# UNITED STATES 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

May 3, 2024
Date of Report
(Date of earliest event reported)

## AMAZON.COM, INC.

(Exact name of registrant as specified in its charter)

Delaware (State or other jurisdiction of incorporation) 000-22513

(Commission File Number)

91-1646860

(IRS Employer Identification No.)

410 Terry Avenue North, Seattle, Washington 98109-5210 (Address of principal executive offices, including Zip Code)

(206) 266-1000 (Registrant's telephone number, including area code)

|       | <del>-</del>  |   | <b>=</b>   |          |
|-------|---|---|--|----------|
| Chec  | the appropriate box below if the Form 8-K filing is intended  | d to simultaneously satisfy the filing ob                           | oligation of the registrant under any of the following provi-          | sions:   |
|       | Written communications pursuant to Rule 425 under the Se Soliciting material pursuant to Rule 14a-12 under the Excha Pre-commencement communications pursuant to Rule 14d-Pre-commencement communications pursuant to Rule 13e- | ange Act (17 CFR 240.14a-12)<br>2(b) under the Exchange Act (17 CFR |  |          |
|       | Securities re   | registered pursuant to Section 12(b) o                              | f the Act:   |          |
|       | Title of Each Class Common Stock, par value \$.01 per share   | Trading Symbol(s)<br>AMZN   | Name of Each Exchange on Which Register<br>Nasdaq Global Select Market | ed       |
|       | ate by check mark whether the registrant is an emerging grow 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of  |   | the Securities Act of 1933 (§230.405 of this chapter) or               |          |
|       |   |   | Emerging growth company  |          |
|       | emerging growth company, indicate by check mark if the regical accounting standards provided pursuant to Section 13(a)  |   | led transition period for complying with any new or revise             | ed 🗆     |
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Bylaws (the "Bylaws") to provide that the Court of Chancery of the State of Delaware is the exclusive forum for certain state corporate law or shareholder derivative claims, and that the federal district courts of the United States of America are the exclusive forum for the resolution of any action asserting a claim under the Securities Act of 1933, as amended, in each case to the fullest extent permitted by law and unless the Company consents in writing to the selection of an alternative forum.

The foregoing summary of the amendments to the Bylaws does not purport to be complete and is qualified in its entirety by reference to the full text of the Bylaws, a copy of which is filed as Exhibit 3.2 hereto.

#### ITEM 9.01. FINANCIAL STATEMENTS AND EXHIBITS.

(d) Exhibits.

| Exhibit<br>Number   | <u>Description</u>   |
|---------------------|--|
| 3.2<br>104          | Amended and Restated Bylaws of the Company.  The cover page from this Current Report on Form 8-K, formatted in Inline XBRL (included as Exhibit 101).                      |
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|                     | SIGNATURES   |
| Pursu<br>duly autho | uant 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 orized. |
|                     | AMAZON.COM, INC. (REGISTRANT)  |
|                     | By: /s/ Mark F. Hoffman  |
|                     | Mark F. Hoffman<br>Vice President and Secretary  |
| Dated: M            | ay 3, 2024   |