chain, Customer Satisfaction
Eric S. Gould was named Executive Vice President – Merchandising, Marketing and Supply Chain in August 2025. From 2021 to 2025, Mr. Gould served as Senior Vice President – Supply Chain. Prior to that, Mr. Gould held several key management positions with the Company, including Vice President – Supply Chain Replenishment and Vice President – Commercial, Commercial Support and Merchandising Pricing & Analysis.

Jennifer M. Bedsole, 55—Senior Vice President, General Counsel & Secretary, Customer Satisfaction
Jennifer M. Bedsole was named Senior Vice President, General Counsel & Secretary in April 2023. Prior to joining AutoZone, Ms. Bedsole was a partner with the law firm of Baker, Donelson, Bearman, Caldwell and Berkowitz P.C. since 2011, where she chaired the Labor and Employment practice group.

K. Michelle Borninkhof, 52—Senior Vice President and Chief Information Officer, Customer Satisfaction
K. Michelle Borninkhof was named Senior Vice President and Chief Information Officer in April 2021. Prior to joining AutoZone, Ms. Borninkhof was Chief Information Officer and Vice President for U.S. Technology at McDonald's since 2018. Prior to joining McDonald's, Ms. Borninkhof spent 11 years with Walmart, Inc. holding various leadership roles including Vice President – International Technology Delivery. Throughout her career, Ms. Borninkhof held various roles in store retail, distribution center operations and process improvement.

Bailey L. Childress, 37—Senior Vice President – Omnichannel and Merchandising Support, Customer Satisfaction
Bailey L. Childress was named Senior Vice President – Omnichannel and Merchandising Support in December 2024. From 2022 to 2024, Mr. Childress served as Vice President – Merchandising Pricing and Analysis. Prior to that, Mr. Childress held several key management positions with the Company, including Director – Merchandising, Commercial Merchandising, and Commercial Pricing.

Domingo J. Hurtado, 65—Senior Vice President – International, Customer Satisfaction
Domingo J. Hurtado Rodríguez was named Senior Vice President – International in September 2018. Prior to that, Mr. Hurtado was President – AutoZone de México. Mr. Hurtado has served in various capacities within the Company since 2001, which included leading the Company's expansion in Mexico. Prior to 2001, Mr. Hurtado held different positions with RadioShack including Director General in Mexico and General Manager in Venezuela.

Kenneth E. Jaycox, 58—Senior Vice President – Commercial, Customer Satisfaction
Kenneth E. Jaycox was named Senior Vice President – Commercial in July 2024. From 2020 to 2024, Mr. Jaycox served as Senior Vice President and Chief Commercial Officer for United States Steel Corporation where he was responsible for their commercial functions, customer value creation, pricing and revenue growth. Prior to that, Mr. Jaycox served as Vice President of Transformation at Sysco Corporation, where he led numerous sales, digital transformation and supply chain initiatives.

Eric J. Leef, 52—Senior Vice President, Human Resources, Customer Satisfaction
Eric J. Leef was named Senior Vice President – Human Resources in August 2025. Prior to joining AutoZone, Mr. Leef was Executive Vice President and Chief Human Resources Officer for Hertz Global since 2021. He joined Hertz as Senior Vice President, Chief Human Resources Officer in September 2020. Prior to joining Hertz Global, Mr. Leef was Chief Human Resources Officer at Atria Senior Living Community. Prior to that, Mr. Leef spent 16 years at GE and GE Appliances, a Haier Company, holding various HR leadership roles supporting supply chain, technology and consumer service divisions.

Lindsay W. Lehman, 48—Senior Vice President – Marketing, Customer Satisfaction
Lindsay W. Lehman was named Senior Vice President – Marketing in November 2023, where she leads the Marketing and E-commerce teams. Prior to that, Ms. Lehman held the role of Vice President – Marketing for AutoZone. Prior to joining AutoZone in 2020, Ms. Lehman served as Senior Vice President, Marketing at Norwegian Cruise Line Holdings, where she was responsible for global marketing, digital and analytics functions. Ms. Lehman previously held roles of increasing responsibility at Kraft Foods, Hearst Corporation and Goldman Sachs.

Dennis W. LeRiche, 58—Senior Vice President – Store Operations, Customer Satisfaction
Dennis W. LeRiche was named Senior Vice President – Store Operations in June 2021. From 2015 to 2021, Mr. LeRiche was a Divisional Vice President – Store Operations. Prior to 2015, Mr. LeRiche held several other key management positions with the Company.

M. Denise McCullough, 54—Senior Vice President – Supply Chain, Customer Satisfaction
M. Denise McCullough was named Senior Vice President – Supply Chain in August 2025. From 2022 to 2025, Ms. McCullough was Vice President – Transportation. Ms. McCullough has been an AutoZoner since 2001, previously serving as Vice President, Replenishment in 2021. Prior to that, Ms. McCullough served in various key positions within the Company.

Lucas J. Rauch, 46—Senior Vice President – Merchandising and Global Sourcing, Customer Satisfaction
Lucas J. Rauch was named Senior Vice President – Merchandising and Global Sourcing in December 2024. Mr. Rauch joined AutoZone in 2024 as Vice President – Merchandising. Prior to joining AutoZone, Mr. Rauch held several roles at Walgreens, including Chief Merchandising Officer, General Manager, Owned Brands, and Vice President, Commercial Strategy. Prior to joining Walgreens, Mr. Rauch worked for Deloitte Consulting, leading various strategic projects across marketing, technology, and retail.

Grace O. Sharpley, 37—Senior Vice President – Finance, Customer Satisfaction
Grace O. Sharpley was named Senior Vice President – Finance in July 2026. From 2025 to 2026, Ms. Sharpley served as Vice President – Merchandising Pricing and Analysis. Prior to that, Ms. Sharpley held several key management positions with the Company, including Vice President – Strategy. Prior to joining AutoZone in 2014, Ms. Sharpley was an audit associate at PricewaterhouseCoopers LLP since 2011.

Item 1A. Risk Factors

Our business is subject to a variety of risks and uncertainties. The risk factors described below reflect the Company's beliefs and opinions as to factors that could materially and adversely affect our business, financial condition, results of operations, liquidity and stock price or otherwise impact the Company. References to past events are provided by way of example only and are not intended to be a complete listing or a representation as to whether such factors have occurred in the past or their likelihood of occurring in the future. The following information should be read in conjunction with the other information contained in this report and other filings that we make with the SEC. These risks and uncertainties are not the only ones we face. Our business could also be materially affected by additional factors that are presently unknown to us or that we currently believe to be immaterial to our business.

Strategic and Operational Risks

The current global economic and geopolitical landscape has increased uncertainty about key areas of doing business internationally and may have a negative impact on our business.

The U.S. has recently enacted and proposed to enact significant new tariffs, and the current administration has directed various federal agencies to further evaluate key aspects of U.S. trade policy amid ongoing discussion regarding further potentially significant changes to U.S. trade policies, enforcement priorities, sanctions, treaties and tariffs. In February 2026, the U.S. Supreme Court invalidated tariffs imposed under the International Emergency Economic Powers Act (“IEEPA”). In response to the U.S. Supreme Court’s decision, the U.S. President issued an executive order imposing tariffs pursuant to Section 122 of the Trade Act of 1974 for 150 days, effective on February 24, 2026, and the outlook on further trade policy actions is unclear. These actions have led to significant volatility and uncertainty in global markets. Uncertainty regarding the scope, duration and administration of trade measures has in the past contributed to, and may in the future continue to contribute to, variability in costs and cash flows. There continues to exist significant uncertainty about the future economic and political relationships between the U.S. and other countries. The Company directly or indirectly imports merchandise from various countries, and newly proposed tariffs and any additional tariffs on products sourced from these or other countries could materially increase our costs. These developments, or the perception that any of them could occur, may have a material effect on global economic conditions, the stability of global financial markets or global trade, and may impact product

cost, pricing, or competitive conditions, disrupt supply chains, impact the broader macroeconomic environment and consumer sentiment or otherwise negatively impact our business, financial condition and results of operations.

If demand for our products slows, then our business may be materially adversely affected.

Demand for the products we sell may be affected by a number of factors we cannot control, including:

- the number of older vehicles in service. Vehicles that are seven years old or older are generally no longer covered by the original vehicle manufacturers' warranties and tend to need more maintenance and repair than newer vehicles.
- the number of miles vehicles are driven. Higher vehicle mileage increases the need for maintenance and repair. Mileage levels may be affected by gas prices, ride sharing, weather conditions, and other factors.
- rising fuel and energy prices. Increases in fuel and energy costs, including those driven by geopolitical instability, supply chain disruptions or international conflicts may cause our customers to defer purchases of certain of our products as they use a greater percentage of their income to pay for fuel and other energy costs. Customers may also drive their vehicles less, resulting in less wear and tear and lower demand for repairs and maintenance.
- the economy. In periods of declining economic conditions, including as a result of inflation, high levels of consumer debt, and/or high interest rates, consumers may reduce their discretionary spending by deferring vehicle maintenance or repair. Additionally, such conditions may affect our customers' ability to obtain credit. During periods of expansionary economic conditions, more of our DIY customers may pay others to repair and maintain their vehicles instead of working on their own vehicles, or they may purchase new vehicles.
- the weather. Milder weather conditions may lower the failure rates of automotive parts, while extremely hot or cold conditions may enhance demand for our products due to increased failure rates of our customers' automotive parts. However, extended periods of rain and winter precipitation may adversely impact store traffic, decreasing sales, or may cause our customers to defer maintenance and repair on their vehicles. Additionally, climate changes can create more variability in the short-term or lead to other weather conditions that could impact our business.
- technological advances. Advances in automotive technology, such as improved parts design, can result in vehicles needing maintenance less frequently and parts lasting longer.
- prevalence of electric vehicles. The increased prevalence of electric vehicles, whether due to changes in consumer preferences or regulatory actions incentivizing the purchase of electric vehicles, can result in less frequent parts failures and a reduced need for parts.
- the quality of the vehicles manufactured by the original vehicle manufacturers and the length of the warranties or maintenance offered on new vehicles.
- restrictions on access to telematics and diagnostic tools and repair information imposed by the original vehicle manufacturers or by governmental regulation. These restrictions may cause vehicle owners to rely on dealers to perform maintenance and repairs.

These factors could result in a decline in the demand for our products, which could materially adversely affect our business and overall financial condition.

If we are unable to compete successfully against other businesses that sell the products that we sell, we could lose customers and market share and our sales and profits may decline.

The sale of automotive parts, accessories and maintenance items is highly competitive. See "Item 1. Business" above for additional information regarding our competitive environment.

Although we believe we compete effectively, our competitors may have greater financial resources allowing them to invest more in their businesses, greater sourcing capabilities allowing them to sell merchandise at lower prices,

larger stores with more merchandise, longer operating histories with deeper customer relationships, more frequent customer visits, more effective advertising and more successful utilization of data analytics, artificial intelligence ("AI") and other new and emerging technologies. Online and multi-channel retailers often have lower operating costs and focus on delivery services, thereby offering customers faster, guaranteed delivery times and low-cost or free shipping. In addition, because our business strategy is based on offering superior levels of customer service to complement the products we offer, our cost structure is higher than some of our competitors, which also puts pressure on our margins.

With the increasing use of digital tools, our customers often begin their shopping experience online and are quickly able to compare prices, product assortment, product availability and feedback from other customers before purchasing products. We may be unable to differentiate ourselves or to anticipate and adapt to new or enhanced digital experiences offered by other retailers.

If we are unable to continue to manage in-stock inventory and costs, provide competitive delivery options, develop successful competitive strategies, including the maintenance of effective promotions, advertising and loyalty programs, develop and execute effective digital and omni-channel strategies or otherwise compete effectively, or if our competitors develop more effective strategies, we could lose customers and market share, and our sales and profits may decline.

We may not be able to sustain our historic rate of sales growth.

We have increased annual revenues in the past five fiscal years from $14.6 billion in fiscal 2021 to $20.3 billion in fiscal 2026, with a compounded annual growth rate of approximately seven percent. Annual revenue growth is driven by increases in same store sales, the opening of new stores and the development of new commercial programs. Same store sales are impacted both by customer demand levels and by the prices we are able to charge for our products, which can also be negatively impacted by economic pressures. See "Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations" for further discussion of same store sales.

We have increased our store count in the past five fiscal years, growing from 6,767 stores at August 28, 2021 to 8,031 stores at August 29, 2026, a compounded annual growth rate of approximately three percent.

Achieving our store development and expansion goals, domestically and in international markets, will depend upon our ability to identify and obtain suitable sites for new and expanded stores in a timely manner and at acceptable costs, the hiring and training of qualified personnel, effective utilization of our supply chain and hub network, and the integration of new stores into existing operations, among other factors. Furthermore, we open new stores only after evaluating customer buying trends and market demand/needs, all of which could be adversely affected by persistent unemployment, wage cuts, small business failures and microeconomic conditions unique to the automotive industry. There can be no assurance we will be able to achieve our store expansion goals, manage our growth investments effectively, successfully integrate the planned new stores into our operations or operate our new, remodeled and expanded stores profitably.

If we cannot profitably increase our market share in the commercial automotive parts business, our sales growth may be limited.

Although we are a leading distributor of automotive parts and other products in the commercial market, we must effectively compete against national, regional and local auto parts chains, independently owned parts stores, wholesalers, jobbers, repair shops, auto dealers, online retailers and others in order to increase our commercial market share. Although we believe we compete effectively in the commercial market on the basis of customer service, merchandise quality, assortment and availability, price, delivery times, product warranty, distribution locations and the strength of our AutoZone brand, trademarks and service marks, some automotive aftermarket participants have been in business for substantially longer periods of time than we have, and as a result have developed long-term customer relationships, an experienced sales organization, considerable market presence and have large available inventories. If we are unable to profitably grow our sales with existing commercial customers, our sales growth may be limited.

Our business depends upon hiring, training and retaining qualified employees, including members of management and other key personnel.

We believe much of our brand value lies in the quality of the approximately 132,000 AutoZoners employed in our stores, distribution centers, store support centers and ALLDATA. Our workforce costs represent our largest operating expense, and our ability to meet our labor needs while controlling labor costs is subject to numerous external factors, including market pressures with respect to prevailing wage rates and unemployment levels. Our business is also subject to employment laws and regulations, including those related to minimum wage, benefits and scheduling requirements, and these laws are subject to change over time. In addition, the implementation of potential regulatory changes relating to overtime exemptions and benefits for certain employees under federal and state laws could result in increased labor costs to our business and negatively impact our operating results. We also have AutoZoners in Mexico, Brazil and other countries, and are required to comply with differing laws and regulations in each of those countries.

We compete with other retail businesses for many of our AutoZoners in hourly positions, and these positions have historically had high turnover rates, which can lead to increased training and retention costs, particularly in a competitive labor market. We cannot be assured that we can continue to hire, train and retain qualified employees at current wage rates since we operate in a competitive labor market, and there are currently significant inflationary and other pressures on wages.

In the U.S., over the last few years there has been an increase in workers exercising their right to form or join a union, both generally and in the retail industry. Further, the National Labor Relations Board (NLRB) has issued decisions making it easier for employees to organize. Although none of our U.S. based AutoZoners are currently covered by collective bargaining agreements, we have been subject to labor unions' efforts to organize groups of our AutoZoners from time to time. If a significant portion of our work force were to become unionized, our culture and operating model could be challenged by inserting a third party into our current relationships between our supervisors and non-supervisory AutoZoners. Further, our labor costs could increase, and our business could be negatively affected by other requirements and expectations that could change our company culture, decrease our flexibility and disrupt our business. Further, our responses to any union organizing efforts could negatively impact how our brand is perceived by customers and AutoZoners and have material adverse effects on our business, reputation and financial results.

If we are unable to hire, properly train and retain qualified AutoZoners, we could experience higher employment costs, reduced sales, losses of customers and diminution of our brand or company culture, which could adversely affect our earnings. If we do not maintain competitive wages or benefit packages, our customer service could suffer from any resultant declining quality of our workforce, or, alternatively, our earnings could decrease if we increase our wage rates and resultant labor costs. A violation or change in employment and labor laws (including changes in existing employment benefit programs such as health insurance) could have a material adverse effect on our results of operations, financial condition and cash flows.

Our future success depends on the skills and experience of our management and other key personnel. The unexpected loss of the services of any such persons could materially adversely affect our operations. There can be no assurance that our succession planning, retention or hiring efforts will be successful. Failure to attract and retain qualified personnel in key roles could materially adversely affect our operations.

Inability to acquire and provide quality merchandise at competitive prices could materially adversely affect our sales and results of operations.

We are dependent upon our domestic and international vendors continuing to supply us with quality merchandise at competitive prices and payment terms. If our merchandise offerings do not meet our customers' expectations, or our customers have a negative perception of our merchandise regarding quality, innovation and safety, we could experience lost sales, increased costs and exposure to legal and reputational risk. In those circumstances, it may be difficult and costly for us to rebuild our reputation and regain the confidence of our customers.

All of our vendors must comply with applicable product safety laws, and we are dependent on them to ensure that the products we buy comply with all safety and quality standards. Events that give rise to actual, potential or perceived product safety concerns could expose us to government enforcement action or private litigation, result in costly product recalls and other liabilities and lead to reputational harm and loss of customer confidence. To the extent our suppliers are subject to added government regulation of their product design and/or manufacturing processes, the cost of the merchandise we purchase may rise.

Furthermore, our vendors are impacted by global economic and geopolitical conditions which in turn impact our ability to source merchandise at competitive prices. For example, new or increased tariffs, inflation, rising interest rates and disruption to the global supply chain have negatively impacted costs and inventory availability and may continue to have a negative impact on future results and profitability. Credit market and other macroeconomic conditions could also have a material adverse effect on the ability of our global and domestic suppliers to finance and operate their businesses.

If any of our significant vendors experience financial difficulties or business disruptions or are otherwise unable to deliver merchandise to us on a timely basis, or at all, we could have product shortages in our stores that could adversely affect customers' perceptions of us and cause us to lose customers and sales.

We are subject to risks associated with products sourced outside the U.S.

We directly imported approximately 12% of our purchases in fiscal 2026, but many of our domestic vendors directly import their products or components of their products. Changes to the price or flow of these goods for any reason, such as increased import duties or tariffs, foreign trade policies, civil unrest or acts of war, currency fluctuations, disruptions in maritime lanes, port labor disputes and other issues, economic conditions and instability in the countries in which foreign suppliers are located, the financial instability of suppliers, suppliers' failure to meet our standards, issues with labor practices of our suppliers or labor problems they may experience (such as strikes, stoppages or slowdowns, which could also increase labor costs during and following the disruption), the availability and cost of raw materials to suppliers, merchandise quality or safety issues, shipping and transport availability and cost, increases in wage rates and taxes, transport security, trade sanctions, import limitations on certain types of goods or of goods containing certain materials from other countries, inflation and other factors relating to the suppliers and the countries in which they are located or from which they import, often are beyond our control and could adversely affect our operations and profitability. Furthermore, these risks may be amplified if we or our domestic vendors are unable to diversify our or their supply chains or rely too heavily on a single country to source our or our vendors' products. These and other factors affecting our suppliers' and our access to products could materially adversely affect our business and financial performance. As we or our domestic vendors increase the importation of merchandise or components from foreign vendors, these risks are likely to increase.

Disruptions in our supply chain and other factors affecting the distribution of our merchandise could adversely impact our business and results of operations.

A disruption to our supply chain or distribution network could adversely affect our ability to receive and distribute inventory in a timely manner, which could result in low inventory availability, lost sales, increased supply chain costs and loss of customer loyalty, among other things. Such disruptions may result from damage or destruction of our distribution centers, our ability to attract and retain qualified drivers, costs associated with maintaining or operating our fleet or macroeconomic conditions impacting the broader logistics or supply chain industry at large. For example, in recent years, ports, rails and domestic long-hauls in the U.S. and elsewhere have been negatively impacted by capacity constraints, congestion and delays, periodic labor disputes, security issues, weather-related events, natural disasters, and other factors beyond our control. Our business and competitive position may be negatively impacted if we are unable to successfully mitigate the impacts of such disruption to our supply chain or if we are unable to manage such disruptions more effectively than our competitors.

In addition, we have made, and plan to continue to make, significant investments in our supply chain, such as the construction of multiple new distribution centers and the execution of various technology initiatives. These investments seek to improve product availability and assortment, fulfill evolving consumer product demands and keep up with our long-term store expansion goals. If we fail to effectively implement future investments, or if our investments in our supply chain initiatives do not provide the anticipated benefits, we could experience sub-optimal inventory levels in our stores or be required to make further investments, which could adversely affect our sales volume and/or our margins.

Our success in international operations is dependent on our ability to manage the unique challenges presented by international markets.

The various risks we face in our U.S. operations generally also exist when conducting operations in and sourcing products and materials from outside of the U.S. There are also challenges inherent in establishing and managing international operations, in addition to the specific costs, risks and difficulties unique to that market. For example, the sale and distribution of parts and products in Mexico and Brazil requires the ability to adapt our merchandising and marketing strategies to account for, among other things, different vehicles in operation in local markets and different consumer behaviors with respect to aftermarket automotive repair.

Our expansion into international markets may also be adversely affected by local laws and customs, U.S. laws applicable to foreign operations, and political and socio-economic conditions as well as our general ability to compete effectively and provide superior customer service regardless of distance, language and cultural differences.

Risks inherent in international operations also include potential adverse tax consequences, changes to tariffs, trade policies and trade agreements, compliance with the Foreign Corrupt Practices Act and local anti-bribery and anti-corruption laws, greater difficulty in obtaining and enforcing intellectual property rights, challenges to identify and gain access to local suppliers, and possibly misjudging the response of consumers in foreign countries to our product assortment and marketing strategy.

In addition, our operations in international markets are conducted primarily in the local currency of those countries. Since our Consolidated Financial Statements are denominated in U.S. dollars, amounts of assets, liabilities, net sales, and other revenues and expenses denominated in local currencies must be translated into U.S. dollars using exchange rates for the current period. As a result, foreign currency exchange rates and fluctuations in those rates may adversely impact our financial performance.

Business interruptions may negatively impact our operating hours, operability of our computer and other systems, availability of merchandise and otherwise have a material adverse effect on our sales and our business.

Business interruptions including war or acts of terrorism, political or civil unrest, unusual or severe weather conditions such as hurricanes, tornadoes, windstorms, fires, earthquakes and floods, public health crises, disruption

of critical infrastructure systems, banking systems or utility services and other disasters or the threat of any of them, may negatively impact the hours and operations of our stores, distribution centers, store support centers or sourcing offices; may negatively impact our supply chain and distribution network; and may impede our ability to source quality merchandise domestically and outside of the U.S. on favorable terms.

In the event commercial transportation is curtailed or substantially delayed, we may have difficulty transporting merchandise to our distribution centers and stores resulting in lost sales and/or a potential loss of customer loyalty. Transportation issues could also cause us to cancel purchase orders if we are unable to receive merchandise in our distribution centers.

It is not possible to predict all events or circumstances which may negatively disrupt our business in a significant manner, and the near-term and long-term impacts of such disruptions on our business, demand for our products and our growth initiatives will vary significantly based on the facts and circumstances of each such disruption. Furthermore, such business interruptions could cause additional negative impacts of which we are not currently aware or magnify other risks associated with our business and operations.

Our failure to protect our brand and reputation could have an adverse effect on our relationships with our customers, AutoZoners, suppliers, vendors and other stakeholders, thereby negatively impacting sales and profitability.

We believe our continued sales growth is driven in significant part by our AutoZone and private label brand names and our positive reputation with customers, AutoZoners, suppliers, vendors and other stakeholders. The value in our brand names and reputation, and their continued effectiveness in driving our sales growth is dependent to a significant degree on our ability to maintain our reputation for safety, high product quality, friendliness, WOW! Customer service, trustworthy advice, integrity and business ethics. Negative incidents can erode trust and confidence quickly, and adverse publicity about us, whether or not based in fact, could damage our brand and reputation, undermine our customers' confidence in us, reduce demand for our products and services, affect our ability to recruit and retain employees, attract regulatory scrutiny, and impact our relationships with suppliers and vendors. Further, our actual or perceived strategies, initiatives, responses or lack of response relating to social, political, environmental or other issues, whether or not based in fact, could damage our reputation, negatively impact our stock price or result in reduced demand for our merchandise. Customers are also increasingly using social media to provide feedback, criticism and other information about our Company, our products and our services in a manner that is rapidly and broadly disseminated. Our brand and reputation could be negatively impacted if negative sentiment about the Company, whether or not based on fact, is shared and distributed in such a manner.

