

---

---

**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 30, 2024**

---

**LKQ CORPORATION**

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

<b>Delaware</b> (State or other jurisdiction of incorporation or organization)	<b>001-42002</b> (Commission File Number)	<b>36-4215970</b> (IRS Employer Identification No.)
<b>500 West Madison Street, Suite 2800</b> <b>Chicago, Illinois</b> (Address of principal executive offices)		<b>60661</b> (Zip Code)

**Registrant's telephone number, including area code: (312) 621-1950**

**N/A**

**(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:

<b><u>Title of each class</u></b>	<b><u>Trading Symbol(s)</u></b>	<b><u>Name of each exchange on which registered</u></b>
<b>Common Stock, par value \$. 01 per share</b>	<b>LKQ</b>	<b>The Nasdaq Global Select Market</b>
<b>4.125% Notes due 2031</b>	<b>LKQ31</b>	<b>The Nasdaq Global Select Market</b>

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. o

---

---

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

As previously announced, on November 21, 2023, the Board of Directors (the “Board”) of LKQ Corporation (the “Company”) approved a leadership succession plan pursuant to which Dominick Zarcone retired as the Company’s President and Chief Executive Officer effective June 30, 2024. Upon his retirement, Mr. Zarcone transitioned to a position as an executive officer of the Company with the title of Executive Advisor in order to facilitate an orderly chief executive officer transition and will serve in such capacity through December 31, 2024. All elements of Mr. Zarcone’s combined annual compensation in 2024 for his service in both roles will remain the same as his annual compensation in 2023. Mr. Zarcone also remains as a member of the Board.

Effective July 1, 2024, Justin Jude, the Company’s Executive Vice President and Chief Operating Officer, was appointed President and Chief Executive Officer of the Company. In Mr. Jude’s capacity as President and Chief Executive Officer of the Company, he will receive an annual base salary of \$1,000,000 and a bonus opportunity equal to 75%, 150% and 300% of his annual base salary at threshold, target and maximum, respectively. Mr. Jude’s target bonus for 2024 will be a proration of the respective applicable percentages applied to his different salary rates in 2024, based on the portion of the year worked in each role.

Except as described herein, there are no arrangements or understandings between Mr. Jude and any other person pursuant to which Mr. Jude was selected as the Company’s President and Chief Executive Officer. Mr. Jude has no family relationships with any other executive officer or director of the Company. Mr. Jude has not been involved in any related person transactions with the Company that would require disclosure under Item 404(a) of SEC Regulation S-K. For more information regarding Mr. Jude’s background, please see Mr. Jude’s biography set forth in Part III, Item 10 of the Company’s Annual Report on Form 10-K for its fiscal year ended December 31, 2023, which is incorporated herein by reference.

---

## **SIGNATURE**

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.

Dated: July 1, 2024

## **LKQ CORPORATION**

By: /s/ Matthew J. McKay

**Matthew J. McKay**

**Senior Vice President, General Counsel and  
Corporate Secretary**