
**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**

June 25, 2024
Date of Report (date of earliest event reported)

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

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 (see General Instruction A.2. below):

- ☐ 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:

<u>Title of each class</u>	<u>Trading Symbol(s)</u>	<u>Name of each exchange on which registered</u>
Common Stock	KMX	New York Stock Exchange

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.

☐

Item Submission of Matters to a Vote of Security Holders.
5.07.

On June 25, 2024, the Company held its 2024 Annual Meeting of Shareholders. The following actions were taken:

1. The shareholders elected the following directors to the Board, each for a one-year term expiring at the 2025 Annual Meeting of Shareholders, pursuant to the vote set forth below.

Director	Votes For	Votes Against	Votes Abstaining
Peter J. Bensen	134,270,395	741,518	848,834
Ronald E. Blaylock	129,906,221	5,095,116	859,410
Sona Chawla	134,166,704	850,229	843,814
Thomas J. Folliard	130,731,002	4,284,452	845,293
Shira Goodman	123,430,723	11,587,592	842,432
David W. McCreight	134,334,723	677,283	848,741
William D. Nash	133,968,603	1,045,898	846,246
Mark F. O'Neil	134,501,861	509,628	849,258
Pietro Satriano	134,499,358	508,261	853,128
Marcella Shinder	131,727,673	3,285,543	847,531
Mitchell D. Steenrod	130,233,054	4,778,353	849,340

There were 9,811,372 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 2025 pursuant to the vote set forth below.

Votes For	Votes Against	Votes Abstaining
140,130,900	5,497,785	43,434

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.

Votes For	Votes Against	Votes Abstaining
120,308,324	13,766,949	1,785,474

There were 9,811,372 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 27, 2024

By: /s/ John M. Stuckey, III

John M. Stuckey, III

Vice President, Deputy General
Counsel

and Corporate Secretary