Failure to comply with ethical, social, product, labor, environmental and anti-corruption standards could also jeopardize our reputation and potentially lead to various adverse actions by consumer or environmental groups, employees or regulatory bodies. Damage to our reputation or loss of consumer confidence for any of these or other reasons could have a material adverse effect on our results of operations and financial condition, as well as require additional resources to rebuild our reputation.

Information Technology, Cybersecurity and Data Privacy Risks

We rely heavily on information technology systems for our key business processes. Any damage to, failure of, or interruption in these systems or our inability to realize the anticipated benefits associated with investments in new or upgraded systems could have a material adverse effect on our business and operating results.

We rely extensively on information technology systems, some of which are managed or provided by third-party service providers, to collect, analyze, process, store, manage, transmit and protect key business processes, transactions and data, such as sales data, customer data, employee data, demand forecasting, merchandise ordering, inventory replenishment, supply chain management, payment processing, order fulfillment and more. Delays in the maintenance, updates, upgrading, or patching of these systems, applications or processes could adversely impact their effectiveness and would expose us to security and other risks. Our systems and the third-party systems with which we interact are subject to damage, failure or interruption due to various reasons such as: power or other

critical infrastructure outages, facility damage, physical theft, telecommunications failures, malware, security incidents, malicious cyber-attacks, including the use of malicious codes, worms, phishing, spyware, denial of service attacks and ransomware, natural disasters and catastrophic events, inadequate or ineffective redundancy measures; and design or usage errors by AutoZoners, contractors or third-party service providers. Although we seek to effectively maintain and safeguard our systems and our data and we seek to ensure our third-party service providers effectively maintain and safeguard their systems and our data, such efforts are not always successful. As a result, we or our service providers have experienced and are likely to again experience one or more errors, interruptions, delays or cessations of service impacting the integrity, performance or availability of our information technology infrastructure. While such incidents have not been material to date, any future incident could significantly disrupt our operations and key business processes, result in the impairment or loss of critical data, be costly and resource-intensive to remedy; harm our reputation and relationship with customers, AutoZoners, vendors and other stakeholders; and have a material adverse impact on our business and operating results.

The rapid evolution and increased adoption of AI, including generative and agentic AI, may create new or heightened risks for our business. If we are unsuccessful in developing, deploying, or governing these technologies, or if competitors adopt them more effectively, our competitive position, customer experience, operations, reputation, financial condition, or results of operations could be adversely affected. AI use may also increase cybersecurity risks by enabling more sophisticated, automated, or difficult-to-detect threats, and evolving laws and regulations related to AI, privacy, consumer protection, and data use may increase compliance obligations and potential exposure.

In addition, our information technology systems, infrastructure and personnel require ongoing substantial investments, such as replacing existing systems, some of which are older, legacy systems that are less flexible and efficient, with successor systems; making changes to existing systems, including the migration of applications to the cloud; maintaining or enhancing legacy systems that are not currently being replaced; or designing or cost-effectively acquiring and implementing new systems with new functionality, including AI. These efforts can result in significant potential risks, including failure of the systems to operate as designed, potential loss or corruption of data, cost overruns, or implementation delays or errors, and may result in operational challenges, security control failures, reputational harm, and increased costs that could adversely affect our business operations and results of operations.

Failure to maintain the security of sensitive personal information or other confidential information in our possession could subject us to litigation or regulatory enforcement action, cause reputational harm and cause us to incur substantial costs or have a material adverse impact on our business and financial condition.

Our business, like that of most retailers, involves the collection, processing, storage and transmission of large amounts of personal information relating to our customers, suppliers and AutoZoners and confidential business information relating to AutoZone or other parties with which we do business. This information is handled by us as well as third-party service providers and vendors that provide us with various technology, systems, services and other resources that we use in connection with the handling of this information and in furtherance of our business objectives. Furthermore, we accept payments using a variety of methods, including credit, debit, electronic payments and gift cards, which present information security risks, and we may offer new payment options in the future presenting new risks of which we are currently unaware.

While addressing vulnerabilities is a priority for us, the methods used to obtain unauthorized access are constantly evolving and increasing in frequency and sophistication, including through the use of evolving AI tools to identify and exploit vulnerabilities. Attempts to gain unauthorized access can be difficult to anticipate or promptly detect. We cannot provide assurance that the security measures we or our third-party service providers and vendors have in place today will be successful in their efforts to prevent or mitigate the impact of a cyber incident or provide us with sufficient visibility to determine if a cyber incident has occurred, and there can be no assurance that such measures we introduce in the future will be sufficiently effective either. Failure to maintain the security of the personal and other confidential information to which we have access could lead to private litigation, regulatory enforcement actions and reputational harm, all of which would require extensive time and financial resources to resolve and could have a material adverse impact on our business and financial condition.

While we have not experienced a material breach of our information systems or data to date, unauthorized parties have in the past gained access and exfiltrated data, and will continue to attempt to do so as the result of a cyber-attack, misconduct or error by an AutoZoner, job applicant, customer, vendor or third party, system vulnerabilities or compromises, fraud, hacking, phishing attempts, malware, ransomware, other malicious codes or other intentional or unintentional acts. Furthermore, hardware, software or other IT applications that we or a third party develop for our use have contained and may contain exploitable vulnerabilities, bugs or design defects or may involve other problems that could unexpectedly compromise information security.

The cost to remediate and respond to a cyber incident involving unauthorized use, access, damage or loss of systems, data or other information could be significant. To the extent any cyber incident involving our or one of our customer's or third-party service provider's information systems results in the unauthorized access, loss, damage or misappropriation of information, we may be required by law to notify impacted individuals and face substantial liability due to claims arising from customers, financial institutions, AutoZoners, regulatory authorities, payment card issuers and others. We maintain insurance coverage that may protect us from losses or claims in connection with certain incidents; however, our insurance coverage may not be sufficient to cover significant losses in any particular situation.

We are subject to a complex and evolving body of laws and regulations regarding data privacy and may face increased costs as a result of changes in, enforcement of, or the adoption of new laws and regulations. These costs may have a material adverse impact on our business and results of operations.

The regulatory environment related to information security, data collection, processing and use, and data privacy is becoming increasingly rigorous and complex. Multiple states in the U.S. have passed, and continue to pass, data protection laws. The potential effects of the various laws regulating the collection, retention, transfer, use, notification, consent and other types of processing of personal or protected information are far-reaching and may require significant time, resources and costs to comply, may require changes to our existing practices and processes that are not advantageous to our business, and otherwise limit our ability to use data to provide a more personalized user experience or as otherwise desired. In addition, failure to comply with applicable requirements by us or our business partners or third-party service providers or vendors could subject us to governmental investigations, regulatory enforcement actions, fines, sanctions, lawsuits or reputational damage.

Additionally, while we seek to comply with these various laws as they take effect, many of the concepts are novel. There can be no assurance that compliance efforts taken by us in good faith will be sufficient, and we may be the subject of an investigation or enforcement action instituted by a state agency or other regulatory body.

Indebtedness, Financial and Market Risks

We are self-insured for certain costs associated with our operations and an increase in our insurance claims and expenses may have a material negative impact on us.

We are self-insured up to certain limits for workers' compensation, employee group medical, general and product liability, property and vehicle claims. The types and amounts of insurance may vary from time to time based on our decisions with respect to risk retention and regulatory requirements. Our reserves are established using historical trends and, where appropriate, using a third-party actuary to estimate costs to settle reported claims and claims incurred but not yet reported. Estimated costs are subject to a variety of assumptions and other factors including the severity, duration and frequency of claims, legal costs associated with claims, healthcare trends and projected inflation of related factors. Material increases in the number of insurance claims, changes to healthcare costs, accident frequency and severity, legal expenses and other factors could result in an unfavorable difference between actual self-insurance costs and our reserve estimates. As a result, our self-insurance costs could increase, which may adversely affect our business, results of operations, financial condition and cash flows.

A downgrade in our credit ratings or a general disruption in the credit markets could make it more difficult for us to access funds, refinance our debt, obtain new funding or issue debt securities.

Our short-term and long-term debt is rated investment grade by the major rating agencies. These investment-grade credit ratings have historically allowed us to take advantage of lower interest rates and other favorable terms on our short-term credit lines, in our senior debt offerings and in the commercial paper markets. To maintain our investment-grade ratings, we are required to meet certain financial performance ratios. A change by the rating agencies in these ratios, an increase in our debt, and/or a decline in our earnings could result in downgrades in our credit ratings. A downgrade in our credit ratings could limit our access to public debt markets, limit the institutions willing to provide credit facilities to us, result in more restrictive financial and other covenants in our public and private debt and would likely significantly increase our overall borrowing costs and adversely affect our earnings. Additionally, a downgrade in our credit or changes in the financial markets may limit financial institutions' willingness to participate in our supplier financing arrangements, which may result in vendors seeking to renegotiate their payment terms. Moreover, significant deterioration in the financial condition of large financial institutions could result in a severe loss of liquidity and availability of credit in global credit markets and in more stringent borrowing terms. Conditions and events in the global credit markets could have a material adverse effect on our access to short-term and long-term debt and the terms and cost of that debt.

Legal and Regulatory Risks

Our business, results of operations, financial condition and cash flows may be adversely affected by the adoption of new laws, changes to existing laws, increased enforcement activity or other governmental actions.

We are subject to numerous federal, state and local laws and regulations, many of which are complex, frequently revised and subject to varying interpretations. These include laws governing employment and labor, wage and hour, environmental matters, proper handling and disposal of hazardous materials and waste, employee benefits, data privacy, cybersecurity, safety, the pricing and sale of goods, import and export compliance, transportation and logistics, consumer protection and advertising, among others. These laws may change over time and may differ substantially across the areas where we operate. There is added uncertainty surrounding potential changes to the regulatory environment in the U.S. Although we have implemented policies and procedures to help ensure compliance with these laws, there can be no certainty that our AutoZoners and third parties with whom we do business will not take actions in violation of our policies or applicable laws. If we fail to comply with these laws, rules and regulations, or the manner in which they are interpreted or applied, we may be subject to governmental enforcement action or private litigation resulting in restrictions on our business, monetary penalties, reputational harm and increased costs of regulatory compliance. Any changes in the enforcement or interpretation of existing laws and regulations or the enactment of any new laws and regulations, including tax legislation, could have a material adverse impact on our financial condition and results of operations. We may also be subject to investigations or audits by governmental authorities and regulatory agencies as a result of enforcing existing laws and regulations or changes in enforcement priorities, which can occur in the ordinary course of business or may result from increased scrutiny from a particular agency or toward a particular industry.

We may be adversely affected by legal, regulatory or market responses to global climate change.

Climate change resulting from increased concentrations of carbon dioxide and other greenhouse gases in the atmosphere could present risks to our operations. For example, we have significant operations in California and other states, where serious drought has made water less available and more costly and has increased the risk of wildfires. Changes in climate patterns leading to extreme heat waves or unusual cold weather at some of our locations can lead to increased energy usage and costs, or otherwise adversely impact our facilities and operations and disrupt our supply chains and distribution systems. Concerns over climate change have led policy makers in some jurisdictions to enact or consider enacting legislative and regulatory proposals that would impose extensive mandatory reporting requirements as well as requirements for reductions of greenhouse gas ("GHG") emissions. Such laws, if enacted, may impact our business in a number of ways. For example, significant changes in fuel economy requirements, new federal or state restrictions on emissions of carbon dioxide or new or changing federal or state incentive programs or other regulations that may be imposed on vehicles and automobile fuels could adversely affect demand for vehicles, annual miles driven or the products we sell. We may not be able to accurately predict, prepare for and effectively respond to new kinds of technological innovations with respect to electric vehicles and other technologies that minimize emissions. Compliance with any new laws or regulations, or changes to existing laws or their interpretation, could require additional expenditures by us or our suppliers. Our inability to appropriately respond to such changes could materially adversely impact our business, financial condition, results of operations or cash flows.

We may be unable to achieve the goals and aspirations set forth in our Corporate Responsibility report, particularly with respect to the reduction of GHG emissions, or otherwise meet the expectations of our stakeholders with respect to corporate responsibility matters.

Governmental and societal attention to corporate responsibility matters, including expanding mandatory and voluntary reporting of GHG emissions and other sustainability metrics, and disclosure topics such as climate change, sustainability, natural resources, waste reduction, energy, human capital, and risk oversight could expand the nature, scope, and complexity of matters that we are required to control, assess, and report. We strive to deliver shared value through our business, and our diverse stakeholders expect us to make progress in certain corporate responsibility priority issue areas. A failure or perceived failure to meet these expectations could adversely affect public perception of our business, employee morale or customer or stockholder support.

We have announced certain aspirations and goals related to corporate responsibility matters, such as our intention to reduce certain GHG emissions over time. Achievement of these aspirations, plans and goals is subject to numerous risks and uncertainties, many of which are outside of our control. These risks and uncertainties include, but are not limited to: our ability to successfully identify and implement relevant strategies on a timely and cost-effective basis; our ability to achieve the anticipated benefits and cost savings of such strategies and actions; and the availability and cost of existing and future technologies, such as alternative fuel vehicles, off-site renewable energy, and other materials and components. It is possible that we may be unsuccessful in the achievement of our corporate responsibility goals, on a timely basis or at all, or that the costs to achieve those goals become prohibitively expensive. Furthermore, our stakeholders may not be satisfied with our efforts or the speed at which we are progressing towards any such aspirations and goals. An actual or perceived failure or delay to meet our goals and aspirations could adversely affect public perception of our business, cause us to lose customer or stockholder support, and subject us to legal claims and liabilities with respect to such matters. Certain challenges we face in the achievement of our corporate responsibility objectives are also captured within our corporate responsibility reporting, which is not incorporated by reference into and does not form any part of this report.

Our business, financial condition, results of operations and cash flows may be affected by litigation.

We are involved in lawsuits, regulatory investigations, governmental and other legal proceedings arising out of the ordinary course of business. Such matters involve significant expense and divert management's attention and resources from other matters. The damages sought against us in these proceedings may be material and may adversely affect our business, results of operations, financial condition and cash flows.

General Risks

Significant changes in macroeconomic and geopolitical factors could materially adversely affect our financial condition and results of operations.

Macroeconomic conditions impact both our customers and our suppliers. Moreover, the U.S. government continues to operate under historically large deficits and debt burden. Continued distress in global credit markets, business failures, civil unrest, inflation, rising interest rates, foreign exchange rate fluctuations, significant geopolitical conflicts, proposed or additional tariffs, continued volatility in energy prices, the impact of a public health crisis or pandemic, constraints on the global supply chain, a sustained government shutdown and other factors continue to affect the global economy. Moreover, rising energy prices could impact our merchandise distribution, commercial delivery, utility and product costs. While it is unclear how such factors could impact our business in the short term, over a longer period of time these macroeconomic and geopolitical conditions could adversely affect our sales growth, margins and overhead. These could materially adversely affect our financial condition and operations.

Item 1B. Unresolved Staff Comments

None.

Item 1C. Cybersecurity

Risk Management and Strategy

Program

We recognize the importance of assessing, identifying, and managing material risks from cybersecurity threats and have implemented various processes and safeguards to aid in such efforts. Our program encompasses people, processes, and technologies to safeguard our systems, data, and business from cybersecurity threats. Our program prioritizes threat mitigation and risk management, while focusing on maintaining the integrity and resilience of our systems.

Our program is informed by industry standards, including the National Institute of Standards and Technology (NIST) Cyber Security Framework (CSF), the American National Standards Institute encryption standards and the Payment Card Industry Data Security Standard, among others. As part of our cybersecurity strategy, we regularly engage independent, outside expertise to assess and benchmark our overall program against these industry standards.

AutoZone, with the assistance of our managed security service provider, continuously monitors our threat intelligence and events within our digital environments. We employ a variety of methods designed to test and improve our controls, including vulnerability scanning, penetration testing, and attack simulation testing. We have an incident response plan which sets forth procedures to investigate, respond to, contain, and remediate incidents with the support of a cross-functional team. The incident response plan also outlines a process for escalating and communicating incidents to members of management.

During the contract review and vendor engagement process, we assess vendors' adherence to appropriate security practices, requirements, and expectations, including compliance with industry standards and applicable laws and regulations. We also engage a third-party to monitor certain service providers so that we may be alerted of important events that would impact such party's risk profile. We have an Information Security Awareness program which seeks to educate our AutoZoners on security risks and best practices through training, internal communications, and security awareness campaigns. We maintain cybersecurity insurance coverage that may protect us from losses in connection with certain cybersecurity incidents.

Cybersecurity Risks

While we have not experienced a material breach of our information systems or data to date, unauthorized parties have in the past gained access and exfiltrated data. Any future incident could significantly disrupt our operations and key business processes, result in the impairment, loss, unauthorized access of critical or sensitive data, be costly and resource-intensive to remedy; harm our reputation and relationship with customers, AutoZoners, vendors and other stakeholders; and have a material adverse impact on our business and operating results. See "Information Technology, Cybersecurity and Data Privacy Risks" in Item 1A., Risk Factors for additional information related to cybersecurity risks.

Governance

The cybersecurity risk management program is integrated into our broader enterprise risk management framework, which allows our senior management team, with oversight from our Board, to develop a more holistic view of our risk exposure and prioritize and manage such risks accordingly.

AutoZone's Chief Information Security Officer (CISO) reports directly to our Chief Information Officer and Senior Vice President of Information Technology. Our CISO has over 25 years' experience in IT, with over 20 years in dedicated Information Security leadership roles. He has experience across a broad range of industries and holds credentials including the Certified Information Systems Security Professional and the CERT Certificate in Cybersecurity Oversight from the National Association of Corporate Directors.

The Audit Committee is responsible for overseeing the Company's enterprise risk management program, including cybersecurity risks. At its quarterly committee meetings, the Audit Committee reviews and discusses cybersecurity matters directly with our CISO, including relevant cybersecurity risks, changes to AutoZone's threat landscape, risk mitigation strategies, cybersecurity program assessments and results, and cybersecurity roadmap and progress.

Item 2. Properties

The following table reflects the number of leased and owned properties and square footage of selling space for our stores as of August 29, 2026:

	No. of Stores	Store Square Footage[(1)]
Leased	4,542	30,835,302
Owned	3,489	23,825,595
Total	8,031	54,660,897

(1) Square footage excludes store support centers, regional offices, distribution centers and the areas that hold the local mega hub and hub expanded assortment.

We have approximately 9.2 million square feet in distribution centers servicing our stores, of which approximately 1.6 million square feet is leased and the remainder is owned. We have 13 distribution centers located throughout the U.S., two in Mexico, and one in Brazil. Our primary store support center is located in Memphis, Tennessee, and consists of approximately 325,000 square feet. We also have four additional store support centers located in Monterrey, Mexico; Chihuahua, Mexico; Sao Paulo, Brazil; and Gurugram, India. Our primary International Sourcing Office is located in Shanghai, China. The ALLDATA headquarters in Elk Grove, California is leased, and we also own or lease other properties which are not material individually or in the aggregate.

Item 3. Legal Proceedings

We are involved in various legal proceedings incidental to the conduct of our 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. We

do not currently believe that, either individually or in the aggregate, these matters will result in liabilities material to our financial condition, results of operations or cash flows.

Additionally, we are not involved in any environmental proceeding in which a governmental authority is a party, and such proceeding involves potential monetary sanctions that we reasonably believe will exceed an applied threshold of $1 million.

Item 4. Mine Safety Disclosures

Not applicable.

PART II

Item 5. Market for Registrant's Common Equity, Related Stockholder Matters and Issuer Purchases of Equity Securities

The principal market on which our common stock is traded is the New York Stock Exchange under the symbol "AZO." On October 19, 2026, there were 1,388 stockholders of record, which does not include the number of beneficial owners whose shares were represented by security position listings.

We currently do not pay a dividend on our common stock. Any future payment of dividends would be dependent upon our financial condition, capital requirements, earnings and cash flow.

During 1998, the Company announced a program permitting the Company to repurchase a portion of its outstanding shares not to exceed a dollar maximum established by the Company's Board of Directors. The Board voted to increase the repurchase authorization by $1.5 billion on June 16, 2026, bringing the total value of authorized share repurchases to $42.2 billion.

Shares of common stock repurchased by the Company during the quarter ended August 29, 2026, were as follows:

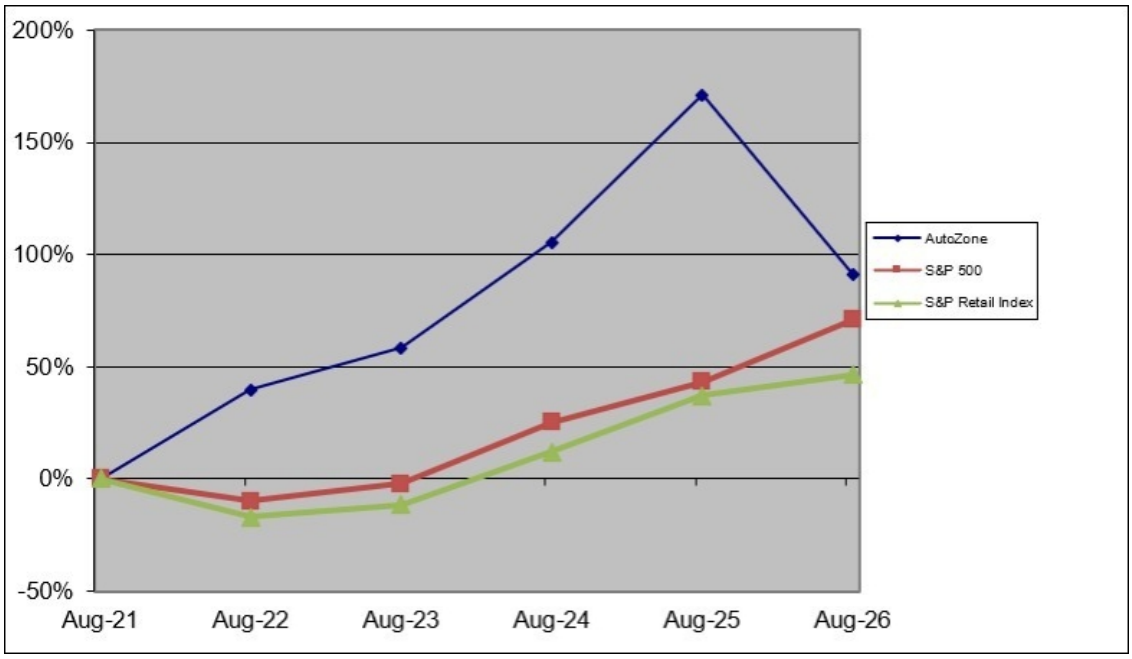
Period	Total Number of Shares Purchased	Average Price Paid per Share	Total Number of Shares Purchased as Part of Publicly Announced Plans or Programs	Maximum Dollar Value that May Yet Be Purchased Under the Plans or Programs
May 10, 2026 to June 6, 2026	53,878	$ 3,261.08	53,878	$ 2,128,462,512
June 7, 2026 to July 4, 2026	49,256	3,133.93	49,256	1,974,097,786
July 5, 2026 to August 1, 2026	59,095	3,057.51	59,095	1,793,414,378
August 2, 2026 to August 29, 2026	60,964	3,062.74	60,964	1,606,697,599
Total	223,193	$ 3,124.94	223,193	$ 1,606,697,599

The Company allows employees to purchase Company shares under the Company's Eighth Amended and Restated Employee Stock Purchase Plan (as amended from time to time, the "Employee Plan"), qualified under Section 423 of the Internal Revenue Code, under which all eligible employees may purchase AutoZone's common stock at 85% of the lower of the market price of the common stock on the first day or last day of each calendar quarter through payroll deductions. Maximum permitted annual purchases are $15,000 per employee or 10 percent of compensation, whichever is less. Under the Employee Plan, 4,765, 4,419 and 5,000 shares were sold to employees in fiscal 2026, 2025 and 2024, respectively. At August 29, 2026, 108,157 shares of common stock were reserved for future issuance under the Employee Plan.

