

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

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**FORM 8-K**

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**CURRENT REPORT**

**Pursuant to Section 13 or 15(d) of the  
Securities Exchange Act of 1934**

**January 5, 2023  
Date of Report  
(Date of earliest event reported)**

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**AMAZON.COM, INC.**  
(Exact name of registrant as specified in its charter)

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**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)

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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))

**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, par value \$.01 per share | AMZN              | Nasdaq Global Select Market               |

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

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. ☐

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**ITEM 5.03. AMENDMENTS TO ARTICLES OF INCORPORATION OR BYLAWS; CHANGE IN FISCAL YEAR.**

On January 5, 2023, the Board of Directors of Amazon.com, Inc. (the “Company”) approved and adopted amendments to the Company’s Amended and Restated Bylaws (the “Bylaws”) to: (i) reflect recent amendments to, and align certain provisions with, the Delaware General Corporation Law; (ii) implement procedural and disclosure requirements for director nominees and shareholders proposing director nominees and other business for consideration at the Company’s annual or special meetings of shareholders, including to address the U.S. Securities and Exchange Commission’s recently adopted “universal proxy card” rules; (iii) address the conduct of annual or special meetings of shareholders; and (iv) make technical and conforming revisions and clarifications.

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.*

| <u>Exhibit<br/>Number</u> | <u>Description</u>                                                                                       |
|---------------------------|----------------------------------------------------------------------------------------------------------|
| 3.2                       | <a href="#">Amended and Restated Bylaws of the Company.</a>                                              |
| 104                       | The cover page from this Current Report on Form 8-K, formatted in Inline XBRL (included as Exhibit 101). |

## 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)

Dated: January 6, 2023

By: /s/ David A. Zapolsky  
**David A. Zapolsky**  
**Senior Vice President**