

CARMAX INC  
Form 8-K  
June 24, 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): June 22, 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 5.07. Submission of Matters to a Vote of Security Holders.**

On June 22, 2015, CarMax, Inc. (the Company) held its 2015 Annual Meeting of Shareholders. The following actions were taken:

1. The shareholders re-elected the following directors to the Board, each for a one-year term expiring at the 2016 Annual Meeting of Shareholders, pursuant to the vote set forth below.

| <b>Director</b>      | <b>Votes For</b> | <b>Votes Against</b> | <b>Votes Abstaining</b> |
|----------------------|------------------|----------------------|-------------------------|
| Ronald E. Blaylock   | 179,093,991      | 242,899              | 209,624                 |
| Thomas J. Folliard   | 179,205,682      | 193,104              | 147,728                 |
| Rakesh Gangwal       | 179,254,341      | 85,462               | 206,711                 |
| Jeffrey E. Garten    | 178,921,722      | 477,266              | 147,526                 |
| Shira D. Goodman     | 179,094,685      | 246,712              | 205,117                 |
| W. Robert Grafton    | 178,030,386      | 1,368,791            | 147,337                 |
| Edgar H. Grubb       | 179,088,481      | 252,197              | 205,836                 |
| Marcella Shinder     | 178,955,761      | 444,767              | 145,986                 |
| Mitchell D. Steenrod | 178,185,526      | 1,153,796            | 207,192                 |
| Thomas G. Stemberg   | 178,804,144      | 595,737              | 146,633                 |
| William R. Tiefel    | 177,734,351      | 1,659,653            | 152,510                 |

There were 11,701,178 broker non-votes for each director.

2. The shareholders ratified the selection of KPMG LLP as the Company's independent registered public accounting firm for fiscal year 2016 pursuant to the vote set forth below.

| <b>Votes For</b> | <b>Votes Against</b> | <b>Votes Abstaining</b> |
|------------------|----------------------|-------------------------|
| 185,438,613      | 5,675,371            | 133,708                 |

3. The shareholders approved the non-binding advisory resolution related to the compensation of our named executive officers pursuant to the vote set forth below.

| <b>Votes For</b> | <b>Votes Against</b> | <b>Votes Abstaining</b> |
|------------------|----------------------|-------------------------|
| 172,775,452      | 4,974,322            | 1,796,740               |

There were 11,701,178 broker non-votes related to this vote.

**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.

**CARMAX, INC.**

(Registrant)

Dated: June 24, 2015

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