Once executives have reached the maximum purchases under the Employee Plan, the Sixth Amended and Restated Executive Stock Purchase Plan (the "Executive Plan") permits all eligible executives to purchase AutoZone's common stock up to 25 percent of his or her annual salary and bonus. Purchases by executives under the Executive Plan were 177, 246 and 540 shares in fiscal 2026, 2025 and 2024, respectively. At August 29, 2026, 232,003 shares of common stock were reserved for future issuance under the Executive Plan.

Stock Performance Graph

The graph below presents changes in the value of AutoZone's stock as compared to Standard & Poor's 500 Composite Index ("S&P 500") and to Standard & Poor's Retail Index ("S&P Retail Index") for the five-year period beginning August 28, 2021, and ending August 29, 2026.



Item 6. Reserved

Not required.

Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations

We are a leading retailer and distributor of automotive replacement parts and accessories in the Americas. We began operations in 1979 and at August 29, 2026, operated 6,863 stores in the U.S., 1,001 stores in Mexico and 167 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 August 29, 2026, in 6,443 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 of 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.

Executive Summary

For fiscal 2026, net sales increased to $20.3 billion, a 7.4% increase over the prior year. Domestic commercial sales increased 10.6%, which represents 33.1% of our total Domestic sales. Operating profit increased 3.1% to $3.7 billion, net income increased 3.0% to $2.6 billion and diluted earnings per share increased 5.3% to $152.55 for the year.

Fiscal 2026 comparisons were positively impacted by foreign currency exchange rates which had a favorable impact to net sales of $254.4 million and operating profit of $73.9 million, and IEEPA tariff refunds which has a positive impact on operating profit of $96.0 million. Operating profit comparison was also negatively impacted by an unfavorable net non-cash LIFO impact of $128.0 million.

During fiscal 2026, failure and maintenance related categories represented the largest portion of our sales mix, at approximately 85% of total sales. We have not experienced any fundamental shifts in our category sales mix as compared to previous years.

Our business is impacted by various factors within the economy that affect both our consumer and our industry, including but not limited to inflation, interest rates, levels of consumer debt, fuel and energy costs, prevailing wage rates, foreign 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, which are generally outside of our control, 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.

Miles Driven
We believe as the number of miles driven increases, consumers' vehicles are more likely to need service and maintenance, resulting in an increase in the need for automotive hard parts and maintenance items. For the twelve-month period ended July 2026, miles driven in the U.S. increased 0.8% compared to the same period in the prior year based on the latest information available from the U.S. Department of Transportation.

Seven Year Old or Older Vehicles
As the number of seven-year-old or older vehicles on the road increases, we expect an increase in demand for the products we sell. We expect the aging vehicle population to continue to increase as consumers keep their cars longer. According to the latest data provided by S&P Global Mobility, the average age of light vehicles on the road increased slightly to 12.9 years and these vehicles account for approximately 44% of U.S. vehicles.

According to the U.S. Department of Transportation – Federal Highway Administration, vehicles are driven an average of approximately 10,800 miles each year. In seven years, the average miles driven equates to approximately 75,500 miles. Our experience is that at this point in a vehicle's life, most vehicles are not covered by warranties and increased maintenance and repairs are needed to keep the vehicle operating.

Tariffs

On February 20, 2026, the U.S. Supreme Court invalidated tariffs imposed under IEEPA. The President immediately introduced new tariffs under different statutory authority, though their scope and duration, and the likelihood and outcome of further legal challenges to these tariffs, remain uncertain. On April 20, 2026, the Company filed for refunds of IEEPA tariffs paid directly by the Company via the U.S. Customs and Border Protection's consolidated administration and processing of entries tool in the automated commercial environment portal. During the fiscal year ended August 29, 2026, the Company received $127.6 million in IEEPA refunds representing substantially all of the refunds filed by the Company. These refunds were recorded upon receipt as a $96.0 million reduction to Cost of Sales for the refunds related to products previously sold and a $31.6 million reduction to inventory for the portion of the refunds related to unsold inventory. The portion recorded as a reduction to inventory is recorded as a reduction to Cost of Sales as the underlying inventory is sold.

Results of Operations

The following table highlights selected financial information over the past five years:

(in thousands, except per share data, same store sales and selected operating data)	Fiscal Year Ended August				
	2026	**2025**	**2024[1]**	**2023**	**2022**
Income Statement Data					
Net sales	$ 20,338,555	$ 18,938,717	$ 18,490,268	$ 17,457,209	$ 16,252,230
Cost of sales, including warehouse and delivery expenses	9,693,581	8,972,243	8,673,216	8,386,787	7,779,580
Gross profit	10,644,974	9,966,474	9,817,052	9,070,422	8,472,650
Operating, selling, general and administrative expenses	6,921,660	6,356,318	6,028,344	5,596,436	5,201,921
Operating profit	3,723,314	3,610,156	3,788,708	3,473,986	3,270,729
Interest expense, net	472,614	475,824	451,578	306,372	191,638
Income before income taxes	3,250,700	3,134,332	3,337,130	3,167,614	3,079,091
Income tax expense[2]	677,923	636,085	674,703	639,188	649,487
Net income[2]	$ 2,572,777	$ 2,498,247	$ 2,662,427	$ 2,528,426	$ 2,429,604
Diluted earnings per share[2]	$ 152.55	$ 144.87	$ 149.55	$ 132.36	$ 117.19
Weighted average shares for diluted earnings per share[2]	16,865	17,245	17,803	19,103	20,733
Same Store Sales					
Increase in domestic comparable store net sales[3]	3.3%	3.2%	0.4%	3.4%	8.4%
Increase (decrease) in international comparable store net sales[3]	13.5%	(3.2%)	16.1%	29.3%	19.1%
Increase in international comparable store net sales (constant currency)[3]	2.2%	9.3%	10.2%	17.5%	19.2%
Increase in total company comparable store net sales[3]	4.5%	2.4%	2.1%	5.6%	9.2%
Increase in total company comparable store net sales (constant currency)[3]	3.2%	3.9%	1.4%	4.6%	9.2%
Balance Sheet Data					
Current assets	$ 9,106,134	$ 8,341,379	$ 7,306,759	$ 6,779,426	$ 6,627,984
Operating lease right-of-use assets	3,470,379	3,194,666	3,057,780	2,998,097	2,918,817
Working capital deficit	(1,000,396)	(1,178,018)	(1,407,484)	(1,732,430)	(1,960,409)
Total assets	21,630,510	19,355,324	17,176,538	15,985,878	15,275,043
Current liabilities	10,106,530	9,519,397	8,714,243	8,511,856	8,588,393
Debt	9,078,320	8,799,775	9,024,381	7,668,549	6,122,092
Finance lease liabilities, less current portion	302,455	288,419	283,882	200,702	217,428
Operating lease liabilities, less current portion	3,369,119	3,093,936	2,960,174	2,917,046	2,837,973
Stockholders' deficit	(2,502,470)	(3,414,313)	(4,749,614)	(4,349,894)	(3,538,913)
Selected Operating Data					
Number of stores at beginning of year	7,657	7,353	7,140	6,943	6,767
New stores	374	305	217	198	177
Closed stores	—	1	4	1	1
Net new stores	374	304	213	197	176
Relocated stores	10	9	6	12	13
Number of stores at end of year	8,031	7,657	7,353	7,140	6,943
AutoZone domestic commercial programs	6,443	6,098	5,898	5,682	5,342
Total Company Store Data					
Inventory per store (in thousands)	$ 963	$ 918	$ 837	$ 807	$ 812
Total AutoZone store square footage (in thousands)	54,661	51,818	49,417	47,899	46,435
Average square footage per AutoZone store	6,806	6,767	6,721	6,709	6,688
Increase in AutoZone store square footage	5.5%	4.9%	3.2%	3.2%	3.1%
Average net sales per AutoZone store (in thousands)	$ 2,593	$ 2,523	$ 2,505	$ 2,435	$ 2,329
Net sales per AutoZone store average square foot	$ 382	$ 374	$ 373	$ 363	$ 349
Total employees at end of year (in thousands)	132	130	126	119	112
Inventory turnover[4]	1.3x	1.4x	1.5x	1.5x	1.5x
Accounts payable to inventory ratio	111.1%	114.2%	119.5%	124.9%	129.5%
After-tax return on invested capital[5]	35.8%	41.3%	49.7%	55.4%	52.9%
Adjusted debt to EBITDAR[6]	2.5	2.5	2.5	2.3	2.1
Net cash provided by operating activities (in thousands)[2]	$ 3,249,117	$ 3,117,337	$ 3,004,116	$ 2,940,788	$ 3,211,135
Cash flow before share repurchases and changes in debt (in thousands)[7]	$ 1,791,107	$ 1,783,217	$ 1,791,635	$ 2,156,026	$ 2,599,636
Share repurchases (in thousands)[8]	$ 2,025,613	$ 1,531,659	$ 3,170,320	$ 3,723,289	$ 4,359,991
Number of shares repurchased (in thousands)	579	447	1,149	1,524	2,220

(1) The fiscal year ended August 31, 2024 consisted of 53 weeks.

(2) Fiscal 2026, 2025, 2024, 2023 and 2022 include excess tax benefits from stock option exercises of $30.7 million, $58.2 million, $81.4 million, $92.2 million, and $63.2 million, respectively.

(3) The domestic and international comparable sales increases are based on sales for all AutoZone stores open at least one year. Constant currency same store sales exclude impacts from fluctuations of foreign exchange rates by converting both the current year and prior year international results at the prior year foreign currency exchange rate. Same store sales are computed on a 52-week basis. Relocated stores are included in the same store sales computation based on the year the original store was opened. Closed store sales are included in the same store sales computation up to the week it closes, and excluded from the computation for all periods subsequent to closing. All sales through our www.autozone.com website, including consumer direct ship-to-home sales, are also included in the computation.

(4) Inventory turnover is calculated as cost of sales divided by the average merchandise inventory balance over the trailing 5 quarters.

(5) After-tax return on invested capital is defined as after-tax operating profit (excluding rent charges) divided by invested capital (which includes a factor to capitalize leases).

(6) Adjusted debt to EBITDAR is defined as the sum of total debt, finance lease obligations and annual rents times six; divided by net income plus interest, taxes, depreciation, amortization, rent and share-based compensation expense. See Reconciliation of Non-GAAP Financial Measures in Management's Discussion and Analysis of Financial Condition and Results of Operations.

(7) Cash flow before share repurchases and changes in debt is defined as the change in cash and cash equivalents less the change in debt plus treasury stock purchases. See Reconciliation of Non-GAAP Financial Measures in Management's Discussion and Analysis of Financial Condition and Results of Operations.

(8) Share repurchases are inclusive of excise tax in fiscal 2026, 2025, 2024 and 2023. The excise tax is assessed at one percent of the fair market value of net stock repurchases after December 31, 2022.

Fiscal 2026 Compared with Fiscal 2025
For the fiscal year ended August 29, 2026, we had net sales of $20.3 billion compared with $18.9 billion for the year ended August 30, 2025, an increase of 7.4%. This growth was driven primarily by a domestic same store sales increase of 3.3% and net sales of $534.3 million from new domestic and international stores. Domestic commercial sales increased $550.1 million, or 10.6%, compared to fiscal 2025 domestic commercial sales.

Same store sales, or sales for our domestic and international stores open at least one year, are computed on a 52-week basis and are as follows:

	Fiscal Year Ended August			
			Constant Currency [1]	
	2026	2025	2026	2025
Domestic	3.3 %	3.2 %	3.3 %	3.2 %
International	13.5 %	(3.2 %)	2.2 %	9.3 %
Total Company	4.5 %	2.4 %	3.2 %	3.9 %

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

Gross profit for fiscal 2026 was $10.6 billion, or 52.3% of net sales, a 29 basis point decrease compared with $10.0 billion, or 52.6% of net sales for fiscal 2025. The decrease in gross margin was driven by 61 basis points ($192.0 million charge in the current year versus $64.0 million charge in the prior year) from non-cash LIFO impact.

Operating, selling, general and administrative expenses for fiscal 2026 increased to $6.9 billion, or 34.0% of net sales, from $6.4 billion, or 33.6% of net sales for fiscal 2025. The increase in operating expenses as a percentage of sales was primarily driven by investments to support our growth initiatives.

Interest expense, net for fiscal 2026 was $472.6 million compared with $475.8 million during fiscal 2025. Average borrowings for fiscal 2026 were $8.9 billion, compared with $9.0 billion for fiscal 2025. Weighted average borrowing rates were 4.53% and 4.48% for fiscal 2026 and 2025, respectively.

Our effective income tax rate was 20.9% and 20.3% of pre-tax income for fiscal 2026 and fiscal 2025, respectively. The benefit from stock options exercised in fiscal 2026 was $30.7 million compared to $58.2 million in fiscal 2025 (see “Note E – Income Taxes” in the Notes to Consolidated Financial Statements).

Net income for fiscal 2026 increased by 3.0% to $2.6 billion compared to fiscal 2025 due to the factors set forth above, and diluted earnings per share increased 5.3% to $152.55 from $144.87 in fiscal 2025.

Fiscal 2025 Compared with Fiscal 2024
A discussion of changes in our results of operations from fiscal 2025 to fiscal 2024 has been omitted from this Annual Report on Form 10-K, but may be found in “Item 7. Management’s Discussion and Analysis of Financial Condition and Results of Operations” of our Annual Report on Form 10-K for the fiscal year ended August 30, 2025, filed with the United States Securities and Exchange Commission on October 27, 2025, which is available free of charge on the SEC’s website at www.sec.gov and at www.autozone.com, by clicking “Investor Relations” located at the bottom of the page.

Quarterly Periods

Each of the first three quarters of our fiscal year consists of 12 weeks, and the fourth quarter consisted of 16 weeks in 2026 and 2025, and 17 weeks in 2024. Because the fourth quarter contains seasonally high sales volume and consists of 16 or 17 weeks, compared with 12 weeks for each of the first three quarters, our fourth quarter represents a disproportionate share of our annual net sales and net income. The fourth quarter of fiscal year 2026 represented 32.4% of annual sales and 36.2% of net income; the fourth quarter of fiscal year 2025 represented 33.0% of annual

sales and 33.5% of net income; and the fourth quarter of fiscal year 2024 represented 33.6% of annual sales and 33.9% of net income.

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, available cash reserves 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 stockholders in the form of share repurchases. As of August 29, 2026, we held $326.1 million of cash and cash equivalents, as well as $2.2 billion in undrawn capacity on our revolving credit facility, without giving effect to commercial paper borrowings. 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 I – Financing” in the Notes to Consolidated Financial Statements.

Net cash provided by operating activities was $3.2 billion in 2026, $3.1 billion in 2025 and $3.0 billion in 2024. Cash flows from operations increased over last year primarily due to increased net income and favorable changes in accounts receivable and inventory.

Our net cash flows used in investing activities were $1.4 billion, $1.4 billion and $1.3 billion in fiscal 2026, 2025 and 2024, respectively. The increase in net cash used in investing activities in fiscal 2026 was primarily due to an increase in capital expenditures. We invested $1.4 billion, $1.3 billion and $1.1 billion in capital assets in fiscal 2026, 2025 and 2024, respectively. The increase in capital expenditures from fiscal 2025 to fiscal 2026 was primarily driven by our growth initiatives, including investments in new stores and hub and mega hub store expansions. We had net new store openings of 374, 304 and 213 for fiscal 2026, 2025 and 2024, respectively. We invest a portion of our assets held by our wholly owned insurance captive in marketable debt securities. We purchased marketable debt securities of $41.0 million, $64.5 million and $38.8 million in fiscal 2026, 2025 and 2024, respectively. We had proceeds from the sale of marketable debt securities of $28.4 million, $63.3 million and $40.8 million in fiscal 2026, 2025 and 2024, respectively. Our net investment in tax credit equity investments was $24.0 million, $111.8 million and $227.5 million in fiscal 2026, 2025 and 2024, respectively.

Net cash used in financing activities was $1.8 billion, $1.7 billion and $1.7 billion in fiscal 2026, 2025 and 2024, respectively. The net cash used in financing activities reflected purchases of treasury stock, which totaled $2.0 billion, $1.6 billion and $3.1 billion for fiscal 2026, 2025 and 2024, respectively. The treasury stock purchases in fiscal 2026, 2025 and 2024 were primarily funded by cash flows from operations and increased borrowings in fiscal 2024. During the year ended August 29, 2026, we repaid our $400 million 3.125% Senior Notes due April 2026 and our $450 million 5.050% Senior Notes due July 2026, and issued $850 million of new debt compared to $500 million in 2025 and $2.3 billion in 2024. In fiscal years 2026 and 2025, the proceeds from the issuance of debt were used for general corporate purposes. In fiscal year 2024, the proceeds from the issuance of debt were used to repay a portion of our commercial paper borrowings and for general corporate purposes.

The Company had net proceeds from commercial paper and short-term borrowings of $276.4 million and $168.6 million during fiscal 2026 and fiscal 2025, respectively, and net repayments of commercial paper and short-term borrowings of $629.6 million during fiscal 2024.

During fiscal 2027, we expect to slightly increase the investment in our business as compared to fiscal 2026. Our investments are expected to be directed primarily to our growth initiatives, including new stores and expanded hub and mega hub stores. 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 building and land costs, our new stores and distribution centers 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 ratings or changes in the financial markets could limit the financial institutions' and our suppliers' willingness to participate in these arrangements. 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 111.1% at August 29, 2026, and 114.2% at August 30, 2025.

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 we will be able to obtain such financing in view of our credit ratings and favorable experiences in the debt markets in the past.

Our cash balances are held in various locations around the world. As of August 29, 2026, and August 30, 2025, cash and cash equivalents of $113.6 million and $79.1 million, respectively, were held outside of the U.S. and were generally utilized to support the liquidity needs in our foreign operations.

For the fiscal year ended August 29, 2026, our adjusted after-tax return on invested capital ("ROIC"), which is a non-GAAP measure, was 35.8% as compared to 41.3% for the prior year. 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.

Debt Facilities

On November 15, 2024, we amended our existing revolving credit facility (as amended from time to time, 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 our 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 our 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 August 29, 2026, we had no outstanding borrowings and $1.7 million of outstanding letters of credit under the Revolving Credit Agreement.

The Revolving Credit Agreement requires that our consolidated interest coverage ratio as of the last day of each quarter shall be no less than 2.5:1. This ratio is defined as the ratio of (i) consolidated earnings before interest, taxes

and rents to (ii) consolidated interest expense plus consolidated rents. Our consolidated interest coverage ratio as of August 29, 2026, was 5.2:1.

In addition to the outstanding letters of credit issued under the Revolving Credit Agreement discussed above, we had $214.5 million in letters of credit outstanding as of August 29, 2026. These letters of credit have various maturity dates and were issued on an uncommitted basis.

As of August 29, 2026, the $1.0 billion of commercial paper borrowings, the $600 million 3.750% Senior Notes due June 2027 were classified as long-term in the Consolidated Balance Sheets as we have the current ability and intent to refinance them on a long-term basis through available capacity in our revolving credit facility. As of August 29, 2026, we had $2.2 billion of availability under our Revolving Credit Agreement, which would allow us to replace these short-term obligations with a long-term financing facility.

On July 15, 2026, the Company repaid its outstanding $450 million 5.050% Senior Notes due July 2026.

On April 21, 2026, we repaid the outstanding $400 million 3.125% Senior Notes due April 2026.

On April 15, 2025, we repaid the $400 million 3.250% Senior Notes due April 2025 and our $500 million 3.625% Senior Notes due April 2025.

On April 18, 2024, we repaid the $300 million 3.125% Senior Notes due April 2024.

On July 14, 2026, we issued $850 million 4.950% Senior Notes due July 2031 under our automatic shelf registration statement on Form S-3, filed with the SEC on July 7, 2026 (File No. 333-297291) (the “2026 Shelf Registration Statement”). The 2026 Shelf Registration Statement allows us to sell an indeterminate amount in debt securities to fund general corporate purposes, including repaying, redeeming or repurchasing outstanding debt and for working capital, capital expenditures, new store or distribution center openings, stock repurchases and acquisitions. Proceeds from the debt issuance were used for general corporate purposes.

On April 14, 2025, we issued $500 million 5.125% Senior Notes due June 2030 under our automatic shelf registration statement on Form S-3, filed with the SEC on July 19, 2022 (File No. 333-266209) (the “2022 Shelf Registration Statement”). The 2022 Shelf Registration Statement allowed us to sell an indeterminate amount in debt securities to fund general corporate purposes, including repaying, redeeming or repurchasing outstanding debt and for working capital, capital expenditures, new store or distribution center openings, stock repurchases and acquisitions. Proceeds from the debt issuance were used for general corporate purposes.

On June 28, 2024, we issued $600 million in 5.100% Senior Notes due July 2029 and $700 million 5.400% Senior Notes due July 2034 under the 2022 Shelf Registration Statement. Proceeds from the debt issuance were used to repay a portion of our outstanding commercial paper borrowings and for other general corporate purposes.

On October 25, 2023, we issued $500 million in 6.250% Senior Notes due November 2028 and $500 million 6.550% Senior Notes due November 2033 under the 2022 Shelf Registration Statement. Proceeds from the debt issuance were used for general corporate purposes.

The Senior Notes contain a provision that repayment may be accelerated if we experience a change in control (as defined in the agreements). Our borrowings under our Senior Notes contain minimal covenants, primarily restrictions on liens, sale and leaseback transactions and consolidations, mergers and the sale of assets. All of the repayment obligations under our borrowing arrangements may be accelerated and come due prior to the applicable scheduled payment date if covenants are breached or an event of default occurs. Interest on the Senior Notes is paid on a semi-annual basis.

As of August 29, 2026, we were in compliance with all covenants and expect to remain in compliance with all covenants under our borrowing arrangements.

For both of the fiscal years ended August 29, 2026, and August 30, 2025, our adjusted debt to earnings before interest, taxes, depreciation, amortization, rent and share-based compensation expense ("EBITDAR") ratio was 2.5:1. We calculate adjusted debt as the sum of total debt, finance lease liabilities and rent times six; and we calculate adjusted EBITDAR by adding interest, taxes, depreciation, amortization, rent and share-based compensation expense to net income. We target our debt levels to a specified ratio of adjusted debt to EBITDAR in order to maintain our investment grade credit ratings and believe this is important information for the management of our debt levels. To the extent adjusted EBITDAR increases, we expect our debt levels to increase; conversely, if adjusted 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.

Stock Repurchases

During 1998, we announced a program permitting us to repurchase a portion of our outstanding shares not to exceed a dollar maximum established by our Board of Directors (the "Board"). On June 16, 2026, the Board voted to increase the repurchase authorization by $1.5 billion, bringing the total authorization to $42.2 billion. From January 1998 to August 29, 2026, we have repurchased a total of 156.2 million shares at an aggregate cost of $40.5 billion. We repurchased 0.6 million, 0.4 million and 1.1 million shares of common stock at an aggregate cost of $2.0 billion, $1.5 billion and $3.2 billion during fiscal 2026, 2025 and 2024, respectively. Considering cumulative repurchases as of August 29, 2026, we had $1.6 billion remaining under the Board's authorization to repurchase our common stock. We will continue to evaluate current and expected business conditions and adjust the level of share repurchases under our share repurchase program in a manner that is consistent with our capital allocation strategy or as we otherwise deem appropriate.

Cash flow before share repurchases and changes in debt was $1.8 billion for each of the fiscal years ended August 29, 2026, August 30, 2025 and August 31, 2024, respectively. Cash flow before share repurchases and changes in debt is calculated as the net increase or decrease in cash and cash equivalents less net increases or decreases in debt (excluding deferred financing costs) plus share repurchases. We use cash flow before share repurchases and changes in debt to calculate the cash flows remaining and available. We believe this is important information regarding our allocation of available capital where we prioritize investments in the business and utilize the remaining funds to repurchase shares, while maintaining debt levels that support our investment grade credit ratings. Refer to the "Reconciliation of Non-GAAP Financial Measures" section for further details of our calculation.

