

CARMAX INC  
Form DEFA14A  
May 03, 2013

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

**Washington, D.C. 20549**

SCHEDULE 14A

Proxy Statement Pursuant to Section 14(a) of the

Securities Exchange Act of 1934

(Amendment No. \_\_ )

Filed by the Registrant ☒ x

Filed by a Party other than the Registrant ☐ ..

Check the appropriate box:

☒ Preliminary Proxy Statement

☐ **Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**

☒ Definitive Proxy Statement

☐ Definitive Additional Materials

☐ Soliciting Material Pursuant to §240.14a-12

CarMax, Inc.

**(Name of Registrant as Specified In Its Charter)**

**(Name of Person(s) Filing Proxy Statement, if other than the Registrant)**

Payment of Filing Fee (Check the appropriate box):

☒ No fee required.

☐ Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

(1) Title of each class of securities to which the transaction applies:

(2) Aggregate number of securities to which the transaction applies:

(3) Per unit price or other underlying value of the transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

(4) Proposed maximum aggregate value of the transaction:

(5) Total fee paid:

.. Fee paid previously with preliminary materials.

.. Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

(1) Amount Previously Paid:

(2) Form, Schedule or Registration Statement No.:

(3) Filing Party:

(4) Date Filed:

Important Notice Regarding the Availability of Proxy Materials for the Shareholder Meeting to be held on June 24, 2013, at 1:00 p.m. ET CARMAX, INC. The Richmond Marriott West Hotel, 4240 Dominion Boulevard, Glen Allen, Virginia 23060 COMPANY NUMBER ACCOUNT NUMBER CONTROL NUMBER This is not a ballot. You cannot use this notice to vote your shares. This communication presents only an overview of the more complete proxy materials that are available to you on the Internet. We encourage you to access and review all of the important information contained in the proxy materials before voting. If you want to receive a paper or e-mail copy of the proxy materials you must request one. There is no charge to you for requesting a copy. To facilitate timely delivery please make the request as instructed below before June 10, 2013. Please visit [www.carmaxproxy.com](http://www.carmaxproxy.com), where the following materials are available for view: • Notice of 2013 Annual Meeting of Shareholders and Proxy Statement • Form of Electronic Proxy Card • Annual Report on Form 10-K TO REQUEST MATERIAL: TELEPHONE: 888-776-9962 (international callers dial 718-921-8562) E-MAIL: [info@amstock.com](mailto:info@amstock.com) WEBSITE: [www.carmaxproxy.com](http://www.carmaxproxy.com) TO VOTE: ONLINE: To access your online proxy card, please visit [www.carmaxproxy.com](http://www.carmaxproxy.com) and follow the on-screen voting instructions. You may enter your voting instructions at [www.carmaxproxy.com](http://www.carmaxproxy.com) up until 11:59 PM ET the day before the meeting date. IN PERSON: You may vote your shares in person by attending the Annual Meeting. For directions to the Annual Meeting, please contact the Richmond Marriott West Hotel at 804-965-9500. TELEPHONE: To vote by telephone, please visit [www.carmaxproxy.com](http://www.carmaxproxy.com) to view the materials and to obtain the toll free number to call. MAIL: You may request a proxy card by following the instructions above. 1. Election of Directors for terms stated in the Proxy Statement: 2. To ratify the appointment of KPMG LLP as independent registered public accounting firm. NOMINEES: Ronald E. Blaylock Rakesh Gangwal Mitchell D. Steenrod Thomas G. Stemberg 3. To approve, in an advisory (non-binding) vote, the compensation of our named executive officers. 4. To approve amendments to the CarMax, Inc. Articles of Incorporation to declassify the Board of Directors. 5. To approve amendments to the CarMax, Inc. Articles of Incorporation to update and modify certain provisions related to indemnification. 6. To transact any other business that may properly come before the Annual Meeting or any postponements or adjournments thereof. The Board of Directors Recommends a vote "FOR" all nominees for the Election of Directors; "FOR" Proposal 2; "FOR" Proposal 3; "FOR" Proposal 4; and "FOR" Proposal 5. Please note that you cannot use this notice to vote by mail.