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

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**FORM 8-K**

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**CURRENT REPORT**

**Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934**

**Date of Report (Date of earliest event reported): May 25, 2023**

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**Mister Car Wash, Inc.**

(Exact name of Registrant as Specified in Its Charter)

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**Delaware**  
(State or Other Jurisdiction  
of Incorporation)

**001-40542**  
(Commission File Number)

**47-1393909**  
(IRS Employer  
Identification No.)

**222 E. 5th Street**  
**Tucson, Arizona**  
(Address of Principal Executive Offices)

**85705**  
(Zip Code)

**Registrant's Telephone Number, Including Area Code: (520) 615-4000**

**N/A**  
(Former Name or Former Address, if Changed Since Last Report)

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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))

**Securities registered pursuant to Section 12(b) of the Act:**

<b>Title of each class</b>	<b>Trading Symbol(s)</b>	<b>Name of each exchange on which registered</b>
Common stock, par value \$0.01 per share	MCW	The 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. ☐

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

As described under Item 5.07 below, on May 25, 2023, Mister Car Wash, Inc., (the “Company”) held its annual meeting of stockholders (the “Meeting”). At the Meeting, upon recommendation of the Board, the Company’s stockholders approved an amendment to the Company’s Amended and Restated Certificate of Incorporation to reflect new Delaware law provisions regarding officer exculpation (“the “Certificate of Amendment”).

The Certificate of Amendment became effective upon filing with the Secretary of State of Delaware on May 25, 2023. A description of the Certificate of Amendment is provided in “Proposal No. 3 Approval of an Amendment to the Company’s Amended and Restated Certificate of Incorporation to Reflect Delaware Law Provisions Regarding Officer Exculpation” of the Company’s Proxy Statement, which description and text are incorporated herein by reference.

The foregoing description of amendment to the Certificate of Incorporation does not purport to be complete and is qualified in its entirety by reference to the full text of the amendment to the Certificate of Incorporation, which amendment is attached as Exhibit 3.1 to this Current Report on Form 8-K and incorporated by reference herein.

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

As of March 31, 2023, the Record Date for the Meeting, 308,066,852 shares of common stock, par value \$0.01 per share (“Common Stock”) were outstanding and entitled to vote at the Meeting. Each share of Common Stock was entitled to one vote on all matters voted upon at the Meeting. A total of 296,379,476 shares, or approximately 96% of the Company’s common stock were represented in person or by proxy at the Meeting.

A summary of the matters voted upon by the stockholders and the final voting results for each such matter are set forth below. The proposals are described further in the Proxy Statement for the Meeting.

Item 1 – Election of three Class I directors to serve until the Company’s annual meeting of stockholders to be held in 2025 and until their respective successors have been duly elected and qualified.

	<b>Votes FOR</b>	<b>Votes WITHHELD</b>	<b>Broker Non-Votes</b>
J. Kristofer Galashan	249,786,653	38,376,698	8,216,125
Jeffrey Suer	266,181,364	21,981,987	8,216,125
Ronald Kirk	265,381,061	122,782,290	8,216,125
Veronica Rogers	285,107,397	3,055,954	8,216,125

Item 2 – Ratification of the appointment of Deloitte & Touche LLP as the Company’s independent registered public accounting firm for the year ending December 31, 2023.

<b>Votes FOR</b>	<b>Votes AGAINST</b>	<b>Votes ABSTAINED</b>	<b>Broker Non-Votes</b>
293,728,740	2,647,246	3,490	-0-

Item 3 – Amendment to the Company’s Amended and Restated Certificate of Incorporation to reflect Delaware law provisions regarding officer exculpation.

<b>Votes FOR</b>	<b>Votes AGAINST</b>	<b>Votes ABSTAINED</b>	<b>Broker Non-Votes</b>
255,721,740	32,405,887	35,847	8,216,125

Item 4 – To hold a non-binding advisory vote on the frequency of future non-binding advisory stockholder votes on the compensation of the Company’s named executive officers.

<b>1 Year</b>	<b>2 Years</b>	<b>3 Years</b>	<b>Votes ABSTAINED</b>	<b>Broker Non-Votes</b>
288,015,881	5,920	136,674	4,876	8,216,125

Based on the foregoing votes, each of J. Kristofer Galashan, Jeffrey Suer, Ronald Kirk, and Veronica Rogers were elected as a Class II director, Items 2 and 3 were approved, and future advisory stockholder votes on the compensation of the Company’s named executive officers will be held once every year.

No other matters were submitted for stockholder action at the Annual Meeting.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits

Exhibit Number	Description
3.1	<a href="#">Certificate of Amendment of Amended and Restated Certificate of Incorporation of the Company</a>
104	<u>Cover Page Interactive Data File – the cover page XBRL tags are embedded within the Inline Instance XBRL document</u>

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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 thereunto duly authorized.

MISTER CAR WASH, INC.

Date: June 01, 2023

By: /s/ Markus Hartmann  
Markus Hartmann  
General Counsel and Secretary

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**CERTIFICATE OF AMENDMENT  
OF  
AMENDED AND RESTATED CERTIFICATE OF INCORPORATION  
OF  
MISTER CAR WASH, INC.**

Mister Car Wash, Inc. (the “Corporation”), a corporation organized and existing under the General Corporation Law of the State of Delaware, does hereby certify as follows:

1.The Amended and Restated Certificate of Incorporation of the Corporation was originally filed with the Delaware Secretary of State on May 25, 2022 (the “Certificate of Incorporation”).

2.Section 1 of Article VII of the Certificate of Incorporation is hereby amended and restated in its entirety as follows:

Section 1. To the fullest extent permitted by the DGCL, as the same exists or as may hereafter be amended, a director or officer of the Corporation shall not be personally liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director or officer. If the DGCL is amended after approval by the stockholders of this Article VII to authorize corporate action further eliminating or limiting the personal liability of directors or officers, then the liability of a director or officer of the Corporation shall be eliminated or limited to the fullest extent permitted by the DGCL as so amended, automatically and without further action, upon the date of such amendment.

3.The aforesaid amendment to the Certificate of Incorporation was duly adopted in accordance with Section 242 of the General Corporation Law of the State of Delaware.

4.All other provisions of the Certificate of Incorporation shall remain in full force and effect.

**IN WITNESS WHEREOF**, said Corporation has caused this Certificate of Amendment to be signed this 25<sup>th</sup> day of May, 2023.

**MISTER CAR WASH, INC.**

By: /s/ Markus Hartmann  
Name: Markus Hartmann  
Title: Secretary

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