Subsequent to August 29, 2026, and through October 19, 2026, we have repurchased 106,862 shares of common stock at an aggregate cost of $310.6 million. Considering the cumulative repurchases subsequent to August 29, 2026, and through October 19, 2026, we have $1.3 billion remaining under the Board's authorization to repurchase our common stock.

Financial Commitments

The following table shows our significant contractual obligations as of August 29, 2026:

		Payment Due by Period			
(in thousands)	Total Contractual Obligations	Less than 1 year	Between 1-3 years	Between 3-5 years	Over 5 years
Debt[1]	$ 9,125,000	$ 1,625,000	$ 2,000,000	$ 2,700,000	$ 2,800,000
Interest payments[2]	1,791,638	376,975	662,950	450,425	301,288
Operating leases[3]	4,947,791	469,893	984,932	876,049	2,616,917
Finance leases[3]	477,632	116,099	233,383	92,516	35,634
Self-insurance reserves[4]	323,265	99,924	122,206	53,006	48,129
Construction commitments	133,965	133,965	—	—	—
	$ 16,799,291	$ 2,821,856	$ 4,003,471	$ 4,171,996	$ 5,801,968

(1) Debt balances represent principal maturities, excluding interest, discounts, and debt issuance costs.
(2) Represents obligations for interest payments on long-term debt.

(3) Operating and finance lease obligations include related interest in accordance with ASU 2016-02, Leases (Topic 842).

(4) Self-insurance reserves reflect estimates based on actuarial calculations and are presented net of insurance receivables. Although these obligations do not have scheduled maturities, the timing of future payments is predictable based upon historical patterns. Accordingly, we reflect the net present value of these obligations in our Consolidated Balance Sheets.

Our tax liability for uncertain tax positions, including interest and penalties, was $16.9 million at August 29, 2026. Approximately $0.7 million is classified as current liabilities and $16.2 million is classified as long-term liabilities. We did not reflect these obligations in the table above as we are unable to make an estimate of the timing of payments of the long-term liabilities due to uncertainties in the timing and amounts of the settlement of these tax positions.

Off-Balance Sheet Arrangements

The following table reflects outstanding letters of credit and surety bonds as of August 29, 2026:

(in thousands)	Total Other Commitments
Standby letters of credit	$ 216,164
Surety bonds	98,442
	$ 314,606

A substantial portion of the outstanding standby letters of credit (which are primarily renewed on an annual basis) and surety bonds are used to cover reimbursement obligations to our workers' compensation carriers.

There are no additional contingent liabilities associated with these instruments as the underlying liabilities are already reflected in our Consolidated Balance Sheets. The standby letters of credit and surety bond arrangements expire within one year but have automatic renewal clauses.

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 generally accepted accounting principles ("GAAP"). These non-GAAP financial measures provide additional information for determining our optimum capital structure and are used to assist management in evaluating performance and in making appropriate business decisions to maximize stockholders' value.

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 the non-GAAP financial measures, as we believe they provide additional information that is useful to investors as it indicates more clearly our comparative year-to-year operating results. Furthermore, our management and Compensation Committee of the Board use the above-mentioned non-GAAP financial measures to analyze and compare our underlying operating results and use select measurements to determine payments of performance-based compensation. We have included a reconciliation of this information to the most comparable GAAP measures in the following reconciliation tables.

Reconciliation of Non-GAAP Financial Measure: Cash Flow Before Share Repurchases and Changes in Debt
The following table reconciles net increase (decrease) in cash and cash equivalents to cash flow before share repurchases and changes in debt, which is presented in "Management's Discussion and Analysis of Financial Condition and Results of Operations":

	Fiscal Year Ended August				
(in thousands)	**2026**	**2025**	**2024**	**2023**	**2022**
Net cash provided by/(used in):					
Operating activities	$ 3,249,117	$ 3,117,337	$ 3,004,116	$ 2,940,788	$ 3,211,135
Investing activities	(1,444,366)	(1,400,430)	(1,286,506)	(876,178)	(648,099)
Financing activities	(1,768,332)	(1,746,819)	(1,683,736)	(2,060,082)	(3,470,497)
Effect of exchange rate changes on cash	17,893	3,543	(12,756)	8,146	506
Net increase/(decrease) in cash and cash equivalents	54,312	(26,369)	21,118	12,674	(906,955)
Less: increase/(decrease) in debt, excluding deferred financing costs	276,400	(231,400)	1,370,400	1,556,200	853,400
Plus: Share repurchases	2,013,195	1,578,186	3,140,917	3,699,552	4,359,991
Cash flow before share repurchases and changes in debt	$ 1,791,107	$ 1,783,217	$ 1,791,635	$ 2,156,026	$ 2,599,636

Reconciliation of Non-GAAP Financial Measure: Adjusted After-tax ROIC

The following table calculates the percentage of ROIC. ROIC is calculated as after-tax operating profit (excluding rent) divided by invested capital (which includes a factor to capitalize operating leases). The ROIC percentages are presented in "Management's Discussion and Analysis of Financial Condition and Results of Operations":

	Fiscal Year Ended August				
(in thousands, except percentage)	**2026**	**2025**	**2024[1]**	**2023**	**2022**
Net income	$ 2,572,777	$ 2,498,247	$ 2,662,427	$ 2,528,426	$ 2,429,604
Adjustments:					
Interest expense, net	472,614	475,824	451,578	306,372	191,638
Rent expense[2]	500,020	463,031	447,693	406,398	373,278
Tax effect[3]	(203,281)	(190,588)	(181,653)	(143,980)	(119,197)
Adjusted after-tax return	$ 3,342,130	$ 3,246,514	$ 3,380,045	$ 3,097,216	$ 2,875,323
Average debt[4]	$ 8,884,947	$ 8,948,381	$ 8,580,659	$ 6,900,354	$ 5,712,301
Average stockholders' deficit[4]	(2,967,742)	(4,253,805)	(4,797,747)	(4,042,495)	(2,797,181)
Add: Rent x 6[2][5]	3,000,120	2,778,186	2,686,158	2,438,388	2,239,668
Average finance lease liabilities[4]	415,701	396,323	329,225	296,599	284,453
Invested capital	$ 9,333,026	$ 7,869,085	$ 6,798,295	$ 5,592,846	$ 5,439,241
Adjusted after-tax ROIC	35.8%	41.3%	49.7%	55.4%	52.9%

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

The following table calculates the ratio of adjusted debt to EBITDAR. Adjusted debt to EBITDAR is calculated as the sum of total debt, financing lease liabilities and annual rents times six; divided by net income plus interest, taxes, depreciation, amortization, rent and share-based compensation expense. The adjusted debt to EBITDAR ratios are presented in "Management's Discussion and Analysis of Financial Condition and Results of Operations":

	Fiscal Year Ended August				
(in thousands, except ratio)	**2026**	**2025**	**2024[1]**	**2023**	**2022**
Net income	$ 2,572,777	$ 2,498,247	$ 2,662,427	$ 2,528,426	$ 2,429,604
Adjustments:					—
Interest expense, net	472,614	475,824	451,578	306,372	191,638
Income tax expense	677,923	636,085	674,703	639,188	649,487
EBIT	3,723,314	3,610,156	3,788,708	3,473,986	3,270,729
Adjustments:					
Depreciation and amortization expense	684,265	613,199	549,755	497,577	442,223
Rent expense[2]	500,020	463,031	447,693	406,398	373,278
Share-based expense	136,804	124,717	106,246	93,087	70,612
EBITDAR	$ 5,044,403	$ 4,811,103	$ 4,892,402	$ 4,471,048	$ 4,156,842
Debt	$ 9,078,320	$ 8,799,775	$ 9,024,381	$ 7,668,549	$ 6,122,092
Financing lease liabilities	417,328	399,940	399,441	287,618	310,305
Add: Rent x 6[2][5]	3,000,120	2,778,186	2,686,158	2,438,388	2,239,668
Adjusted debt	$ 12,495,768	$ 11,977,901	$ 12,109,980	$ 10,394,555	$ 8,672,065
Adjusted debt to EBITDAR	2.5	2.5	2.5	2.3	2.1

(1) The fiscal year ended August 31, 2024, consisted of 53 weeks.
(2) The table below outlines the calculation of rent expense and reconciles rent expense to total lease cost, per Financial Accounting Standards Codification ("ASC") 842, the most directly comparable GAAP financial measure, for the 52 weeks ended August 29, 2026 and August 30, 2025, the 53 weeks ended August 31, 2024, and the 52 weeks ended August 26, 2023 and August 27,2022.

(in thousands)	Fiscal Year Ended August 2026	2025	2024	2023	2022
Total lease cost, per ASC 842	$ 673,134	$ 626,625	$ 588,835	$ 524,283	$ 470,563
Less: Finance lease interest and amortization	(125,127)	(119,801)	(103,670)	(86,521)	(69,564)
Less: Variable operating lease components, related to insurance and common area maintenance	(47,987)	(43,793)	(37,472)	(31,364)	(27,721)
Rent expense	$ 500,020	$ 463,031	$ 447,693	$ 406,398	$ 373,278

(3) For fiscal 2026, 2025, 2024, 2023 and 2022, the effective tax rate was 20.9%, 20.3%, 20.2%, 20.2% and 21.1%, respectively.
(4) All averages are computed based on trailing five quarters.
(5) Rent is multiplied by a factor of six to capitalize operating leases in the determination of pre-tax invested capital.

Reconciliation of Non-GAAP Financial Measure: Fiscal 2024 Results Excluding Impact of 53rd Week:
The following table summarizes the impact of the additional week to the 53 week fiscal year ended August 31, 2024.

(in thousands, except per share)	Fiscal 2024 Results of Operations	Results of Operations for 53rd Week	Fiscal 2024 Results of Operations Excluding 53rd Week
Net sales	$ 18,490,268	$ (365,879)	$ 18,124,389
Cost of sales	8,673,216	(176,855)	8,496,361
Gross profit	9,817,052	(189,024)	9,628,028
Operating, selling, general and administrative expenses	6,028,344	(102,278)	5,926,066
EBIT	3,788,708	(86,746)	3,701,962
Interest expense, net	451,578	(9,009)	442,569
Income before taxes	3,337,130	(77,737)	3,259,393
Income tax expense	674,703	(17,024)	657,679
Net income	$ 2,662,427	$ (60,713)	$ 2,601,714
Diluted earnings per share	$ 149.55	$ (3.41)	$ 146.14

Recent Accounting Pronouncements

See Note A of the Notes to Consolidated Financial Statements for a discussion on recent accounting pronouncements.

Critical Accounting Estimates

Preparation of our Consolidated Financial Statements requires us to make estimates and assumptions affecting the reported amounts of assets and liabilities at the date of the financial statements, reported amounts of revenues and expenses during the reporting period and related disclosures of contingent liabilities. In the Notes to our Consolidated Financial Statements, we describe our significant accounting policies used in preparing the Consolidated Financial Statements. Our policies are evaluated on an ongoing basis and are drawn from historical experience and other assumptions that we believe to be reasonable under the circumstances. Actual results could differ under different assumptions or conditions. Our senior management has identified self-insurance reserves as a critical accounting estimate that is materially impacted by assumptions and has discussed this policy with the Audit Committee of our Board.

Self-Insurance Reserves
We retain a significant portion of the risks associated with workers' compensation, general and product liability, property and vehicle insurance; and we obtain third-party insurance to limit the exposure related to certain of these risks. Our self-insurance reserve estimates totaled $308.5 million at August 29, 2026, and $268.8 million at August 30, 2025. Where estimates are possible, losses covered by insurance are recognized on a gross basis with a corresponding insurance receivable.

The assumptions made by management in estimating our self-insurance reserves include consideration of historical cost experience, judgments about the present and expected levels of cost per claim and retention levels. We utilize various methods, including analyses of historical trends and use of a specialist, to estimate the cost to settle reported claims and claims incurred but not yet reported. The actuarial methods develop estimates of the future ultimate claim costs based on the claims incurred as of the balance sheet date. When estimating these liabilities, we consider factors, such as the severity, duration and frequency of claims, legal costs associated with claims, healthcare trends and projected inflation of related factors. In recent history, our methods for determining our exposure have remained consistent, and our historical trends have been appropriately factored into our reserve estimates. As we obtain additional information and refine our methods regarding the assumptions and estimates we use to recognize liabilities incurred, we will adjust our reserves accordingly.

Management believes that the various assumptions developed and actuarial methods used to determine our self-insurance reserves are reasonable and provide meaningful data and information that management uses to make its best estimate of our exposure to these risks. Arriving at these estimates, however, requires a significant amount of subjective judgment by management, and as a result these estimates are uncertain and our actual exposure may be different from our estimates. For example, changes in our assumptions about healthcare costs, the severity of accidents and the incidence of illness, the average size of claims and other factors could cause actual claim costs to vary from our assumptions and estimates, causing our reserves to be overstated or understated. A 10% change in our self-insurance liability would have affected net income by approximately $22.7 million for fiscal 2026.

Our liabilities for workers' compensation, general and product liability, property and vehicle claims do not have scheduled maturities; however, the timing of future payments is predictable based on historical patterns and is relied upon in determining the current portion of these liabilities. Accordingly, we reflect the net present value of the obligations we determine to be long-term using the risk-free interest rate as of the balance sheet dates.

If the discount rate used to calculate the present value of these reserves changed by 25 basis points, net income would have been affected by approximately $1.4 million for fiscal 2026.

Item 7A. Quantitative and Qualitative Disclosures about Market Risk

We are exposed to market risk from, among other things, changes in interest rates, foreign exchange rates and fuel prices. From time to time, we use various derivative instruments to reduce interest rate and fuel price risks. To date, no derivative instruments have been utilized to reduce foreign exchange rate risk. All of our hedging activities are governed by guidelines that are authorized by the Board. Further, we do not buy or sell derivative instruments for trading purposes.

Interest Rate Risk
Our financial market risk results primarily from changes in interest rates. At times, we reduce our exposure to changes in interest rates by entering into various interest rate hedge instruments such as interest rate swap contracts, treasury lock agreements and forward-starting interest rate swaps.

We have historically utilized interest rate swaps to convert variable rate debt to fixed rate debt and to lock in fixed rates on future debt issuances. We reflect the current fair value of all interest rate hedge instruments as a component of either other current assets or accrued expenses and other. Our interest rate hedge instruments are designated as cash flow hedges. As of August 29, 2026, and August 30, 2025, no such interest rate swaps were outstanding.

If deemed effective, unrealized gains and losses on interest rate hedges are deferred in stockholders' deficit as a component of Accumulated Other Comprehensive Loss. These deferred gains and losses are recognized in income as a decrease or increase to interest expense in the period in which the related cash flows being hedged are recognized in expense. However, to the extent that the change in value of an interest rate hedge instrument does not perfectly offset the change in the value of the cash flow being hedged, that ineffective portion is immediately recognized in earnings.

The fair value of our debt was estimated at $9.0 billion as of August 29, 2026, and $8.9 billion as of August 30, 2025, based on the quoted market prices for the same or similar debt issues or on the current rates available to us for debt having the same remaining maturities. Such fair value is less than the carrying value of debt by $71.1 million at August 29, 2026, and greater than the carrying value of debt by $94.4 million at August 30, 2025. This amount reflects face amount, adjusted for any unamortized debt issuance costs and discounts.

We had $1.0 billion and $748.6 million in variable rate debt outstanding at August 29, 2026, and August 30, 2025, respectively.

We had outstanding fixed rate debt of $8.1 billion, net of unamortized debt issuance costs of $46.7 million, at August 29, 2026, and $8.1 billion, net of unamortized debt issuance costs of $48.8 million, at August 30, 2025. A one percentage point increase in interest rates would have reduced the fair value of our fixed rate debt by approximately $271.2 million at August 29, 2029.

Foreign Currency Risk
Foreign currency exposures arising from transactions include firm commitments and anticipated transactions denominated in a currency other than our entities' functional currencies. To minimize our risk, we generally enter into transactions denominated in the respective functional currencies. We are exposed to Brazilian reals, Canadian dollars, euros, Chinese yuan renminbi and British pounds, but our primary foreign currency exposure arises from Mexican peso-denominated revenues and profits and their translation into U.S. dollars. Foreign currency exposures arising from transactions denominated in currencies other than the functional currency are not material.

We view our investments in Mexican subsidiaries as long-term. As a result, we generally do not hedge these net investments. The net asset exposure in the Mexican subsidiaries translated into U.S. dollars using the year-end exchange rates was $1.3 billion at August 29, 2026, and $893.1 million at August 30, 2025. The year-end exchange rates with respect to the Mexican peso increased by 9.0% and 5.9% with respect to the U.S. dollar during fiscal 2026 and fiscal 2025, respectively. The potential loss in value of our net assets in the Mexican subsidiaries resulting from a hypothetical 10 percent adverse change in quoted foreign currency exchange rates at August 29, 2026, and August 30, 2025, would have been approximately $116.6 million and approximately $81.2 million, respectively. Any changes in our net assets in the Mexican subsidiaries relating to foreign currency exchange rates would be reflected in the foreign currency translation component of Accumulated Other Comprehensive Loss, unless the Mexican subsidiaries are sold or otherwise disposed.

Item 8. Financial Statements and Supplementary Data

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Management's Report on Internal Control Over Financial Reporting

Our management is responsible for establishing and maintaining adequate internal control over financial reporting (as defined in Rules 13a-15(f) and 15d-15(f) under the Securities Exchange Act of 1934, as amended). Our internal control over financial reporting includes, among other things, defined policies and procedures for conducting and governing our business, sophisticated information systems for processing transactions and properly trained staff. Mechanisms are in place to monitor the effectiveness of our internal control over financial reporting, including regular testing performed by the Company's internal audit team. Actions are taken to correct deficiencies as they are identified. Our procedures for financial reporting include the active involvement of senior management, our Audit Committee and a staff of highly qualified financial and legal professionals.

Management, with the participation of our principal executive and financial officers, assessed our internal control over financial reporting as of August 29, 2026, the end of our fiscal year. Management based its assessment on criteria established in Internal Control-Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission 2013 framework.

Based on this assessment, management has concluded that our internal control over financial reporting was effective as of August 29, 2026.

Our independent registered public accounting firm, Ernst & Young LLP (PCAOB ID: 42), audited the effectiveness of our internal control over financial reporting. Ernst & Young LLP's attestation report on the Company's internal control over financial reporting as of August 29, 2026, is included in this Annual Report on Form 10-K.

Report of Independent Registered Public Accounting Firm

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

Opinion on Internal Control Over Financial Reporting
We have audited AutoZone, Inc.'s internal control over financial reporting as of August 29, 2026, based on criteria established in Internal Control—Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (2013 framework) (the COSO criteria). In our opinion, AutoZone, Inc. (the Company) maintained, in all material respects, effective internal control over financial reporting as of August 29, 2026, based on the COSO criteria.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States) (PCAOB), the consolidated balance sheets of the Company as of August 29, 2026 and August 30, 2025, the related consolidated statements of income, comprehensive income, stockholders' deficit and cash flows for each of the three years in the period ended August 29, 2026, and the related notes and our report dated October 26, 2026 expressed an unqualified opinion thereon.

Basis for Opinion
The Company's management is responsible for maintaining effective internal control over financial reporting and for its assessment of the effectiveness of internal control over financial reporting included in the accompanying Management's Report on Internal Control Over Financial Reporting. Our responsibility is to express an opinion on the Company's internal control over financial reporting based on our audit. 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 Securities and Exchange Commission and the PCAOB.

We conducted our audit in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether effective internal control over financial reporting was maintained in all material respects.

Our audit included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, testing and evaluating the design and operating effectiveness of internal control based on the assessed risk, and performing such other procedures as we considered necessary in the circumstances. We believe that our audit provides a reasonable basis for our opinion.

Definition and Limitations of Internal Control Over Financial Reporting
A company's internal control over financial reporting is a process designed 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. A company's internal control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

/s/ Ernst & Young LLP
Memphis, Tennessee
October 26, 2026

Report of Independent Registered Public Accounting Firm

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

Opinion on the Financial Statements

We have audited the accompanying consolidated balance sheets of AutoZone, Inc. (the Company) as of August 29, 2026 and August 30, 2025, the related consolidated statements of income, comprehensive income, stockholders' deficit and cash flows for each of the three years in the period ended August 29, 2026, and the related notes (collectively referred to as the "consolidated financial statements"). In our opinion, the consolidated financial statements present fairly, in all material respects, the financial position of the Company at August 29, 2026 and August 30, 2025, and the results of its operations and its cash flows for each of the three years in the period ended August 29, 2026, in conformity with U.S. generally accepted accounting principles.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States) (PCAOB), the Company's internal control over financial reporting as of August 29, 2026, based on criteria established in Internal Control—Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (2013 framework), and our report dated October 26, 2026 expressed an unqualified opinion thereon.

Basis for Opinion

These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on the Company's financial statements based on our audits. 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 Securities and Exchange Commission and the PCAOB.

We conducted our audits in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement, whether due to error or fraud. Our audits included performing procedures to assess the risks of material misstatement of the financial statements, whether due to error or fraud, and performing procedures that respond to those risks. Such procedures included examining, on a test basis, evidence regarding the amounts and disclosures in the financial statements. Our audits also included evaluating the accounting principles used and significant estimates made by management, as well as evaluating the overall presentation of the financial statements. We believe that our audits provide a reasonable basis for our opinion.

Critical Audit Matter

The critical audit matter communicated below is a matter arising from the current period audit of the financial statements that was communicated or required to be communicated to the audit committee and that: (1) relates to accounts or disclosures that are material to the financial statements and (2) involved our especially challenging, subjective or complex judgments. The communication of the critical audit matter does not alter in any way our opinion on the consolidated financial statements, taken as a whole, and we are not, by communicating the critical audit matter below, providing a separate opinion on the critical audit matter or on the account or disclosure to which it relates.

	Valuation of Self-insurance Reserves
Description of the Matter	At August 29, 2026, the Company's self-insurance reserve estimate was $308.5 million. As more fully described in Note A of the consolidated financial statements, the Company retains a significant portion of the risks associated with workers' compensation, general and product liability, property and vehicle insurance. The self-insurance reserves are accrued based upon discounted estimates of the liability for claims incurred and for events that have occurred but have not been reported using certain third-party actuarial projections and the Company's claim loss experience.

	Auditing the insurance reserve was complex and judgmental due to the actuarial valuation methods and assumptions related to the loss development factors and loss trends.
How We Addressed the Matter in Our Audit	We obtained an understanding, evaluated the design and tested the operating effectiveness of controls that address the valuation of the self-insurance reserve. This included management's review of the actuarial valuation methods and the assumptions related to the loss development factors and loss trends. To test the valuation of the Company's self-insurance reserve, we performed audit procedures that included, among others, assessing the appropriateness of the actuarial valuation methods and testing the significant assumptions discussed above. We also developed an independent range of reserves for comparison to the Company's recorded amounts, using standard actuarial methods. We involved our actuarial specialists to assist with our audit procedures.

/s/ Ernst & Young LLP
We have served as the Company's auditor since 1988.

Memphis, Tennessee
October 26, 2026

AutoZone, Inc. Consolidated Statements of Income

(in thousands, except per share data)	Year Ended August 29, 2026 (52 weeks)	August 30, 2025 (52 weeks)	August 31, 2024 (53 weeks)
Net sales	$ 20,338,555	$ 18,938,717	$ 18,490,268
Cost of sales, including warehouse and delivery expenses	9,693,581	8,972,243	8,673,216
Gross profit	10,644,974	9,966,474	9,817,052
Operating, selling, general and administrative expenses	6,921,660	6,356,318	6,028,344
Operating profit	3,723,314	3,610,156	3,788,708
Interest expense, net	472,614	475,824	451,578
Income before income taxes	3,250,700	3,134,332	3,337,130
Income tax expense	677,923	636,085	674,703
Net income	$ 2,572,777	$ 2,498,247	$ 2,662,427
Weighted average shares for basic earnings per share	16,481	16,789	17,309
Effect of dilutive stock equivalents	384	456	494
Weighted average shares for diluted earnings per share	16,865	17,245	17,803
Basic earnings per share	$ 156.11	$ 148.80	$ 153.82
Diluted earnings per share	$ 152.55	$ 144.87	$ 149.55

See Notes to Consolidated Financial Statements.

