

CARMAX INC  
Form 8-K  
April 17, 2015

**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**

**Date of Report (Date of earliest event reported): April 13, 2015**

**CARMAX, INC.**

**(Exact name of registrant as specified in its charter)**

**Virginia**  
**(State or other jurisdiction**  
  
**of incorporation)**

**1-31420**  
**(Commission**  
  
**File Number)**

**54-1821055**  
**(I.R.S. Employer**  
  
**Identification No.)**

**12800 Tuckahoe Creek Parkway**

**Richmond, Virginia**  
**(Address of principal executive offices)**

**23238**  
**(Zip Code)**

**Registrant's telephone number, including area code: (804) 747-0422**

**Not applicable**

**(Former name or former address, if changed since last report)**

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))

---

**Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

On April 13, 2015, the CarMax, Inc. (the Company) Board of Directors (the Board) elected Marcella Shinder to serve as a director of the Company. The Board also appointed Ms. Shinder to the Audit Committee of the Board.

The Board has determined that Ms. Shinder qualifies as an independent director under New York Stock Exchange listing standards. There are no family relationships between Ms. Shinder and any director or executive officer of the Company or any related party transactions involving Ms. Shinder and the Company. There is no arrangement or understanding between Ms. Shinder and any other person pursuant to which she was selected as a director. Ms. Shinder will participate in our non-employee director compensation program, which consists of an annual cash retainer, annual grant of restricted common stock and committee fees.

A copy of the Company's press release announcing the election of Ms. Shinder is attached hereto as Exhibit 99.1 and is incorporated herein by reference into this Item 5.02

**Item 5.03. Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.**

The Board of CarMax approved an amendment to Section 2.2 of the Company's Bylaws as amended and restated (the Bylaws), effective April 13, 2015. The amendment increased the number of directors serving on the Board from ten (10) to eleven (11).

**Item 9.01. Financial Statements and Exhibits.**

(d) Exhibits.

Exhibit

Number	Description of Exhibit
3.1	CarMax, Inc. Bylaws, as amended and restated April 13, 2015
99.1	Press Release, dated April 17, 2015, issued by CarMax, Inc., entitled CarMax Board Elects New Director

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.

**CARMAX, INC.**

(Registrant)

Dated: April 17, 2015

By: /s/ Eric M. Margolin  
Eric M. Margolin  
Senior Vice President,  
General Counsel and Corporate Secretary

INDEX TO EXHIBITS

Exhibit Number	Exhibit
3.1	CarMax, Inc. Bylaws, as amended and restated April 13, 2015
99.1	Press Release, dated April 17, 2015, issued by CarMax, Inc., entitled CarMax Board Elects New Director