UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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)

 $\begin{tabular}{ll} (206)\,266-1000 \\ (Registrant's telephone number, including area code) \\ \end{tabular}$

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 ClassCommon Stock, par value \$.01 per share

Trading Symbol(s)
AMZN

Name of Each Exchange on Which Registered 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 May 3, 2024, 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 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.

	ITFM 9.01.	FINANCIAL	STATEMENTS	AND EXHIBITS:
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Exhibit Description Number 3.2 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

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) /s/ Mark F. Hoffman Mark F. Hoffman Vice President and Secretary Dated: May 3, 2024