AutoZone, Inc. Consolidated Statements of Comprehensive Income

(in thousands)	Year Ended August 29, 2026 (52 weeks)	August 30, 2025 (52 weeks)	August 31, 2024 (53 weeks)
Net income	$ 2,572,777	$ 2,498,247	$ 2,662,427
Other comprehensive income (loss):			
Foreign currency translation adjustments	126,647	74,236	(174,715)
Unrealized (losses) gains on marketable debt securities, net of taxes	(2,295)	618	2,151
Net derivative activities, net of taxes	1,684	1,754	1,782
Total other comprehensive income (loss)	126,036	76,608	(170,782)
Comprehensive income	$ 2,698,813	$ 2,574,855	$ 2,491,645

See Notes to Consolidated Financial Statements.

AutoZone, Inc. Consolidated Balance Sheets

(in thousands)	August 29, 2026	August 30, 2025
Assets		
Current assets:		
Cash and cash equivalents	$ 326,115	$ 271,803
Accounts receivable	755,026	670,137
Merchandise inventories	7,735,560	7,025,688
Other current assets	289,433	373,751
Total current assets	9,106,134	8,341,379
Property and equipment:		
Land	1,706,684	1,474,433
Buildings and improvements	6,677,047	5,793,043
Equipment	4,074,230	3,558,814
Leasehold improvements	1,248,797	1,082,339
Construction in progress	466,855	643,699
Property and equipment	14,173,613	12,552,328
Less: Accumulated depreciation and amortization	(6,117,493)	(5,489,819)
	8,056,120	7,062,509
Operating lease right-of-use assets	3,470,379	3,194,666
Goodwill	302,645	302,645
Deferred income taxes	180,246	118,433
Other long-term assets	514,986	335,692
Total assets	$ 21,630,510	$ 19,355,324
Liabilities and Stockholders' Deficit		
Current liabilities:		
Accounts payable	$ 8,596,585	$ 8,025,590
Current portion of operating lease liabilities	300,102	283,564
Accrued expenses and other	1,155,478	1,151,536
Income taxes payable	54,365	58,707
Total current liabilities	10,106,530	9,519,397
Long-term debt	9,078,320	8,799,775
Operating lease liabilities, less current portion	3,369,119	3,093,936
Deferred income taxes	727,039	520,510
Other long-term liabilities	851,972	836,019
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; 16,619 shares issued and 16,173 shares outstanding as of August 29, 2026; 16,927 shares issued and 16,665 shares outstanding as of August 30, 2025	166	169
Additional paid-in capital	2,037,361	1,843,779
Retained deficit	(2,818,482)	(3,975,852)
Accumulated other comprehensive loss	(158,974)	(285,010)
Treasury stock, at cost	(1,562,541)	(997,399)
Total stockholders' deficit	(2,502,470)	(3,414,313)
Total liabilities and stockholders' deficit	$ 21,630,510	$ 19,355,324

See Notes to Consolidated Financial Statements.

AutoZone, Inc. Consolidated Statements of Cash Flows

(in thousands)	Year Ended August 29, 2026 (52 weeks)	August 30, 2025 (52 weeks)	August 31, 2024 (53 weeks)
Cash flows from operating activities:			
Net income	$ 2,572,777	$ 2,498,247	$ 2,662,427
Adjustments to reconcile net income to net cash provided by operating activities:			
Depreciation and amortization of property and equipment	684,265	613,199	549,755
Other non-cash charges (income)	192,000	64,000	(40,000)
Amortization of debt origination fees	12,549	12,840	11,988
Deferred income taxes	(187,845)	115,389	(254,393)
Share-based compensation expense	136,804	124,717	106,246
Changes in operating assets and liabilities:			
Accounts receivable	(75,037)	(118,606)	(38,282)
Merchandise inventories	(832,799)	(893,908)	(453,101)
Accounts payable and accrued expenses	458,552	657,408	244,134
Income taxes	261,715	68,447	296,398
Other, net	26,136	(24,396)	(81,056)
Net cash provided by operating activities	3,249,117	3,117,337	3,004,116
Cash flows from investing activities:			
Capital expenditures	(1,433,587)	(1,327,257)	(1,072,696)
Purchase of marketable debt securities	(40,960)	(64,504)	(38,757)
Proceeds from sale of marketable debt securities	28,404	63,326	40,849
Net investment in tax credit equity investments	(24,045)	(111,815)	(227,494)
Other, net	25,822	39,820	11,592
Net cash used in investing activities	(1,444,366)	(1,400,430)	(1,286,506)
Cash flows from financing activities:			
Net proceeds from (repayments of) commercial paper	276,400	168,600	(629,600)
Proceeds from issuance of debt	850,000	500,000	2,300,000
Repayment of debt	(850,000)	(900,000)	(300,000)
Net proceeds from sale of common stock	95,874	172,297	176,236
Purchase of treasury stock	(2,013,195)	(1,578,186)	(3,140,917)
Repayment of principal portion of finance lease liabilities	(109,010)	(96,154)	(85,258)
Other, net	(18,401)	(13,376)	(4,197)
Net cash used in financing activities	(1,768,332)	(1,746,819)	(1,683,736)
Effect of exchange rate changes on cash	17,893	3,543	(12,756)
Net increase (decrease) in cash and cash equivalents	54,312	(26,369)	21,118
Cash and cash equivalents at beginning of period	271,803	298,172	277,054
Cash and cash equivalents at end of period	$ 326,115	$ 271,803	$ 298,172
Supplemental cash flow information:			
Interest paid, net of interest cost capitalized	$ 413,463	$ 413,026	$ 353,819
Income taxes paid	$ 312,249	$ 313,488	$ 437,552
Leased assets obtained in exchange for new finance lease liabilities	$ 121,433	$ 95,759	$ 196,112
Leased assets obtained in exchange for new operating lease liabilities	$ 698,867	$ 533,197	$ 415,212

See Notes to Consolidated Financial Statements.

AutoZone, Inc. Consolidated Statements of Stockholders' Deficit

(in thousands)	Common Shares Issued	Common Stock	Additional Paid-in Capital	Retained Deficit	Accumulated Other 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	—	—	—	2,662,427	—	—	2,662,427
Total other comprehensive loss	—	—	—	—	(170,782)	—	(170,782)
Purchase of 1,149 shares of treasury stock	—	—	—	—	—	(3,170,320)	(3,170,320)
Retirement of treasury shares	(1,703)	(17)	(142,391)	(4,128,131)	—	4,270,539	—
Issuance of common stock under stock options and stock purchase plans	218	3	176,233	—	—	—	176,236
Share-based compensation expense	—	—	102,719	—	—	—	102,719
Balance at August 31, 2024	17,451	175	1,621,553	(4,424,982)	(361,618)	(1,584,742)	(4,749,614)
Net income	—	—	—	2,498,247	—	—	2,498,247
Total other comprehensive income	—	—	—	—	76,608	—	76,608
Purchase of 447 shares of treasury stock	—	—	—	—	—	(1,531,659)	(1,531,659)
Retirement of treasury shares	(710)	(7)	(69,878)	(2,049,117)	—	2,119,002	—
Issuance of common stock under stock options and stock purchase plans	186	1	172,295	—	—	—	172,296
Share-based compensation expense	—	—	119,809	—	—	—	119,809
Balance at August 30, 2025	16,927	169	1,843,779	(3,975,852)	(285,010)	(997,399)	(3,414,313)
Net income	—	—	—	2,572,777	—	—	2,572,777
Total other comprehensive income	—	—	—	—	126,036	—	126,036
Purchase of 579 shares of treasury stock	—	—	—	—	—	(2,025,613)	(2,025,613)
Retirement of treasury shares	(395)	(4)	(45,067)	(1,415,400)	—	1,460,471	—
Issuance of common stock under stock options and stock purchase plans	87	1	95,873	—	—	—	95,874
Share-based compensation expense	—	—	142,776	(7)	—	—	142,769
Balance at August 29, 2026	16,619	$ 166	$ 2,037,361	$ (2,818,482)	$ (158,974)	$ (1,562,541)	$ (2,502,470)

See Notes to Consolidated Financial Statements.

Notes to Consolidated Financial Statements

Note A – Significant Accounting Policies

Business: AutoZone, Inc. ("AutoZone" or the "Company") is a leading retailer and distributor of automotive replacement parts and accessories in the Americas. At the end of fiscal 2026, the Company operated 6,863 stores in the U.S., 1,001 stores in Mexico and 167 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 the end of fiscal 2026, in 6,443 of the domestic stores as well as the vast majority of our stores in Mexico and Brazil, we had a commercial sales program that provided 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, the Company sells the ALLDATA brand automotive diagnostic, repair, collision and shop management software through www.alldata.com. The Company also provides product information on its Duralast branded products through www.duralastparts.com. The Company does not derive revenue from automotive repair or installation services.

Fiscal Year: The Company's fiscal year consists of 52 or 53 weeks ending on the last Saturday in August. Fiscal 2026 and 2025 represented 52 weeks. Fiscal 2024 represented 53 weeks.

Basis of Presentation: The Consolidated Financial Statements include the accounts of AutoZone, Inc. and its wholly owned subsidiaries. All significant intercompany transactions and balances have been eliminated in consolidation.

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 deferral method is used to account for the tax attributes of these investments.

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 August 29, 2026, 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 $53.1 million as of August 29, 2026, and $60.8 million as of August 30, 2025 and was included within the Other long-term assets caption in the accompanying Consolidated Balance Sheets.

Use of Estimates: Management of the Company has made a number of estimates and assumptions relating to the reporting of assets and liabilities and the disclosure of contingent liabilities to prepare these financial statements. Actual results could differ from those estimates.

Cash and Cash Equivalents: Cash equivalents consist of investments with original maturities of 90 days or less. Cash equivalents include proceeds due from credit and debit card transactions with settlement terms of less than five days. Credit and debit card receivables included within cash and cash equivalents were $108.3 million at August 29, 2026, and $105.0 million at August 30, 2025.

Cash balances are held in various locations around the world. Cash and cash equivalents of $113.6 million and $79.1 million were held outside of the U.S. as of August 29, 2026, and August 30, 2025, respectively, and were generally utilized to support the liquidity needs of our foreign operations.

Accounts Receivable: In accordance with ASU 2016-13, *Financial Instruments - Credit Losses (Topic 326)*, the Company estimates all expected credit losses for financial assets measured at amortized cost basis, including trade receivables, based on historical experience, current market conditions and supportable forecasts. The Company's accounts receivable primarily consists of receivables from commercial customers. The Company routinely grants credit to certain commercial customers on a short-term basis consisting primarily of daily, weekly or monthly terms. The risk of credit loss in its trade receivables is substantially mitigated by the Company's credit evaluation process, short collection terms and diversification of customers, as well as the low dollar value for its typical sales transaction.

Receivables are presented net of an allowance for credit losses. Allowances for expected credit losses are determined based on historical experience, the current economic environment, our expectations of future economic conditions and the current evaluation of the composition of accounts receivable. The Company will apply adjustments for specific factors and current economic conditions as needed at each reporting date. The Company's allowance for credit losses is included in "Accounts receivable" on the accompanying Consolidated Balance Sheets as of August 29, 2026, and August 30, 2025. The balance of the allowance for credit losses was $15.3 million at August 29, 2026, and $11.7 million at August 30, 2025.

Vendor Receivables: The Company's vendor receivables primarily consist of balances arising from its vendors through a variety of programs and arrangements, including rebates, allowances, promotional funds and reimbursement of specific, incremental, identifiable costs incurred by the Company in selling the vendors' products. The amounts to be received are prescribed by the terms of the vendor agreements and therefore collection of such amounts is generally not at risk. The Company regularly reviews vendor receivables for collectability and assesses the need for an allowance for credit losses based on an evaluation of the vendors' financial positions and corresponding abilities to meet financial obligations. Management does not believe there is a reasonable likelihood that the Company will be unable to collect the receivables from vendors and did not record a reserve for expected credit losses from vendors in the Consolidated Financial Statements as of August 29, 2026, and August 30, 2025. Vendor receivables are included in "Accounts receivable" on the accompanying Consolidated Balance Sheets as of August 29, 2026, and August 30, 2025.

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 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 recent price changes on the Company's merchandise purchases, primarily due to inflation driven by tariffs, the Company's LIFO credit reserve balance was $275.0 million at August 29, 2026, and $83.0 million at August 30, 2025. 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.

On February 20, 2026, the U.S. Supreme Court invalidated tariffs imposed under IEEPA. On April 20, 2026, the Company filed for refunds of IEEPA tariffs paid directly by the Company via the U.S. Customs and Border Protection's consolidated administration and processing of entries tool in the automated commercial environment portal. During the fiscal year ended August 29, 2026, the Company received $127.6 million in IEEPA refunds representing substantially all of the refunds filed by the Company. These refunds were recorded upon receipt as a $96.0 million reduction to Cost of Sales for the refunds related to products previously sold and a $31.6 million reduction to inventory for the portion of the refunds related to unsold inventory. The portion recorded as a reduction to inventory is recorded as a reduction to Cost of Sales as the underlying inventory is sold.

Marketable Debt Securities: The Company invests a portion of its assets held by the Company's wholly owned insurance captive in marketable debt securities and classifies them as available-for-sale. The Company includes these marketable debt securities within the Other current assets and Other long-term assets captions in the accompanying Consolidated Balance Sheets and records the amounts at fair market value, which is determined using quoted market prices at the end of the reporting period. (Refer to "Note B – Fair Value Measurements" and "Note C – Marketable Debt Securities" for a discussion of marketable debt securities.)

Property and Equipment: Property and equipment is stated at cost. Property consists of land, which includes finance leases – real estate, buildings and improvements, equipment, which includes finance leases – vehicles, and construction in progress (CIP). CIP represents costs incurred for the construction of retail store locations, renovations of existing stores, and the development of distribution centers. Assets recorded as CIP are not depreciated until the assets are placed in service. Depreciation and amortization are computed principally using the straight-line method over the following estimated useful lives: buildings, 40 to 50 years; building improvements, 5 to 15 years; equipment, including software, 3 to 10 years; and leasehold improvements, over the shorter of the asset's estimated useful life or the remaining lease term, which includes any reasonably assured renewal periods. Depreciation and amortization include amortization of assets under finance leases.

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 Consolidated Statements of Income, the same line item as the related hosting fees. Amortization expense of $1.2 million was recorded in the fiscal year ended August 29, 2026, with no amortization expense recorded in the comparable prior year periods. Capitalized cloud-based enterprise resource planning (ERP) software implementation costs were $4.1 million recorded within Other current assets and $48.0 million recorded within Other long-term assets on the Company's Consolidated Balance Sheets at August 29, 2026 and $1.6 million recorded within Other current assets and $29.6 million recorded within Other long-term assets on the Company's Consolidated Balance Sheets at August 30, 2025. Cloud computing arrangement implementation costs are classified within operating activities in the Company's Statements of Cash Flows.

Impairment of Long-Lived Assets: The Company evaluates the recoverability of its long-lived assets whenever events or changes in circumstances indicate that the carrying value of an asset may not be recoverable. When such an event occurs, the Company compares the sum of the undiscounted expected future cash flows of the asset (asset group) with the carrying amounts of the asset. If the undiscounted expected future cash flows are less than the carrying value of the assets, the Company measures the amount of impairment loss as the amount by which the carrying amount of the assets exceeds the fair value of the assets.

Goodwill: The cost in excess of fair value of identifiable net assets of businesses acquired is recorded as goodwill. In accordance with ASC 350, *Intangibles – Goodwill and Other*, an analysis is performed at least annually to compare the fair value of the reporting unit to the carrying amount to determine if any impairment exists. The Company had approximately $302.6 million of goodwill at August 29, 2026, and August 30, 2025. The Company performs its annual impairment assessment in the fourth quarter of each fiscal year, unless circumstances dictate more frequent assessments. In the fourth quarter of fiscal 2026 and 2025, the Company concluded its remaining goodwill was not impaired.

Derivative Instruments and Hedging Activities: AutoZone is exposed to market risk from, among other things, changes in interest rates, foreign exchange rates and fuel prices. From time to time, the Company uses various derivative instruments to reduce such risks. To date, based upon the Company's current level of foreign operations, no derivative instruments have been utilized to reduce foreign exchange rate risk. All of the Company's hedging activities are governed by guidelines that are authorized by AutoZone's Board of Directors (the "Board"). Further, the Company does not buy or sell derivative instruments for trading purposes.

AutoZone's financial market risk results primarily from changes in interest rates. At times, AutoZone reduces its exposure to changes in interest rates by entering into various interest rate hedge instruments such as interest rate swap contracts, treasury lock agreements and forward-starting interest rate swaps. All of the Company's interest rate hedge instruments are designated as cash flow hedges. Cash flows related to these instruments designated as qualifying hedges are reflected in the accompanying Consolidated Statements of Cash Flows in the same categories as the cash flows from the items being hedged. If deemed effective, the resulting gain or loss from such settlement is deferred to Accumulated Other Comprehensive Loss and reclassified to interest expense over the term of the underlying debt. This reclassification of the deferred gains and losses impacts the interest expense recognized on the underlying debt that was hedged.

Foreign Currency: The Company accounts for its foreign operations using the local market currency and converts its financial statements from these currencies to U.S. dollars. The cumulative loss on currency translation is recorded as a component of Accumulated Other Comprehensive Loss (Refer to "Note L – Accumulated Other Comprehensive Loss" for additional information regarding the Company's Accumulated Other Comprehensive Loss.)

Self-Insurance Reserves: The Company retains a significant portion of the risks associated with workers' compensation, general and product liability, property and vehicle insurance. The Company obtains third-party insurance to limit the exposure related to certain of these risks. The reserve for the Company's liability associated with these risks totaled $308.5 million and $268.8 million at August 29, 2026, and August 30, 2025, respectively.

The assumptions made by management in estimating its self-insurance reserves include consideration of historical cost experience, judgments about the present and expected levels of cost per claim and retention levels. The Company utilizes various methods, including analyses of historical trends and use of a specialist, to estimate the costs to settle reported claims and claims incurred but not yet reported. The actuarial methods develop estimates of the future ultimate claim costs based on claims incurred as of the balance sheet date. When estimating these liabilities, the Company considers factors, such as the severity, duration and frequency of claims, legal costs associated with claims, healthcare trends and projected inflation of related factors.

The Company's liabilities for workers' compensation, general and product liability, property and vehicle claims do not have scheduled maturities; however, the timing of future payments is predictable based on historical patterns and is relied upon in determining the current portion of these liabilities. Accordingly, the Company reflects the net present value of the obligations it determines to be long-term using the risk-free interest rate as of the balance sheet dates.

Leases: The Company leases certain real estate and vehicles under various non-callable leases. Leases are recorded on their commencement date, which is the date the Company takes possession or control of the underlying asset. Most of the Company's leases are operating leases; however, certain land and vehicles are leased under finance leases. The leases have varying terms and expire at various dates through 2046. Real estate operating leases typically have initial terms between one and 20 years, and real estate finance leases typically have terms of 20 or more years, with multiple optional renewal periods of one to five years each. Vehicle finance leases typically have original terms between one and five years. The Company subleases certain properties that are not used in its operations. Sublease income was not significant for the periods presented.

Lease-related assets and liabilities are recognized for all leases with an initial term of 12 months or greater. The exercise of lease renewal options is at the Company's sole discretion. The Company evaluates renewal options at commencement and on an ongoing basis and includes options that are reasonably certain to exercise in its expected lease terms when classifying leases and measuring lease liabilities.

Certain lease agreements require variable payments based upon actual costs of common-area maintenance, real estate taxes and insurance. Lease components are not separated from the non-lease components (typically fixed common-area maintenance costs at its retail store locations) for all classes of leased assets, except vehicles which contain variable non-lease components that are expensed as incurred. The Company uses the stated borrowing rate in determining the present value of the lease payments over the lease term for vehicles. The Company's incremental borrowing rate is used to determine the present value of the lease payments over the lease term for substantially all the operating and financing leases for retail stores, distribution centers and other real estate, as these leases typically do not have a stated borrowing rate. For operating leases that commenced prior to the date of adoption of ASU 2016-02 – *Leases* (Topic 842), the Company used the incremental borrowing rate that corresponded to the remaining lease term as of the date of adoption. The Company's lease agreements do not contain any material residual value guarantees or material restrictive covenants. (Refer to "Note D – Leases" for additional disclosures regarding the Company's leases.)

Financial Instruments: 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. (Refer to "Note I – Financing" for a discussion of the carrying values and fair values of the Company's debt and "Note C – Marketable Debt Securities" for additional disclosures related to marketable debt securities.)

Income Taxes: The Company accounts for income taxes under the liability method. Deferred tax assets and liabilities are determined based on differences between financial reporting and tax bases of assets and liabilities and are measured using the enacted tax rates and laws that will be in effect when the differences are expected to reverse. Our effective tax rate is based on income by tax jurisdiction, statutory rates and tax saving initiatives available to the Company in the various jurisdictions in which we operate.

The Company recognizes liabilities for uncertain income tax positions based on a two-step process. The first step is to evaluate the tax position for recognition by determining if the weight of available evidence indicates that it is more likely than not that the position will be sustained on audit, including resolution of related appeals or litigation processes, if any. The second step requires the Company to estimate and measure the tax benefit as the largest amount that is more than 50% likely to be realized upon ultimate settlement. The Company reevaluates these uncertain tax positions on a quarterly basis or when new information becomes available to management. These reevaluations are based on factors including, but not limited to, changes in facts or circumstances, changes in tax law, successfully settled issues under audit, expirations due to statutes and new audit activity. Such a change in recognition or measurement could result in the recognition of a tax benefit or an increase to the tax accrual.

The Company classifies interest related to income tax liabilities, and if applicable, penalties, as a component of Income tax expense. The income tax liabilities and accrued interest and penalties that are expected to be payable within one year of the balance sheet date are presented within the Accrued expenses and other caption in the accompanying Consolidated Balance Sheets. The remaining portion of the income tax liabilities and accrued interest and penalties are presented within the Other long-term liabilities caption in the accompanying Consolidated Balance Sheets because payment of cash is not anticipated within one year of the balance sheet date. (Refer to "Note E – Income Taxes" for additional disclosures regarding the Company's income taxes.)

Sales and Use Taxes: Governmental authorities assess sales and use taxes on the sale of goods and services. The Company excludes taxes collected from customers in its reported sales results; such amounts are included within the Accrued expenses and other caption until remitted to the taxing authorities.

Dividends: The Company currently does not pay a dividend on its common stock. The ability to pay dividends is subject to limitations imposed by Nevada law. Under Nevada law, any future payment of dividends would be dependent upon the Company's financial condition, capital requirements, earnings and cash flow.

Revenue Recognition: The Company's primary source of revenue is derived from the sale of automotive aftermarket parts and merchandise to its retail and commercial customers. Revenue is recognized when performance obligations under the terms of a contract with a customer are satisfied, in an amount representing the consideration

the Company expects to receive in exchange for selling products to its customers. Shipping and handling activities are considered activities to fulfill the order, and therefore are not evaluated as a separate performance obligation. Sales are recorded net of variable consideration in the period incurred, including discounts, sales incentives and rebates, sales taxes and estimated sales returns. Sales returns are based on historical return rates. The Company may enter into contracts that include multiple combinations of products and services, which are accounted for as separate performance obligations and do not require significant judgment.

The Company's performance obligations are typically satisfied when the customer takes possession of the merchandise. Revenue from retail customers is recognized when the customer leaves our store with the purchased products, typically at the point of sale or for E-commerce orders when the product is shipped. Revenue from commercial customers is recognized upon delivery, typically same-day. Payment from retail customers is at the point of sale and payment terms for commercial customers are based on the Company's pre-established credit requirements and generally range from 1 to 30 days. Discounts, sales incentives and rebates are treated as separate performance obligations, and revenue allocated to these performance obligations is recognized as the obligations to the customer are satisfied. Additionally, the Company estimates and records gift card breakage as redemptions occur. The Company offers diagnostic, repair, collision and shop management information software used in the automotive repair industry through ALLDATA. This revenue is recognized as services are provided. Revenue from these services is recognized over the life of the contract.

