

CARMAX INC  
Form 8-K  
March 03, 2006

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

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**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): **February 28, 2006**

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**CARMAX, INC.**

(Exact name of registrant as specified in its charter)

<b>Virginia</b> (State or other jurisdiction of incorporation)	<b>1-31420</b> (Commission File Number)	<b>54-1821055</b> (I.R.S. Employer Identification No.)
<b>12800 Tuckahoe Creek Parkway</b> <b>Richmond, Virginia</b> (Address of principal executive offices)		<b>23238</b> (Zip Code)

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

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

On February 28, 2006, the Board of Directors of CarMax, Inc. ("the Company") approved an amendment to Section 3.5 of the Company's Amended and Restated Bylaws ("the Bylaws"). The amendment decreases the required number of Directors serving on the Company's Nominating and Governance Committee from three Directors to two Directors. The full text of the Bylaws, as amended and restated February 28, 2006, is attached as Exhibit 3.1 to this report and is incorporated by reference into this Item 5.03.

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

(d) Exhibits. The following exhibit is being furnished pursuant to Item 5.03 above.

3.1 CarMax, Inc. Bylaws, as amended and restated February 28, 2006, filed herewith.

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**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: March 3, 2006

By: /s/ Keith D. Browning  
Keith D. Browning  
Executive Vice President  
and Chief Financial Officer

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**EXHIBIT INDEX**

Exhibit No.	Description
3.1	CarMax, Inc. Bylaws, as amended and restated February 28, 2006, filed herewith.