

AMAZON COM INC  
Form 8-K  
June 12, 2009

**SECURITIES AND EXCHANGE COMMISSION**

**WASHINGTON, D.C. 20549**

**FORM 8-K**

**CURRENT REPORT**

**PURSUANT TO SECTION 13 OR 15(d) OF THE  
SECURITIES EXCHANGE ACT OF 1934**

JUNE 11, 2009

DATE OF REPORT

(DATE OF EARLIEST EVENT REPORTED)

**AMAZON.COM, INC.**

(EXACT NAME OF REGISTRANT AS SPECIFIED IN CHARTER)

**DELAWARE**  
(STATE OR OTHER JURISDICTION  
OF INCORPORATION)

**000-22513**  
(COMMISSION FILE NO.)

**91-1646860**  
(IRS EMPLOYER  
IDENTIFICATION NO.)

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1200 12TH AVENUE SOUTH, SUITE 1200, SEATTLE, WASHINGTON 98144

(ADDRESS OF PRINCIPAL EXECUTIVE OFFICES, INCLUDING ZIP CODE)

(206) 266-1000

(REGISTRANT'S TELEPHONE NUMBER, INCLUDING AREA CODE)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

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**ITEM 7.01. REGULATION FD DISCLOSURE**

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**ITEM 7.01. REGULATION FD DISCLOSURE**

On June 11, 2009, Amazon.com entered into a settlement agreement in its lawsuit with Toys R Us, Inc., and its affiliates, with terms that include, among other things, (i) a one-time payment from Amazon.com of \$51 million in the third quarter 2009, substantially all of which was unanticipated and will be charged to Other operating expense in the second quarter, (ii) dismissal of all claims and counterclaims, and (iii) mutual releases.

**Forward Looking Statement**

This announcement contains forward-looking statements within the meaning of Section 27A of the Securities Act of 1933 and Section 21E of the Securities Exchange Act of 1934. Actual results may differ significantly from management's expectations. These forward-looking statements involve risks and uncertainties that include, among others, risks related to competition, management of growth, new products, services and technologies, potential fluctuations in operating results, international expansion, outcomes of legal proceedings and claims, fulfillment center optimization, seasonality, commercial agreements, acquisitions and strategic transactions, foreign exchange rates, system interruption, inventory, government regulation and taxation, payments and fraud. More information about factors that potentially could affect Amazon.com's financial results is included in Amazon.com's filings with the Securities and Exchange Commission, including its most recent Annual Report on Form 10-K and subsequent filings.

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

**AMAZON.COM, INC. (REGISTRANT)**

By: **/s/ L. Michelle Wilson**  
**L. Michelle Wilson**  
**Senior Vice President**

Dated: June 12, 2009