A portion of the Company's transactions include the sale of auto parts that contain a core component. The core component represents the recyclable portion of the auto part. Customers are not charged for the core component of the new part if a used core is returned at the point of sale of the new part; otherwise the Company charges customers a specified amount for the core component. The Company refunds that same amount in the event the customer returns a used core to the store at a later date. The Company does not recognize sales or cost of sales for the core component of these transactions when a used part is returned or expected to be returned from the customer.

There were no material contract assets, liabilities or deferred costs recorded on the Consolidated Balance Sheet as of August 29, 2026, and August 30, 2025. Revenue related to unfulfilled performance obligations as of August 29, 2026, and August 30, 2025 is not significant. (Refer to "Note P – Segment Reporting" for additional information related to revenue recognized during the period.)

Vendor Allowances and Advertising Costs: The Company receives various payments and allowances from its vendors through a variety of programs and arrangements. Monies received from vendors include rebates, allowances and promotional funds. The amounts to be received are subject to the terms of the vendor agreements, which generally do not state an expiration date, but are subject to ongoing negotiations that may be impacted in the future based on changes in market conditions, vendor marketing strategies and changes in the profitability or sell-through of the related merchandise.

Rebates and other miscellaneous incentives are earned based on purchases or product sales and are accrued ratably over the purchase or sale of the related product. These monies are generally recorded as a reduction of merchandise inventories and are recognized as a reduction to cost of sales as the related inventories are sold.

For arrangements that provide for reimbursement of specific, incremental, identifiable costs incurred by the Company in selling the vendors' products, the vendor funds are recorded as a reduction to Operating, selling, general and administrative expenses in the period in which the specific costs were incurred.

The Company expenses advertising costs as incurred. Advertising expense, net of vendor promotional funds, was $101.2 million in fiscal 2026, $109.5 million in fiscal 2025 and $102.7 million in fiscal 2024. Vendor promotional funds, which reduced advertising expense, amounted to $70.4 million in fiscal 2026, $65.7 million in fiscal 2025 and $67.8 million in fiscal 2024.

Cost of Sales and Operating, Selling, General and Administrative Expenses: The following illustrates the primary costs classified in each major expense category:

Cost of Sales

- Total cost of merchandise sold, including:
  - Freight expenses associated with moving merchandise inventories from the Company's vendors to the distribution centers;
  - Vendor allowances that are not reimbursements for specific, incremental and identifiable costs
- Costs associated with operating the Company's supply chain, including payroll and benefits, warehouse and delivery expenses, transportation, depreciation and amortization; and
- Inventory shrinkage

Operating, Selling, General and Administrative Expenses

- Payroll and benefits for store, field leadership and store support employees;
- Occupancy of store and store support facilities;
- Depreciation and amortization related to store and store support assets;
- Transportation associated with field leadership, commercial sales force and deliveries from stores;
- Advertising;
- Self-insurance;
- Technology; and
- Other administrative costs, such as credit card transaction fees, legal costs, supplies and travel and lodging

Warranty Costs: The Company or the vendors supplying its products provides the Company's customers with limited warranties on certain products that range from 30 days to lifetime. In most cases, the Company's vendors are primarily responsible for warranty claims. Warranty costs relating to merchandise sold under warranty not covered by vendors are estimated and recorded as warranty obligations at the time of sale based on each product's historical return rate. These obligations, which are often funded by vendor allowances, are recorded within the Accrued expenses and other caption in the Consolidated Balance Sheets. For vendor allowances in excess of the related estimated warranty expense for the vendor's products, the excess is recorded in inventory and recognized as a reduction to cost of sales as the related inventory is sold.

Pre-opening Expenses: Pre-opening expenses, which consist primarily of payroll and occupancy costs, are expensed as incurred.

Earnings per Share: Basic earnings per share is based on the weighted average outstanding common shares. Diluted earnings per share is based on the weighted average outstanding common shares adjusted for the effect of common stock equivalents, which are primarily stock options. There were 175,819, 115,475 and 118,771 stock options excluded for the year ended August 29, 2026, August 30, 2025 and August 31, 2024, respectively, because they would have been anti-dilutive.

Share-Based Payments: Share-based payments include stock option grants, restricted stock, restricted stock units, stock appreciation rights and other transactions under the Company's equity incentive plans. The Company recognizes compensation expense for its share-based payments over the requisite service period based on the fair value of the awards. The Company uses the Black-Scholes-Merton multiple-option pricing model to calculate the fair value of stock options. The value of restricted stock is based on the stock price of the award on the grant date. (Refer to "Note N – Share-Based Plans" for further discussion.)

Risk and Uncertainties: In fiscal 2026, one class of similar products accounted for approximately 14 percent of the Company's total revenues, and one individual vendor provided approximately 14 percent of our total purchases. No other class of similar products accounted for 10 percent or more of total revenues, and no other individual vendor provided more than 10 percent of total purchases.

Recently Adopted Accounting Pronouncements

In December 2023, the Financial Accounting Standards Board ("FASB") issued Accounting Standards Update ("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 adopted this standard on a prospective basis with our fiscal 2026 annual filing. The adoption of this guidance resulted in incremental disclosures in the Company's financial statements, but did not have a material impact on the Company's consolidated financial statements. (Refer to "Note E – Income Taxes" for additional information.)

Recently Issued Accounting Pronouncements

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.

In September 2025, the FASB issued ASU 2025-06, *Intangibles – Goodwill and Other – Internal-Use Software (Subtopic 350-40)*. This ASU is intended to modernize internal-use software guidance by removing all project stages and clarifying the thresholds entities apply to begin capitalizing costs. This ASU is effective for all entities for annual reporting periods beginning after December 15, 2027, and interim reporting periods within those annual reporting periods, and early adoption is permitted. The amendments in this ASU may be applied using a prospective, modified, or retrospective transition approach. This update will be effective for the Company beginning with its fiscal 2029 first quarter. The Company is currently evaluating the impact of adoption.

In May 2026, the FASB issued ASU 2026-02, *Environmental Credits and Environmental Credit Obligations (Topic 818)*. This ASU provides recognition, measurement, presentation, and disclosure requirements for all entities that generate, purchase, or receive environmental credits or have a regulatory compliance obligation that may be settled with environmental credits. This ASU is effective for all entities for annual reporting periods beginning after December 15, 2027, and interim reporting periods within those annual reporting periods, and early adoption is permitted as of the beginning of an annual reporting period. The amendments in this ASU should be applied on a retrospective basis. This update will be effective for the Company beginning with its fiscal 2029 first quarter. The Company is currently evaluating the impact of adoption.

Note B – 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:

	August 29, 2026			
(in thousands)	Level 1	Level 2	Level 3	Fair Value
Other current assets	$ 9,623	$ 4,346	$ —	$ 13,969
Other long-term assets	60,190	59,617	—	119,807
	$ 69,813	$ 63,963	$ —	$ 133,776

	August 30, 2025			
(in thousands)	Level 1	Level 2	Level 3	Fair Value
Other current assets	$ 13,667	$ 4,994	$ —	$ 18,661
Other long-term assets	52,278	53,201	—	105,479
	$ 65,945	$ 58,195	$ —	$ 124,140

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 debt securities, including benchmark yields and reported trades.

Additionally, the Company has deferred compensation plan assets which are recorded at fair value on a recurring basis using Level 1 inputs. These assets consisted of investments in various mutual and money markets funds of which $3.5 million is recorded in Other current assets and $34.0 million is recorded in Other long-term assets at August 29, 2026, and $2.7 million was recorded in Other current assets and $68.2 million was recorded in Other long-term assets at August 30, 2025. The Company's liability under the plan included $3.5 million recorded in Accrued expenses and other and $34.0 million recorded in Other long-term liabilities at August 29, 2026, and $2.7 million recorded in Accrued expenses and other and $68.2 million recorded in Other long-term liabilities at August 30, 2025.

Fair values of the marketable debt securities by asset class are described in "Note C – Marketable Debt Securities."

Non-Financial Assets Measured at Fair Value on a Non-Recurring Basis
Certain non-financial assets and liabilities are required to be measured at fair value on a non-recurring basis in certain circumstances, including the event of impairment. These non-financial assets and liabilities could include assets and liabilities acquired in an acquisition as well as goodwill, intangible assets and property, plant and equipment that are determined to be impaired. At August 29, 2026, the Company did not have any other significant non-financial assets or liabilities that had been measured at fair value on a non-recurring basis subsequent to initial recognition.

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 I – Financing."

Note C – Marketable Debt Securities

The Company's basis for determining the cost of a security sold is the "Specific Identification Model." Unrealized

gains (losses) on marketable debt securities are recorded in Accumulated Other Comprehensive Loss. The Company's available-for-sale marketable debt securities consisted of the following:

(in thousands)	August 29, 2026 Amortized Cost Basis	Gross Unrealized Gains	Gross Unrealized Losses	Fair Value
Corporate debt securities	$ 30,264	$ 25	$ (535)	$ 29,754
Government bonds	66,505	7	(951)	65,561
Mortgage-backed securities	21,023	28	(274)	20,777
Asset-backed securities and other	17,733	9	(58)	17,684
	$ 135,525	$ 69	$ (1,818)	$ 133,776

(in thousands)	August 30, 2025 Amortized Cost Basis	Gross Unrealized Gains	Gross Unrealized Losses	Fair Value
Corporate debt securities	$ 23,441	$ 270	$ (33)	$ 23,678
Government bonds	63,053	910	(201)	63,762
Mortgage-backed securities	21,433	227	(81)	21,579
Asset-backed securities and other	15,043	81	(3)	15,121
	$ 122,970	$ 1,488	$ (318)	$ 124,140

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

(in thousands)	August 29, 2026 Amortized Cost Basis	Fair Value
Due within one year	$ 15,300	$ 13,969
Due after one year through five years	76,923	77,527
Due after five years through ten years	29,849	29,022
Due after ten years	13,453	13,258
	$ 135,525	$ 133,776

The marketable debt securities held at August 29, 2026, had effective maturities ranging from less than one year to approximately twenty-seven years. At August 29, 2026, the Company held 222 securities that are in an unrealized loss position of approximately $1.8 million. 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 fiscal 2026, 2025 or 2024.

Included above in total marketable debt securities are $119.9 million and $117.4 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 August 29, 2026, and August 30, 2025, respectively.

Note D – Leases

Lease-related assets and liabilities recorded on the Consolidated Balance Sheets are as follows:

(in thousands)	Classification	August 29, 2026	August 30, 2025
Assets:			
Operating	Operating lease right-of-use assets	$ 3,470,379	$ 3,194,666
Finance	Property and equipment	549,386	528,760
Total lease assets		$ 4,019,765	$ 3,723,426
Liabilities:			
Current:			
Operating	Current portion of operating lease liabilities	$ 300,102	$ 283,564
Finance	Accrued expenses and other	114,873	111,521
Noncurrent:			
Operating	Operating lease liabilities, less current portion	3,369,119	3,093,936
Finance	Other long-term liabilities	302,455	288,419
Total lease liabilities		$ 4,086,549	$ 3,777,440

Accumulated amortization related to finance lease assets was $145.5 million as of August 29, 2026, and $139.6 million as of August 30, 2025.

Lease costs for finance and operating leases for the 52 weeks ended August 29, 2026, and August 30, 2025 are as follows:

		For the year ended	
(in thousands)	Statement of Income Location	August 29, 2026	August 30, 2025
Finance lease cost:			
Amortization of lease assets	Depreciation and amortization	$ 106,122	$ 98,597
Interest on lease liabilities	Interest expense, net	19,005	21,204
Operating lease cost(1)	Selling, general and administrative expenses	548,007	506,824
Total lease cost		$ 673,134	$ 626,625

(1) Includes short-term leases, variable lease costs and sublease income, which are immaterial.

The future rental payments, inclusive of renewal options that have been included in defining the expected lease term, of our operating and finance lease obligations as of August 29, 2026, having initial or remaining lease terms in excess of one year are as follows:

(in thousands)	Finance Leases	Operating Leases	Total
2027	$ 116,099	$ 469,893	$ 585,992
2028	125,771	504,930	630,701
2029	107,612	480,002	587,614
2030	66,379	454,948	521,327
2031	26,137	421,101	447,238
Thereafter	35,634	2,616,917	2,652,551
Total lease payments	477,632	4,947,791	5,425,423
Less: Interest	(60,304)	(1,278,570)	(1,338,874)
Present value of lease liabilities	$ 417,328	$ 3,669,221	$ 4,086,549

The following table summarizes the Company's lease term and discount rate assumptions:

	August 29, 2026
Weighted-average remaining lease term in years, inclusive of renewal options that are reasonably certain to be exercised:	
Finance leases – real estate	20
Finance leases – vehicles	4
Operating leases	12
Weighted-average discount rate:	
Finance leases – real estate	3.85 %
Finance leases – vehicles	5.02 %
Operating leases	4.91 %

Cash paid for amounts included in the measurement of operating lease liabilities of $407.1 million and $382.7 million was reflected in Other, net in Net cash provided by operating activities on the Consolidated Statements of Cash Flows for fiscal years 2026 and 2025, respectively.

As of August 29, 2026, the Company has entered into additional leases which have not yet commenced and are therefore not part of the right-of-use asset and liability. These leases have undiscounted future payments of approximately $80.0 million and $0.1 million for real estate and vehicles, respectively, and will commence when the Company obtains possession of the underlying leased asset. Commencement dates are expected to be from fiscal 2027 to fiscal 2028.

Note E – Income Taxes

The Company adopted ASU 2023-09, *Income Taxes (Topic 740)* on a prospective basis for the fiscal year ended August 29, 2026. Prior-period rate reconciliations and income taxes paid disclosures have not been recast.

The components of operating income before income taxes are as follows:

	Year Ended		
(in thousands)	August 29, 2026	August 30, 2025	August 31, 2024
Domestic	$ 2,673,124	$ 2,499,120	$ 2,663,148
International	577,576	635,212	673,982
	$ 3,250,700	$ 3,134,332	$ 3,337,130

The provision for income tax expense consisted of the following:

(in thousands)	Year Ended August 29, 2026	August 30, 2025	August 31, 2024
Current tax provision (benefit):			
Federal	$ 418,793	$ 610,076	$ 846,176
State	84,535	68,312	54,837
International	205,015	182,148	193,794
Purchased tax credits	(155,359)	(250,698)	(368,870)
	552,984	609,838	725,937
Deferred tax provision (benefit):			
Federal	369,908	77,770	(163,775)
State	965	(4,463)	12,264
International	(50,415)	(28,217)	(10,616)
Purchased tax credits	(195,519)	(18,843)	110,893
	124,939	26,247	(51,234)
Income tax expense	$ 677,923	$ 636,085	$ 674,703

A reconciliation of the provision for income taxes to the amount computed by applying the federal statutory tax rate to income before income taxes is as follows:

(in thousands, except rate data)	Year Ended August 29, 2026 Provision	Rate
U.S. Federal statutory income tax rate	$ 682,647	21.0 %
State and local income taxes, net of federal income tax effect[(1)]	67,810	2.1 %
Foreign tax effects:		
Statutory tax rate difference - Mexico and United States	53,100	1.6 %
Other	2,237	0.1 %
Other foreign jurisdictions	(20,961)	(0.6)%
Effect of changes in tax laws or rates		
Effect of cross-border tax laws (GILTI, Subpart F, FDII-net):		
Foreign Tax Credits	(40,738)	(1.2)%
Other	7,607	0.2 %
Nontaxable or nondeductible items:		
Share-based compensation	(29,289)	(0.9)%
Other	(9,540)	(0.3)%
Tax credits:		
Transferable tax credits	(34,722)	(1.1)%
Other	(8,869)	(0.3)%
Changes in valuation allowances (U.S. federal only)	12,383	0.4 %
Other	899	— %
Worldwide change in unrecognized tax benefits	(4,641)	(0.1)%
Total provision for income taxes	$ 677,923	20.9 %

(1) State taxes in California, Illinois, New York and New Jersey represent the majority of the tax effect in this category.

	Year Ended	
	August 30, 2025	August 31, 2024
Federal tax at statutory U.S. income tax rate	21.0 %	21.0 %
State income taxes, net	1.6 %	1.6 %
Share-based compensation	(1.5)%	(1.9)%
U.S. Tax on Non-U.S. Income (Subpart F)	2.0 %	2.9 %
U.S. Tax on Non-U.S. Income (NCTI)	1.0 %	1.2 %
Non-U.S. Permanent Differences	(0.8)%	(1.3)%
Non-U.S. Rate Differences	1.1 %	1.1 %
Foreign Tax Credits	(2.8)%	(2.9)%
Other	(1.3)%	(1.5)%
Effective tax rate	20.3 %	20.2 %

For the year ended August 29, 2026, August 30, 2025, and August 31, 2024, the Company recognized excess tax benefits from stock option exercises of $30.7 million, $58.2 million, and $81.4 million, respectively.

The Company is subject to a tax on net CFC tested income ("NCTI"), formerly known as global intangible low-taxed income ("GILTI") which is imposed on foreign earnings. The Company has made the election to record this tax as a period cost, thus has not adjusted the deferred tax assets or liabilities of its foreign subsidiaries for this tax.

Significant components of the Company's deferred tax assets and liabilities were as follows:

(in thousands)	August 29, 2026	August 30, 2025
Deferred tax assets:		
Net operating loss and state credit carryforwards	$ 62,468	$ 44,815
Accrued benefits	118,188	99,628
Operating lease liabilities	785,737	753,928
Federal credit carryforwards	20,044	123,465
Other	83,776	79,399
Total deferred tax assets	1,070,213	1,101,235
Valuation allowances	(21,762)	(11,331)
Net deferred tax assets	1,048,451	1,089,904
Deferred tax liabilities:		
Property and equipment	(396,852)	(257,900)
Inventory	(466,924)	(510,242)
Operating lease assets	(713,698)	(682,685)
Other	(17,770)	(41,154)
Deferred tax liabilities	(1,595,244)	(1,491,981)
Net deferred tax liabilities	$ (546,793)	$ (402,077)

At August 29, 2026, and August 30, 2025, the Company had net operating loss ("NOL") carryforwards available to reduce future taxable income totaling approximately $377.7 million ($50.5 million tax effected) and $338.6 million ($33.2 million tax effected), respectively. Certain NOLs have no expiration date and others will expire, if not utilized, in various years from fiscal 2027 through 2045. At August 29, 2026, and August 30, 2025, the Company had deferred tax assets for federal and state income tax credit carryforwards of $31.5 million and $135.1 million, respectively. Income tax credit carryforwards will expire, if not utilized, in various years from fiscal 2027 through 2052.

At August 29, 2026, and August 30, 2025, the Company had a valuation allowance of $21.8 million and $11.3 million, respectively, on deferred tax assets associated with NOL and tax credit carryforwards for which management has determined it is more likely than not that the deferred tax asset will not be realized. Management believes it is more likely than not that the remaining deferred tax assets will be fully realized given the extended carryforward periods referenced and the Company's growing earnings forecasts.

For the year ended August 29, 2026, the Company asserts indefinite reinvestment for basis differences and accumulated earnings through fiscal 2020 with respect to its foreign subsidiaries. The Company does not assert permanent reinvestment of fiscal 2021 through current year earnings with respect to its Mexican subsidiaries while maintaining its assertion of indefinite reinvestment of fiscal 2021 through current year earnings of other foreign subsidiaries. Where necessary, taxes resulting from foreign distributions of current and accumulated earnings (e.g., withholding taxes) have been considered in the Company's provision for income taxes.

As of August 29, 2026, we have not recorded incremental income taxes for outside basis differences of $389.6 million in our investments in foreign subsidiaries, as these amounts are indefinitely reinvested in foreign operations. Determining the amount of unrecognized deferred tax liability related to the outside basis differences in these entities is not practicable.

Several countries where the Company operates have adopted the Organization for Economic Cooperation and Development ("OECD") framework implementing a 15% global minimum tax. This OECD framework, commonly referred to as Pillar Two, did not have a material impact on the Company's income tax provision for the year ended August 29, 2026.

Pursuant to provisions under the Inflation Reduction Act, enacted in August of 2022, the Company purchased transferable federal tax credits from various counterparties during fiscal 2025 and fiscal 2026. Such federal tax credits were purchased at negotiated discounts, resulting in an income tax benefit recorded during the year ended August 29, 2026. Receivables associated with transferable federal tax credits are recorded (netted) within Income taxes payable and Other long-term assets.

On July 4, 2025, the One Big Beautiful Bill Act (the "OBBBA") was signed into law. The OBBBA created new provisions that are applicable to the Company, including 100% bonus depreciation for qualifying assets placed in service after January 19, 2025, and full expensing of domestic research and experimental expenditures incurred in taxable years beginning after December 31, 2024. The Company does not expect material effective tax rate impacts from these provisions.

A reconciliation of the beginning and ending amount of unrecognized tax benefits is as follows:

(in thousands)	August 29, 2026	August 30, 2025
Beginning balance	$ 22,789	$ 37,986
Additions based on tax positions related to the current year	3,952	4,482
Additions for tax positions of prior years	1,197	3,643
Reductions for tax positions of prior years	(2,412)	(5,118)
Reductions due to settlements	(1,086)	(13,150)
Reductions due to statute of limitations	(6,332)	(5,054)
Ending balance	$ 18,108	$ 22,789

Included in the August 29, 2026, and August 30, 2025, balances are $14.3 million and $17.5 million, respectively, of unrecognized tax benefits that, if recognized, would reduce the Company's effective tax rate. The balances above also include amounts of $2.2 million and $4.3 million for August 29, 2026, and August 30, 2025, respectively, that are accounted for as reductions to deferred tax assets for NOL carryforwards and tax credit carryforwards. It is anticipated that in the event the associated uncertain tax positions are disallowed, the NOL carryforwards and tax credit carryforwards would be utilized to settle the liability.

The Company accrues interest on unrecognized tax benefits as a component of income tax expense. Penalties, if incurred, would be recognized as a component of income tax expense. The Company had $0.9 million and $3.8 million accrued for the payment of interest and penalties associated with unrecognized tax benefits at August 29, 2026, and August 30, 2025, respectively.

The Company files U.S. federal, U.S. state and local, and international income tax returns. The Company is currently under examination by the IRS for fiscal years 2021 and 2024. With few exceptions, the Company is no longer subject to U.S. federal, U.S. state and local, or Non-U.S. examinations by tax authorities for fiscal year 2020 and prior. While the Company believes that it is adequately accrued for possible audit adjustments, the final resolution of these examinations cannot be determined at this time and could result in final settlements that differ from current estimates.

The following table represents cash paid for income taxes, net of refunds received:

(in thousands)	Year Ended August 29, 2026
U.S. Federal	$ 25,624
U.S. State and Local:	
California	21,686
Other	47,225
Total U.S.	94,535
Foreign:	
Mexico	210,466
Other	7,248
Total Foreign	217,714
Total	$ 312,249

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 August 29, 2026, and August 30, 2025, the Company had supplier obligations outstanding that had been confirmed under these arrangements of $5.5 billion and $5.4 billion, respectively, which are included in Accounts payable and $285.8 million and $264.9 million, respectively, which are included in Other long-term liabilities in the Consolidated Balance Sheets.

Changes in the Company's supplier obligations are as follows:

(in thousands)	Fiscal Year Ended August 29, 2026
Confirmed obligations outstanding at the beginning of the year	$ 5,698,960
Obligations confirmed during the year	5,501,289
Confirmed obligations paid during the year	(5,421,740)
Confirmed obligations outstanding at the end of the year	$ 5,778,509

Note G – Accrued Expenses and Other

Accrued expenses and other consisted of the following:

(in thousands)	August 29, 2026	August 30, 2025
Accrued compensation, related payroll taxes and benefits	$ 421,245	$ 385,414
Property, sales and other taxes	182,563	163,321
Finance lease liabilities	114,873	111,521
Medical and casualty insurance claims (current portion)	110,706	95,231
Accrued interest	75,461	82,654
Accrued gift cards	62,153	60,451
Accrued sales and warranty returns	42,862	45,112
Other	145,615	207,832
	$ 1,155,478	$ 1,151,536

The Company retains a significant portion of the insurance risks associated with workers' compensation, general and product liability, property and vehicle insurance. A portion of these self-insured losses is managed through a wholly owned insurance captive. The Company maintains certain levels for stop-loss coverage for each self-insured plan in order to limit its liability for large claims. The retained limits per claim type are $2.0 million for workers' compensation, $10.0 million for auto liability, $21.5 million for property and $4.0 million for general and product liability.

Note H – 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 I – Financing

The Company's debt consisted of the following:

(in thousands)	August 29, 2026	August 30, 2025
3.125% Senior Notes due April 2026, effective interest rate 3.28%	$ —	$ 400,000
5.050% Senior Notes due July 2026, effective interest rate 5.09%	—	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	500,000
1.650% Senior Notes due January 2031, effective interest rate 2.19%	600,000	600,000
4.950% Senior Notes due July 2031, effective interest rate 4.97%	850,000	—
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 3.82% at August 29, 2026, and 4.46% at August 30, 2025	1,025,000	748,600
Total debt before discounts and debt issuance costs	9,125,000	8,848,600
Less: Discounts and debt issuance costs	46,680	48,825
Long-term debt	$ 9,078,320	$ 8,799,775

The Company maintains 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 the 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, 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 August 29, 2026, the Company had no outstanding borrowings and $1.7 million of outstanding letters of credit under the Revolving Credit Agreement.

The Revolving Credit Agreement requires that the Company's consolidated interest coverage ratio as of the last day of each quarter shall be no less than 2.5:1. This ratio is defined as the ratio of (i) consolidated earnings before interest, taxes and rents to (ii) consolidated interest expense plus consolidated rents. The Company's consolidated interest coverage ratio as of August 29, 2026, was 5.2:1.

As of August 29, 2026, the $1.0 billion of commercial paper borrowings and the $600 million 3.750% Senior Notes due June 2027 were classified as long-term in the accompanying Consolidated Balance Sheets as the Company currently has the ability and intent to refinance them on a long-term basis through available capacity in its Revolving Credit Agreement. As of August 29, 2026, the Company had $2.2 billion of availability under its Revolving Credit

Agreement, which would allow the Company to replace these short-term obligations with a long-term financing facility.

On July 15, 2026, the Company repaid its outstanding $450 million 5.050% Senior Notes due July 2026.

On April 21, 2026, the Company repaid its outstanding $400 million 3.125% Senior Notes due April 2026.

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

On April 18, 2024, the Company repaid the $300 million 3.125% Senior Notes due April 2024.

On July 14, 2026, the Company issued $850 million 4.950% Senior Notes due July 2031, under the automatic shelf registration statement on Form S-3, filed with the SEC on July 7, 2026 (File No. 333-297291) (the "2026 Shelf Registration Statement"). The 2026 Shelf Registration Statement allowed the Company to sell an indeterminate amount in debt securities to fund general corporate purposes, including repaying, redeeming or repurchasing outstanding debt and for working capital, capital expenditures, new store or distribution center openings, stock repurchases and acquisitions. Proceeds from the debt issuance were for general corporate purposes.

On April 14, 2025, the Company issued $500 million 5.125% Senior Notes due June 2030, under the automatic shelf registration statement on Form S-3, filed with the SEC on July 19, 2022 (File No. 333-266209) (the "2022 Shelf Registration Statement"). The 2022 Shelf Registration Statement allowed the Company to sell an indeterminate amount in debt securities to fund general corporate purposes, including repaying, redeeming or repurchasing outstanding debt and for working capital, capital expenditures, new store or distribution center openings, stock repurchases and acquisitions. Proceeds from the debt issuance were for general corporate purposes.

On June 28, 2024, the Company issued $600 million in 5.100% Senior Notes due July 2029 and $700 million 5.400% Senior Notes due July 2034 under the 2022 Shelf Registration Statement. Proceeds from the debt issuance were used to repay a portion of the Company's outstanding commercial paper borrowings and for other general corporate purposes.

On October 25, 2023, the Company issued $500 million in 6.250% Senior Notes due November 2028 and $500 million 6.550% Senior Notes due November 2033 under the 2022 Shelf Registration Statement. Proceeds from the debt issuance were used for general corporate purposes.

The Senior Notes contain a provision that repayment of the Senior Notes may be accelerated if the Company experiences a change in control (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.

In addition to the outstanding letters of credit issued under the Revolving Credit Agreement discussed above, the Company had $214.5 million in letters of credit outstanding as of August 29, 2026. These letters of credit have various maturity dates and were issued on an uncommitted basis. As of August 29, 2026, the Company was in compliance with all covenants related to its borrowing arrangements.

The fair value of the Company's debt was estimated at $9.0 billion as of August 29, 2026, and $8.9 billion as of August 30, 2025, 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 $71.1 million at August 29, 2026, and greater than the carrying value of debt by $94.4 million at August 30, 2025, respectively. This amount reflects face amount, adjusted for any unamortized debt issuance costs and discounts.

All of the Company's debt is unsecured. Scheduled maturities of debt are as follows:

(in thousands)	Scheduled Maturities
2027	$ 1,625,000
2028	450,000
2029	1,550,000
2030	1,250,000
2031	1,450,000
Thereafter	2,800,000
Subtotal	9,125,000
Discount and debt issuance costs	46,680
Total Debt	$ 9,078,320

Note J – Interest Expense

Net interest expense consisted of the following:

	Year Ended		
(in thousands)	August 29, 2026	August 30, 2025	August 31, 2024
Interest expense	$ 490,233	$ 490,025	$ 465,191
Interest income	(12,680)	(10,972)	(11,312)
Capitalized interest	(4,939)	(3,229)	(2,301)
	$ 472,614	$ 475,824	$ 451,578

Note K – Stock Repurchase Program

During 1998, the Company announced a program permitting the Company to repurchase a portion of its outstanding shares not to exceed a dollar maximum established by the Company's Board of Directors. The Board voted to increase the repurchase authorization by $1.5 billion on June 16, 2026, bringing the total authorization to $42.2 billion. Considering cumulative repurchases as of August 29, 2026, the Company had $1.6 billion remaining under the Board's authorization to repurchase its common stock.

The Company's share repurchase activity consisted of the following:

	Year Ended		
(in thousands)	August 29, 2026	August 30, 2025	August 31, 2024
Amount	$ 2,025,613	$ 1,531,659	$ 3,170,320
Shares	579	447	1,149

During fiscal year 2026, the Company retired 0.4 million shares of treasury stock which had previously been repurchased under the Company's share repurchase program. The retirement increased Retained deficit by $1.4 billion and decreased Additional paid-in capital by $45.1 million. During the comparable prior year period, the Company retired 0.7 million shares of treasury stock, which increased Retained deficit by $2.0 billion and decreased Additional paid-in capital by $69.9 million.

Subsequent to August 29, 2026, and through October 19, 2026, the Company has repurchased 106,862 shares of common stock at an aggregate cost of $310.6 million. Considering the cumulative repurchases through October 19, 2026, the Company has $1.3 billion remaining under the Board's authorization to repurchase its common stock.

Note L – Accumulated Other Comprehensive Loss

Accumulated Other Comprehensive Loss includes certain adjustments to foreign currency translation adjustments, certain activity for interest rate swaps and treasury rate locks that qualify as cash flow hedges and unrealized gains (losses) on available-for-sale marketable debt securities. Changes in Accumulated Other Comprehensive Loss consisted of the following:

(in thousands)	Foreign Currency[1]	Net Unrealized Gain (Loss) on Securities	Derivatives	Total
Balance at August 31, 2024	$ (351,272)	$ 300	$ (10,646)	$ (361,618)
Other Comprehensive Income before reclassifications	74,236	667	—	74,903
Amounts reclassified from Accumulated Other Comprehensive Loss[2]	—	(49)	1,754	1,705
Balance at August 30, 2025	(277,036)	918	(8,892)	(285,010)
Other Comprehensive Income (Loss) before reclassifications	126,647	(2,302)	—	124,345
Amounts reclassified from Accumulated Other Comprehensive Loss[2]	—	7	1,684	1,691
Balance at August 29, 2026	$ (150,389)	$ (1,377)	$ (7,208)	$ (158,974)

(1) Foreign currency, which primarily relates to our operations in Mexico, is shown net of U.S. tax to account for foreign currency impacts of certain undistributed non-U.S. subsidiaries earnings.

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

Note M – Retirement Savings Plans

The Company has a 401(k) plan that covers all domestic employees who meet the plan's participation requirements. The plan features include Company matching contributions, immediate 100% vesting of Company contributions and a savings option up to 25% of qualified earnings. The Company makes matching contributions, per pay period, up to a specified percentage of employees' contributions as approved by the Board. The Company made matching contributions to employee accounts in connection with the 401(k) plan of $44.8 million in fiscal 2026, $42.7 million in fiscal 2025 and $39.0 million in fiscal 2024.

The Company also has a non-qualified executive deferred compensation plan which allows certain qualifying employees to defer a portion of their annual base salary and their annual incentive bonus. This plan provides for matching contributions similar to the 401(k) plan.

Additionally, the Company has the AutoZone Mexico Savings Fund, through which AutoZoners in Mexico build personal savings through regular contributions. The AutoZoner contributes 12% of their salary, and the Company matches that contribution, with all funds distributed to the AutoZoners annually in December. The Company made matching contributions to the AutoZone Mexico Savings Fund of $22.2 million, $17.7 million and $17.5 million in fiscal 2026, 2025 and 2024, respectively.

Note N – Share-Based Plans

The Company has several active and inactive equity incentive plans under which the Company has been authorized to grant share-based awards to key employees and non-employee directors. Awards under these plans have been in the form of restricted stock, restricted stock units, stock options and other awards as defined by the plans. The Company also has an Employee Stock Purchase Plan that allows employees to purchase Company shares at a discount subject to certain limitations. The Company also has an Executive Stock Purchase Plan which permits all eligible executives to purchase AutoZone's common stock using up to twenty-five percent of his or her annual salary and bonus.

Amended and Restated AutoZone, Inc. 2011 Equity Incentive Award Plan
On December 15, 2010, the Company's stockholders approved the 2011 Equity Incentive Award Plan (the "2011 Plan"), allowing the Company to provide equity-based compensation to non-employee directors and employees for their service to AutoZone or its subsidiaries or affiliates. Prior to the Company's adoption of the 2011 Plan, equity-based compensation was provided to employees under the 2006 Stock Option Plan and to non-employee directors under the 2003 Director Compensation Plan (the "2003 Comp Plan").

During fiscal 2016, the Company's stockholders approved the Amended and Restated AutoZone, Inc. 2011 Equity Incentive Award Plan (the "Amended 2011 Equity Plan"). The Amended 2011 Equity Plan imposes a maximum limit on the compensation, measured as the sum of any cash compensation and the aggregate grant date fair value of awards granted under the Amended 2011 Equity Plan, which may be paid to non-employee directors for such service during any calendar year. The Amended 2011 Equity Plan also applies a ten-year term on the Amended 2011 Equity Plan through December 16, 2025, and extended the Company's ability to grant incentive stock options under the Amended 2011 Equity Plan through October 7, 2025.

AutoZone, Inc. 2020 Omnibus Incentive Award Plan
On December 16, 2020, the Company's stockholders approved the AutoZone, Inc. 2020 Omnibus Incentive Award Plan (the "2020 Omnibus Plan"), which serves as the successor to the Amended 2011 Equity Plan. The 2020 Omnibus Plan provides equity-based compensation to our non-employee directors and employees for their service to AutoZone or our subsidiaries or affiliates. Under the 2020 Omnibus Plan, participants may receive equity-based compensation in the form of stock options, restricted stock, restricted stock units, dividend equivalents, deferred stock, stock payments, performance based awards, cash based awards and other incentive awards structured by the Compensation Committee and the Board within parameters set forth in the 2020 Omnibus Plan.

AutoZone, Inc. Director Compensation Program
Under the Company's Director Compensation Program (the "Program"), non-employee directors will receive their compensation in awards of restricted stock units under the 2020 Omnibus Plan, with an option for a certain portion of a director's compensation to be paid in cash at the non-employee director's election. Under the Program, restricted stock units are granted on January 1 of each year (the "Grant Date"). The number of restricted stock units is determined by dividing the amount of the annual retainer by the fair market value of the shares of common stock as of the Grant Date. The restricted stock units are fully vested on the date of grant and are paid in shares of the Company's common stock on the first or the fifth anniversary of the Grant Date (at the Director's election) or if sooner, the date the non-employee director ceases to be a member of the Board ("Separation from Service"). The cash portion of the award, if elected, is paid ratably over each calendar quarter.

Total share-based compensation expense (a component of Operating, selling, general and administrative expenses) was $136.8 million, $124.7 million and $106.2 million for fiscal 2026, 2025 and 2024, respectively.

General terms and methods of valuation for the Company's share-based awards are as follows:

Stock Options
The Company grants options to purchase common stock to certain of its employees under the 2020 Omnibus Plan at prices equal to or above the market value of the stock on the date of grant. Options have a term of ten years from grant date. Option-vesting periods range from four to five years, with the majority of options vesting ratably over four years. Options generally have 90 days after the service relationship ends, or one year after death, to exercise all vested options, unless retirement provisions are met. The fair value of each option grant is separately estimated for each vesting date. 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 2020 Omnibus 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 has estimated the fair value of all stock option awards as of the date of the grant by applying the Black-Scholes-Merton multiple-option pricing valuation model. The following table presents the weighted average

for key assumptions used in determining the fair value of options granted and the related share-based compensation expense:

	Year Ended		
	August 29, 2026	August 30, 2025	August 31, 2024
Expected price volatility	25 %	26 %	29 %
Risk-free interest rate	3.8 %	4.0 %	4.7 %
Weighted average expected lives (in years)	5.4	5.5	5.5
Forfeiture rate	8 %	7 %	7 %
Dividend yield	0 %	0 %	0 %

The following methodologies were applied in developing the assumptions used in determining the fair value of options granted:

Expected price volatility – This is a measure of the amount by which a price has fluctuated or is expected to fluctuate. The Company uses actual historical changes in the market value of its stock to calculate the volatility assumption as it is management's belief that this is the best indicator of future volatility. The Company calculates daily market value changes from the date of grant over a past period representative of the expected life of the options to determine volatility. An increase in the expected volatility will increase compensation expense.

Risk-free interest rate – This is the U.S. Treasury rate for the week of the grant having a term equal to the expected life of the option. An increase in the risk-free interest rate will increase compensation expense.

Expected lives – This is the period of time over which the options granted are expected to remain outstanding and is based on historical experience. Separate groups of employees that have similar historical exercise behavior are considered separately for valuation purposes. Options granted have a maximum term of ten years. An increase in the expected life will increase compensation expense.

Forfeiture rate – This is the estimated percentage of options granted that are expected to be forfeited or canceled before becoming fully vested. This estimate is based on historical experience at the time of valuation and reduces expense ratably over the vesting period. An increase in the forfeiture rate will decrease compensation expense. This estimate is evaluated periodically based on the extent to which actual forfeitures differ, or are expected to differ, from the previous estimate.

Dividend yield – The Company has not made any dividend payments nor does it have plans to pay dividends in the foreseeable future. An increase in the dividend yield will decrease compensation expense.

The weighted average grant date fair value per share of options granted was $1,263.78, $1,026.93 and $922.10 during fiscal 2026, 2025 and 2024, respectively. The intrinsic value of options exercised was $200.0 million, $447.4 million and $424.5 million in fiscal 2026, 2025 and 2024, respectively. The total fair value of options vested was $85.6 million, $79.9 million and $67.0 million in fiscal 2026, 2025 and 2024, respectively.

The Company generally issues new shares when options are exercised. The following table summarizes information about stock option activity for the year ended August 29, 2026:

	Number of Shares	Weighted Average Exercise Price	Weighted Average Remaining Contractual Term *(in years)*	Aggregate Intrinsic Value *(in thousands)*
Outstanding – August 30, 2025	857,908	$ 1,788.32		
Granted	119,909	4,059.29		
Exercised	(80,312)	1,049.49		
Forfeited/Cancelled	(7,612)	3,223.47		
Outstanding – August 29, 2026	889,893	2,148.73	5.74	$ 874,144
Exercisable	573,165	1,531.32	4.45	823,522
Expected to vest	306,344	3,254.79	8.06	50,101
Available for future grants	479,633			

As of August 29, 2026, total unrecognized share-based compensation expense related to stock options, net of estimated forfeitures, was approximately $124.4 million, before income taxes, and will be recognized over an estimated weighted average period of 2.7 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 and 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.

As of August 29, 2026, total unrecognized stock-based compensation expense related to nonvested restricted stock unit awards, net of estimated forfeitures, was approximately $12.1 million, before income taxes, which we expect to recognize over an estimated weighted average period of 3.5 years.

Transactions related to restricted stock units for the fiscal year ended August 29, 2026, are as follows:

	Number of Shares	Weighted-Average Grant Date Fair Value
Nonvested at August 30, 2025	4,525	$ 2,613.24
Granted	3,955	3,436.05
Vested	(2,828)	2,694.23
Forfeited	(465)	3,361.78
Nonvested at August 29, 2026	5,187	3,129.41

At August 29, 2026, and August 30, 2025, the Company had $14.3 million and $20.2 million, respectively of accrued compensation expense for liability-based stock awards. There were 4,822 outstanding units issued under the 2003 Comp Plan and prior plans. As directors retire, this balance will be reduced. No additional shares of stock or units will be issued in future years under the 2003 Comp Plan or prior plans.

Employee Stock Purchase Plan and Executive Stock Purchase Plan
The Company recognized $3.1 million, $3.2 million and $3.1 million in compensation expense related to the discount on the selling of shares to employees and executives under the various share purchase plans in fiscal 2026, 2025 and 2024, respectively. Under the Employee Plan, 4,765, 4,419 and 5,000 shares were sold to employees in fiscal 2026, 2025 and 2024, respectively. Purchases under the Executive Plan were 177, 246 and 540 shares in fiscal 2026, 2025 and 2024, respectively. Issuances of shares under the Employee Plan are netted against repurchases and such repurchases are not included in share repurchases disclosed in "Note K – Stock Repurchase Program." At August 29, 2026, 108,157 shares of common stock were reserved for future issuance under the Employee Plan, and 232,003 shares of common stock were reserved for future issuance under the Executive Plan.

Note O – Commitments and Contingencies

Construction commitments, primarily for new stores, totaled approximately $134.0 million at August 29, 2026.

The Company had $216.2 million in outstanding standby letters of credit and $98.4 million in surety bonds as of August 29, 2026, which all have expiration periods of less than one year. A substantial portion of the outstanding standby letters of credit (which are primarily renewed on an annual basis) and surety bonds are used to cover reimbursement obligations to our workers' compensation carriers. There are no additional contingent liabilities associated with these instruments as the underlying liabilities are already reflected in the Consolidated Balance Sheets. The standby letters of credit and surety bonds arrangements have automatic renewal clauses.

Note P – Segment Reporting

The Company is a leading retailer and distributor of automotive parts and accessories through the Company's 8,031 stores in the Americas. The Company adopted ASU 2023-07, *Segment Reporting (Topic 280): Improvements to Reportable Segment Disclosures*, during the fourth quarter of fiscal 2025.

The Company determines its segments based on how the business is managed and evaluated. During the fourth quarter of fiscal 2025, the Company combined all its previously defined operating segments into a single operating and reportable segment to align with how the Company is currently managed and evaluated. This single operating segment includes all operations which are designed to enable customers to purchase products seamlessly in stores and from our online platforms. We carry 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. The Company's chief operating decision maker ("CODM"), the Chief Executive Officer, regularly reviews consolidated net income, as well as significant segment expenses included in the table below, to evaluate performance and allocate resources. The CODM also evaluates consolidated actual results versus forecasts, budgets and prior year results. The measure of segment assets is reported as "Total assets" on the Consolidated Balance Sheets as of August 29, 2026, and August 30, 2025. Expenditures for long-lived segment assets are reported as "Capital Expenditures" on the Consolidated Statements of Cash Flows for the fiscal years ended 2026, 2025 and 2024. Segment information for previous periods has been recast to conform to the current-period presentation.

The following table represents significant expenses that are regularly provided to the CODM for the following fiscal years:

(in thousands)	Year Ended August 29, 2026	August 30, 2025	August 31, 2024
Auto Parts Segment			
Net sales	$ 20,338,555	$ 18,938,717	$ 18,490,268
Cost of sales, including warehouse and delivery expenses	9,693,581	8,972,243	8,673,216
Gross profit	10,644,974	9,966,474	9,817,052
Less:			
Compensation expense[1]	4,177,794	3,858,570	3,708,476
Rent expense[2]	522,960	478,106	456,862
Depreciation & amortization	597,509	544,117	498,391
Advertising expense	101,224	109,531	102,656
Other segment expenses[3]	1,522,173	1,365,994	1,261,959
Interest expense, net	472,614	475,824	451,578
Income tax expense	677,923	636,085	674,703
Consolidated net income	$ 2,572,777	$ 2,498,247	$ 2,662,427
Auto Parts Segment Sales by Product Grouping:			
Failure	$ 9,951,983	$ 9,291,584	$ 8,979,152
Maintenance items	7,420,216	6,807,347	6,618,494
Accessories and other	2,966,356	2,839,786	2,892,622
Auto Parts net sales	$ 20,338,555	$ 18,938,717	$ 18,490,268

(1) Compensation expense includes operating, selling, general and administrative expenses for payroll expense, benefits, related taxes, share-based compensation and other employee costs.

(2) Rent expense includes rent and variable operating lease components, related to insurance and common area maintenance included in selling, general and administrative expenses. Rent expense related to supply chain is included in cost of sales, including warehouse and delivery expenses.

(3) Other segment items include service charges, insurance expense, vehicle expense, real estate taxes, utilities expense and other operating expenses.

The following table presents the Company's net sales classified by geography:

(in thousands)	Year Ended August 29, 2026	August 30, 2025	August 31, 2024
In the United States	$ 17,613,832	$ 16,671,606	$ 16,219,570
Outside the United States	2,724,723	2,267,111	2,270,698
Total	$ 20,338,555	$ 18,938,717	$ 18,490,268

The following table presents the Company's long-lived assets, consisting primarily of property and equipment, less accumulated depreciation and amortization and operating lease right-of-use assets, classified by geography:

(in thousands)	August 29, 2026	August 30, 2025
In the United States	$ 9,543,736	$ 8,847,597
Outside the United States	1,982,763	1,409,578
Total	$ 11,526,499	$ 10,257,175

Item 9. Changes In and Disagreements with Accountants on Accounting and Financial Disclosure

Not applicable.

Item 9A. Controls and Procedures

Evaluation of Disclosure Controls and Procedures

As of August 29, 2026, an evaluation was performed under the supervision and with the participation of AutoZone's management, including the Chief Executive Officer and the 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 the Chief Financial Officer, concluded that our disclosure controls and procedures were effective as of August 29, 2026.

Internal Control Over Financial Reporting

A report of AutoZone's management on our internal control over financial reporting (as such term is defined in Rule 13a-15(f) under the Exchange Act) and a report of Ernst & Young, LLP, an independent registered public accounting firm, on the effectiveness of AutoZone's internal control over financial reporting are included in Part II, Item 8 of this document and is incorporated herein by reference.

Changes in Internal Control Over Financial Reporting

As part of a multi-year system implementation, the Company began utilizing certain aspects of a new enterprise resource planning ("ERP") system during the quarter ended February 14, 2026. Eventually, this ERP system will replace our existing core financial systems. The ERP system is designed to accurately maintain the Company's financial records, process transactions and provide timely information to its management team. While we believe that this new ERP system will enhance internal controls over financial reporting, there are inherent risks in implementing a new ERP system. Accordingly, we will continue to evaluate the design and operating effectiveness of these controls.

There have been no other changes in our internal control over financial reporting (as defined in Rule 13a-15(f) of the Exchange Act) that occurred during the quarter ended August 29, 2026, that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

Attestation Report of Registered Public Accounting Firm

Our internal control over financial reporting as of August 29, 2026, has been audited by Ernst & Young, LLP, an independent registered public accounting firm, which also audited our Consolidated Financial Statements for the year ended August 29, 2026, as stated in their report included herein, which expresses an unqualified opinion on the effectiveness of our internal control over financial reporting as of August 29, 2026.

Item 9B. Other Information

None. Without limiting the generality of the foregoing, during the quarterly period ended August 29, 2026, no officer or director of the Company adopted or terminated any "Rule 10b5-1 trading agreement" or any "non-Rule 10b5-1 trading arrangement," as each item is defined in Item 408 of Regulation S-K.

Item 9C. Disclosure Regarding Foreign Jurisdictions that Prevent Inspections

Not applicable.

PART III

Certain information required by Part III is incorporated by reference from AutoZone's definitive Proxy Statement for the 2026 Annual Meeting of Stockholders to be held on December 16, 2026 (our "Proxy Statement"). Except for those portions specifically incorporated in this Annual Report on Form 10-K by reference to the Proxy Statement, no other portions of the Proxy Statement are deemed to be filed as part of this Annual Report on Form 10-K.

Item 10. Directors, Executive Officers and Corporate Governance

The information set forth in Part I, Item 1 of this document in the section entitled "Information about our Executive Officers," is incorporated herein by reference in response to this item. Additionally, the information contained in AutoZone, Inc.'s Proxy Statement relating to our 2026 Annual Meeting of Stockholders, in the sections entitled "Corporate Governance Matters," "Proposal 1 – Election of Directors" and "Delinquent Section 16(a) Reports," is incorporated herein by reference in response to this item.

The Company has adopted a Code of Ethical Conduct for Financial Executives that applies to its chief executive officer, chief financial officer, controller and other financial executives. The Company has made the Code of Ethical Conduct available at www.autozone.com, which can be accessed by clicking "Investor Relations" located at the bottom of the page.

We have adopted insider trading policies and procedures that we believe are reasonably designed to promote compliance with insider trading laws, rules and regulations and applicable listing standards. Our Insider Trading Policy states that our directors, officers, and employees are prohibited from trading in securities of AutoZone and other companies while in possession of material, nonpublic information and also that our employees are prohibited from disclosing material, nonpublic information of AutoZone or another publicly traded company to others who may trade on the basis of that information. Additionally, our policy also describes the Company's procedures relating to quarterly and non-routine quiet periods during which time directors, officers and designated employees are prohibited from entering into certain transactions involving AutoZone securities. In addition, directors and officers of the Company are required, in all circumstances, to obtain prior approval of transactions involving AutoZone securities. The foregoing summary of our insider trading policies and procedures does not purport to be complete and is qualified by reference to our Insider Trading Policy filed as an exhibit to this Annual Report on Form 10-K.

Item 11. Executive Compensation

The information contained in AutoZone, Inc.'s Proxy Statement relating to our 2026 Annual Meeting of Stockholders, in the section entitled "Compensation Discussion & Analysis," is incorporated herein by reference in response to this item.

Item 12. Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters

The information contained in AutoZone, Inc.'s Proxy Statement relating to our 2026 Annual Meeting of Stockholders, in the sections entitled "Share Ownership of Directors and Executive Officers," "Share Ownership of Certain Beneficial Owners" and "Equity Compensation Plans" is incorporated herein by reference in response to this item.

Item 13. Certain Relationships and Related Transactions, and Director Independence

The information contained in AutoZone, Inc.'s Proxy Statement relating to our 2026 Annual Meeting of Stockholders, in the sections entitled "Related Party Transactions" and "Governance Framework – Director Independence" is incorporated herein by reference in response to this item.

Item 14. Principal Accounting Fees and Services

The information contained in AutoZone, Inc.'s Proxy Statement relating to our 2026 Annual Meeting of Stockholders, in the section entitled "Proposal 2 – Ratification of Independent Registered Public Accounting Firm," is incorporated herein by reference in response to this item.

PART IV

Item 15. Exhibits and Financial Statement Schedules

The following information required under this item is filed as part of this report.

(a) Financial Statements

The following financial statements, related notes and reports of independent registered public accounting firm are filed with this Annual Report on Form 10-K in Part II, Item 8:

Reports of Independent Registered Public Accounting Firm
Consolidated Statements of Income for the fiscal years ended August 29, 2026, August 30, 2025, and August 31, 2024
Consolidated Statements of Comprehensive Income for the fiscal years ended August 29, 2026, August 30, 2025 and August 31, 2024
Consolidated Balance Sheets as of August 29, 2026 and August 30, 2025
Consolidated Statements of Cash Flows for the fiscal years ended August 29, 2026, August 30, 2025 and August 31, 2024
Consolidated Statements of Stockholders' Deficit for the fiscal years ended August 29, 2026, August 30, 2025 and August 31, 2024
Notes to Consolidated Financial Statements

(b) 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	Indenture dated as of August 8, 2003, between AutoZone, Inc. and Bank One Trust Company, N.A. Incorporated by reference to Exhibit 4.1 to the Registration Statement on Form S-3 (No. 333-107828) filed August 11, 2003.
4.2	Agreement of Resignation, Appointment and Acceptance by and among AutoZone, Inc., The Bank of New York Mellon Trust Company, N.A., as prior Trustee, and Regions Bank, as successor Trustee, dated January 29, 2019. Incorporated by reference to Exhibit 4.2 to the Registration Statement on Form S-3 (No. 333-230719), filed April 4, 2019).
4.3	Officers' Certificate dated April 18, 2017, pursuant to Section 3.2 of the Indenture dated August 8, 2003, setting forth the terms of the 3.750% Senior Notes due 2027. Incorporated by reference to Exhibit 4.1 to the Current Report on Form 8-K dated April 18, 2017.
4.4	Form of 3.750% Senior Notes due 2027. Incorporated by reference to Exhibit 4.2 to the Current Report on Form 8-K dated April 18, 2017.

4.5	Officers' Certificate dated April 18, 2019, pursuant to Section 3.2 of the Indenture dated August 8, 2003, setting forth the terms of the 3.750% Senior Notes due 2029. Incorporated by reference to Exhibit 4.2 to the Current Report on Form 8-K dated April 18, 2019.
4.6	Form of 3.750% Senior Notes due 2029. Incorporated by reference to Exhibit 4.4 to the Current Report on Form 8-K dated April 18, 2019.
4.7	Officers' Certificate dated March 30, 2020, pursuant to Section 3.2 of the Indenture, dated August 8, 2003, setting forth the terms of the 4.000% Senior Notes due 2030. Incorporated by reference to Exhibit 4.2 to the Current Report on Form 8-K dated March 30, 2020.
4.8	Form of 4.000% Senior Notes due 2030. Incorporated by reference to Exhibit 4.4 to the Current Report on Form 8-K dated March 30, 2020.
4.9	Form of 4.000% Senior Notes due 2030. Incorporated by reference to Exhibit 4.5 to the Current Report on Form 8-K dated March 30, 2020.
4.10	Form of 1.650% Senior Notes due 2031. Incorporated by reference to Exhibit 4.2 to the Current Report on Form 8-K dated August 14, 2020.
4.11	Form of 1.650% Senior Notes due 2031. Incorporated by reference to Exhibit 4.3 to the Current Report on Form 8-K dated August 14, 2020.
4.12	Officers' Certificate dated August 14, 2020, pursuant to Section 3.2 of the Indenture, dated August 8, 2003, setting forth the terms of the 1.650% Senior Notes due 2031. Incorporated by reference to Exhibit 4.1 to the Current Report on Form 8-K dated August 14, 2020.
4.13	Officers' Certificate dated August 1, 2022, pursuant to Section 3.2 of the Indenture dated August 8, 2003, setting forth the terms of the 4.750% Senior Notes due 2032. Incorporated by reference to Exhibit 4.1 to the Current Report on Form 8-K dated August 1, 2022.
4.14	Form of 4.750% Senior Notes due 2032. Incorporated by reference to Exhibit 4.2 to the Current Report on Form 8-K dated August 1, 2022.
4.15	Officers' Certificate dated January 27, 2023, pursuant to Section 3.2 of the Indenture dated August 8, 2003, setting forth the terms of the 4.500% Senior Notes due 2028. Incorporated by reference to Exhibit 4.1 to the Current Report on Form 8-K dated January 27, 2023.
4.16	Officers' Certificate dated January 27, 2023, pursuant to Section 3.2 of the Indenture dated August 8, 2003, setting forth the terms of the 4.750% Senior Notes due 2033. Incorporated by reference to Exhibit 4.2 to the Current Report on Form 8-K dated January 27, 2023.
4.17	Form of 4.500% Senior Notes due 2028. Incorporated by reference to Exhibit 4.1 to the Current Report on Form 8-K dated January 27, 2023.
4.18	Form of 4.750% Senior Notes due 2033. Incorporated by reference to Exhibit 4.2 to the Current Report on Form 8-K dated January 27, 2023.
4.19	Officers' Certificate dated July 21, 2023, pursuant to Section 3.2 of the Indenture dated August 8, 2003, setting forth the terms of the 5.200% Senior Notes due 2033. Incorporated by reference to Exhibit 4.2 to the Current Report on Form 8-K dated July 21, 2023.

4.20	Form of 5.200% Note due 2033. Incorporated by reference to Exhibit 4.2 to the Current Report on Form 8-K dated July 21, 2023.
4.21	Officers' Certificate dated October 25, 2023, pursuant to Section 3.2 of the Indenture dated August 8, 2003, setting forth the terms of the 6.250% Senior Notes due 2028. Incorporated by reference to Exhibit 4.1 to the Current Report on Form 8-K dated October 25, 2023.
4.22	Officers' Certificate dated October 25, 2023, pursuant to Section 3.2 of the Indenture dated August 8, 2003, setting forth the terms of the 6.550% Senior Notes due 2033. Incorporated by reference to Exhibit 4.2 to the Current Report on Form 8-K dated October 25, 2023.
4.23	Form of 6.250% Note due 2028. Incorporated by reference to Exhibit 4.1 to the Current Report on Form 8-K dated October 25, 2023.
4.24	Form of 6.550% Note due 2033. Incorporated by reference to Exhibit 4.2 to the Current Report on Form 8-K dated October 25, 2023.
4.25	Officers' Certificate dated June 28, 2024, pursuant to Section 3.2 of the Indenture dated August 8, 2003, setting forth the terms of the 5.100% Senior Notes due 2029. Incorporated by reference to Exhibit 4.1 to the Current Report on Form 8-K dated June 28, 2024.
4.26	Officers' Certificate dated June 28, 2024, pursuant to Section 3.2 of the Indenture dated August 8, 2003, setting forth the terms of the 5.400% Senior Notes due 2034. Incorporated by reference to Exhibit 4.2 to the Current Report on Form 8-K dated June 28, 2024.
4.27	Form of 5.100% Note due 2029. Incorporated by reference to Exhibit 4.1 to the Current Report on Form 8-K dated June 28, 2024.
4.28	Form of 5.400% Note due 2034. Incorporated by reference to Exhibit 4.2 to the Current Report on Form 8-K dated June 28, 2024.
4.29	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.
4.30	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.
4.31	Officers' Certificate dated July 14, 2026, pursuant to Section 3.2 of the Indenture dated August 8, 2003, setting forth the terms of the 4.950% Senior Notes due 2031. Incorporated by reference to Exhibit 4.1 to the Current Report on Form 8-K dated July 14, 2026.
4.32	Form of 4.950% Senior Notes due 2031. Incorporated by reference to Exhibit 4.1 to the Current Report on Form 8-K dated July 14, 2026.
4.33	Description of Securities of AutoZone, Inc. Incorporated by reference to Exhibit 4.24 to the Annual Report on Form 10-K dated October 28, 2019.
*10.1	Second Amended and Restated 1998 Director Compensation Plan. Incorporated by reference to Exhibit 10.2 to the Annual Report on Form 10-K for the fiscal year ended August 26, 2000.

*10.2	AutoZone, Inc. 2003 Director Compensation Plan. Incorporated by reference to Appendix D to the definitive proxy statement dated November 1, 2002, for the Annual Meeting of Stockholders held December 12, 2002.
*10.3	Amended and Restated AutoZone, Inc. 2003 Director Compensation Plan. Incorporated by reference to Exhibit 99.2 to the Current Report on Form 8-K dated January 4, 2008.
*10.4	Form of non-compete and non-solicitation agreement for Section 16 executive officers and by AutoZone, Inc. Incorporated by reference to Exhibit 10.5 to the Annual Report on Form 10-K for the fiscal year ended August 26, 2023.
*10.5	Agreement dated February 14, 2008, between AutoZone, Inc. and William C. Rhodes, III. Incorporated by reference to Exhibit 99.4 to the Current Report on Form 8-K dated February 15, 2008.
*10.6	AutoZone, Inc. 2011 Equity Incentive Award Plan. Incorporated by reference to Exhibit A to the definitive proxy statement dated October 25, 2010, for the Annual Meeting of Stockholders held December 15, 2010.
*10.7	Form of Letter Agreement dated as of December 14, 2010, amending certain Stock Option Agreements of executive officers. Incorporated by reference to Exhibit 10.4 to the Quarterly Report on Form 10-Q dated December 16, 2010.
*10.8	Form of Stock Option Agreement under the 2011 Equity Incentive Award Plan. Incorporated by reference to Exhibit 10.2 to the Quarterly Report on Form 10-Q dated March 17, 2011.
*10.9	Form of Stock Option Agreement under the 2011 Equity Incentive Award Plan for officers effective September 27, 2011. Incorporated by reference to Exhibit 10.37 to the Annual Report on Form 10-K for the fiscal year ended August 27, 2011.
*10.10	AutoZone, Inc. Enhanced Severance Pay Plan. Incorporated by reference to Exhibit 10.12 to the Annual Report on Form 10-K for the fiscal year ended August 27, 2022.
*10.11	Form of Stock Option Agreement under the 2011 Equity Incentive Award Plan for certain executive officers effective September 27, 2011. Incorporated by reference to Exhibit 10.38 to the Annual Report on Form 10-K for the fiscal year ended August 27, 2011.
*10.12	Agreement dated January 2, 2024 with Philip B. Daniele, III. Incorporated by reference to Exhibit 10.1 to the Current Report on Form 8-K dated January 3, 2024.
*10.13	Amended and Restated AutoZone, Inc. Executive Deferred Compensation Plan dated June 13, 2023. Incorporated by reference to Exhibit 10.13 to the Annual Report on Form 10-K for the Fiscal year ended August 26, 2023.
*10.14	AutoZone, Inc. Director Compensation Program effective January 1, 2022. Incorporated by reference to Exhibit 10.17 to the Annual Report on Form 10-K for the fiscal year ended August 26, 2023.
*10.15	AutoZone, Inc. Director Compensation Program effective January 1, 2024. Incorporated by reference to Exhibit 10.2 to the Quarterly Report on Form 10-Q dated March 15, 2024.

*10.16	Amended and Restated AutoZone, Inc. 2011 Equity Incentive Award Plan dated December 16, 2015. Incorporated by reference to Exhibit A to the definitive proxy statement dated October 26, 2015, for the Annual Meeting of Stockholders held December 16, 2015.
*10.17	AutoZone, Inc. Sixth Amended and Restated Executive Stock Purchase Plan. Incorporated by reference to Exhibit A to the definitive proxy statement dated October 24, 2016, for the Annual Meeting of Stockholders held December 14, 2016.
*10.18	Form of Restricted Stock Unit Grant Notice and Restricted Stock Unit Award Agreement under the 2011 Equity Incentive Award Plan for officers effective September 27, 2011. Incorporated by reference to Exhibit 10.1 to the Quarterly Report on Form 10-Q dated December 17, 2018.
*10.19	AutoZone, Inc. 2020 Omnibus Incentive Award Plan. Incorporated by reference to Exhibit 10.1 to the Current Report on Form 8-K dated December 17, 2020.
*10.20	Form of Grant Notice and Award Agreement for Stock Options granted to Officers under the AutoZone, Inc. 2020 Omnibus Incentive Award Plan. Incorporated by reference to Exhibit 10.2 to the Current Report on Form 8-K dated December 17, 2020.
*10.21	Form of Grant Notice and Award Agreement for Restricted Stock Units granted to Officers under the AutoZone, Inc. 2020 Omnibus Incentive Award Plan. Incorporated by reference to Exhibit 10.3 to the Current Report on Form 8-K dated December 17, 2020.
*10.22	Form of Grant Notice and Award Agreement for Restricted Stock Units granted to Directors under the AutoZone, Inc. 2020 Omnibus Incentive Award Plan. Incorporated by reference to Exhibit 10.4 to the Current Report on Form 8-K dated December 17, 2020.
10.23	Fourth Amended and Restated Credit Agreement dated as of November 15, 2021, among AutoZone, Inc. as Borrower, the lenders party thereto and Bank of America, N.A. as Administrative Agent, incorporated by reference to Exhibit 10.1 of the Current Report on Form 8-K dated November 16, 2021.
10.24	First Amendment to Credit Agreement, dated as of November 15, 2022, 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, incorporated by reference to Exhibit 10.1 to the Quarterly Report on Form 10-Q for the fiscal quarter ended November 19, 2022.
*10.25	Amendment No. 1 to the AutoZone, Inc. 2020 Omnibus Incentive Award Plan. Incorporated by reference to Exhibit 10.34 to the Annual Report on Form 10-K for the fiscal year ended August 28, 2021.
*10.26	Form of Grant Notice and Award Agreement for Stock Options granted to Officers under the AutoZone, Inc. 2020 Omnibus Incentive Award Plan. Incorporated by reference to Exhibit 10.27 to the Annual Report on Form 10-K for the fiscal year ended August 26, 2023.
*10.27	Form of Grant Notice and Award Agreement for Restricted Stock Units granted to Officers under the AutoZone, Inc. 2020 Omnibus Incentive Award Plan. Incorporated by reference to Exhibit 10.28 to the Annual Report on Form 10-K for the fiscal year ended August 26, 2023.

10.28	Master Extension Agreement, dated November 15, 2024, 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. Incorporated by reference to Exhibit 10.1 to the quarterly Report on Form 10-Q for the fiscal quarter ended November 23, 2024.
*10.29	Form of Grant Notice and Award Agreement for Stock Options granted to Officers under the AutoZone, Inc. 2020 Omnibus Incentive Award Plan (Extended Vesting). Incorporated by reference to Exhibit 10.1 to the Quarterly Report on Form 10-Q for the fiscal quarter ended February 15, 2025.
*10.30	Form of Grant Notice and Award Agreement for Stock Options granted to Officers under the AutoZone, Inc. 2020 Omnibus Incentive Award Plan (Global). Incorporated by reference to Exhibit 10.1 to the Quarterly Report on Form 10-Q for the fiscal quarter ended November 22, 2025.
*10.31	Form of Grant Notice and Award Agreement for Restricted Stock Units granted to Officers under the AutoZone, Inc. 2020 Omnibus Incentive Award Plan (Global). Incorporated by reference to Exhibit 10.2 to the Quarterly Report on Form 10-Q for the fiscal quarter ended November 22, 2025.
*10.32	AutoZone, Inc. Director Compensation Program effective January 1, 2026. Incorporated by reference to Exhibit 10.1 to the Quarterly Report on Form 10-Q for the fiscal quarter ended February 14, 2026.
10.33	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. Incorporated by reference to Exhibit 10.1 to the Quarterly Report on Form 10-Q for the fiscal quarter ended May 10, 2025.
19.1	AutoZone, Inc. Insider Trading Policy. Incorporated by reference to Exhibit 19.1 to the Annual Report on Form 10-K for the fiscal year ended August 31, 2024.
21.1	Subsidiaries of the Registrant.
23.1	Consent of Independent Registered Public Accounting Firm.
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.
97	AutoZone, Inc. Clawback Policy. Incorporated by reference to Exhibit 97 to the Annual Report on Form 10-K for the fiscal year ended August 26, 2023.

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 Document
101.LAB	Inline XBRL Taxonomy Extension Labels Document
101.PRE	Inline XBRL Taxonomy Extension Presentation Document
101.DEF	Inline XBRL Taxonomy Extension Definition Document
104	Cover Page Inline XBRL File

* Management contract or compensatory plan or arrangement.

** Certificate of Principal Executive Officer furnished pursuant to Item 601(b)(32)(ii) of Regulation S-K.

c) Financial Statement Schedules

Schedules are omitted because the information is not required or because the information required is included in the financial statements or notes thereto.

Item 16. Form 10-K Summary

None.

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) 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/ Philip B. Daniele, III
Philip B. Daniele, III
President and Chief Executive Officer
(Principal Executive Officer)

Dated: October 26, 2026

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the Registrant and in the capacities and on the dates indicated:

SIGNATURE	TITLE	DATE
/s/ PHILIP B. DANIELE, III Philip B. Daniele, III	President and Chief Executive Officer (Principal Executive Officer)	October 26, 2026
/s/ JAMERE JACKSON Jamere Jackson	Chief Financial Officer (Principal Financial Officer)	October 26, 2026
/s/ J. SCOTT MURPHY J. Scott Murphy	Vice President and Controller (Principal Accounting Officer)	October 26, 2026
/s/ WILLIAM C. RHODES, III William C. Rhodes, III	Executive Chairman	October 26, 2026
/s/ MICHAEL A. GEORGE Michael A. George	Director	October 26, 2026
/s/ LINDA A. GOODSPEED Linda A. Goodspeed	Director	October 26, 2026
/s/ EARL G. GRAVES, JR. Earl G. Graves, Jr.	Director	October 26, 2026
/s/ BRIAN HANNASCH Brian Hannasch	Director	October 26, 2026
/s/ GALE V. KING Gale V. King	Director	October 26, 2026
/s/ CLAIRE R. MCDONOUGH Claire R. McDonough	Director	October 26, 2026
/s/ GEORGE R. MRKONIC, JR George R. Mrkonic, Jr.	Director	October 26, 2026
/s/ JILL A. SOLTAU Jill A. Soltau	Director	October 26, 2026
/s/ CONSTANTINO SPAS MONTESINOS Constantino Spas Montesinos	Director	October 26, 2026

Exhibit 21.1

SUBSIDIARIES OF THE REGISTRANT

NAME	STATE OR COUNTRY OF ORGANIZATION OR INCORPORATION
ALLDATA LLC	Nevada
AutoZone de México, S. de R.L. de C.V.	Mexico
AutoZone Development LLC	Nevada
AutoZone International Holdings, Inc.	Nevada
AutoZone IP LLC	Nevada
AutoZone Latin America Holdings LLC	Nevada
AutoZone Northeast LLC	Nevada
AutoZone Parts, Inc.	Nevada
AutoZone Stores LLC	Nevada
AutoZone Texas LLC	Nevada
AutoZone West LLC	Nevada
AutoZoners, LLC	Nevada
Riverside Captive Insurance Company	Arizona

In addition, 30 subsidiaries organized in the United States and 24 subsidiaries organized outside of the United States have been omitted as they would not, considered in the aggregate as a single subsidiary, constitute a significant subsidiary as defined by Rule 1-02(w) of Regulation S-X.

Exhibit 23.1

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We consent to 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-3 ASR 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-8 No. 333-171186) pertaining to the AutoZone, Inc. 2011 Equity Incentive Award Plan

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

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

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

Registration Statement (Form S-3 ASR No. 333-297291) pertaining to a shelf registration to sell debt securities

of our reports dated October 26, 2026, with respect to the consolidated financial statements of AutoZone, Inc. and the effectiveness of internal control over financial reporting of AutoZone, Inc., included in this Annual Report (Form 10-K) of AutoZone, Inc. for the year ended August 29, 2026.

/s/ Ernst & Young LLP

Memphis, Tennessee
October 26, 2026

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 Annual Report on Form 10-K 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.

October 26, 2026

/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 Annual Report on Form 10-K 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.

October 26, 2026

/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 Annual Report of AutoZone, Inc. (the "Company") on Form 10-K for the fiscal year ended August 29, 2026 as filed with the SEC 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.

October 26, 2026

/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 Annual Report of AutoZone, Inc. (the "Company") on Form 10-K for the fiscal year ended August 29, 2026, as filed with the SEC 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.

October 26, 2026

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