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CIRCUIT CITY STORES INC
Form POS462B
July 25, 2001

As filed with the Securities and Exchange Commission on July 25, 2001.

Registration No. 333-

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM S-3
REGISTRATION STATEMENT
Under
THE SECURITIES ACT OF 1933

CIRCUIT CITY STORES, INC.
(Exact name of registrant as specified in charter)
Commonwealth of Virginia 54-0493875
(State or other jurisdiction of (I.R.S. Employer Identification No.)
incorporation or organization)

9950 Mayland Drive
Richmond, Virginia 23233
(804) 527-4000
(Address, including zip code, and telephone number, including area code, of
registrant's principal executive offices)

W. Alan McCollough
President and Chief Executive Officer
Circuit City Stores, Inc.
9950 Mayland Drive
Richmond, Virginia 23233
(804) 527-4000
(Name, address, including zip code, and telephone number, including area code,
of agent for service of process)

Copies to:
Robert L. Burrus, Jr., Esq. Raymond W. Wagner, Esq.
McGuireWoods LLP Simpson Thacher & Bartlett
One James Center 425 Lexington Avenue
901 East Cary Street New York, New York 10017
Richmond, Virginia 23219 (212) 455-2000
(804) 775-1000 (212) 455-2502 (facsimile)
(804) 698-2023 (facsimile)

Approximate date of commencement of proposed sale to the public: As soon as
practicable after this registration statement becomes effective.

If the only securities being registered on this Form are being offered
pursuant to dividend or interest reinvestment plans, please check the following
box. []

If any of the securities being registered on this Form are to be offered on a
delayed or continuous basis pursuant to Rule 415 under the Securities Act of
1933, as amended (the "Securities Act"), other than securities offered only in

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connection with dividend or interest reinvestment plans, check the following box. []

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. [X] 333-62962

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. []

If delivery of the prospectus is expected to be made pursuant to Rule 434, please check the following box. []

CALCULATION OF REGISTRATION FEE

Title of each class of securities to be registered	Amount to be registered	Proposed maximum offering price per unit (1)	Proposed aggregate offering price
Circuit City Stores, Inc. - CarMax Group Common Stock, par value \$.50 per share.....	1,552,500	\$15.50	\$24,262,500
Rights to Purchase Preferred Stock, Series F, par value \$20.00 per share (2).....	N/A	N/A	
Circuit City Stores, Inc. - Circuit City Group Common Stock, par value \$.50 per share (3) (4).	(5)	N/A	
Rights to Purchase Preferred Stock, Series E, par value \$20.00 per share (6).....	N/A	N/A	

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- (1) Calculated based upon the offering price for the shares.
 - (2) Prior to the occurrence of certain events, the Rights to Purchase Preferred Stock, Series F, will be attached to and trade with shares of the CarMax Group Common Stock. Value attributable to such rights, if any, will be reflected in the market price of the shares of CarMax Group Common Stock.
 - (3) Registered solely because the shares of CarMax Group Common Stock registered under this registration statement may be converted, at the option of the registrant, into shares of Circuit City Group Common Stock in accordance with the terms of the CarMax Group Common Stock.
 - (4) No additional consideration would be paid by the holders of CarMax Group Common Stock upon a conversion of the CarMax Group Common Stock into Circuit City Group Common Stock. Accordingly, no separate fee is paid.
 - (5) This registration statement registers an indeterminate number of shares of Circuit City Group Common Stock (including the associated Rights to Purchase Preferred Stock, Series E) issuable upon any conversion of the shares of CarMax Group Common Stock registered hereunder.
 - (6) Prior to the occurrence of certain events, the Rights to Purchase Preferred Stock, Series E, will be attached to and trade with shares of the Circuit City Group Common Stock. Value attributable to such rights, if any, will be reflected in the market price of the shares of Circuit City Group Common Stock.

This registration statement is being filed pursuant to Rule 462(b) under the Securities Act of 1933, as amended ("Rule 462(b)"), and includes the registration statement facing page, this page, the signature page, an exhibit index, legal opinion and related consent and an accountant's consent. Pursuant

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to Rule 462(b), the contents of the registration statement on Form S-3 (File No. 333-62962) of Circuit City Stores, Inc., including the exhibits thereto and each of the documents incorporated by reference therein, are incorporated by reference into this registration statement.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Richmond, Commonwealth of Virginia, on the 25th day of July 2001.

Circuit City Stores, Inc.

/s/ W. Alan McCollough

By _____

W. Alan McCollough
President and Chief
Executive Officer

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities indicated on the 25th day of July 2001.

Signature -----	Title -----
<u>/s/ W. Alan McCollough</u> W. Alan McCollough	President, Chief Executive Officer and Director (Principal Executive Officer)
<u>/s/ Michael T. Chalifoux*</u> Michael T. Chalifoux	Executive Vice President, Chief Financial Officer Corporate Secretary and Director (Principal Financial Officer)
<u>/s/ Philip J. Dunn*</u> Philip J. Dunn	Senior Vice President, Treasurer, Corporate Controller and Chief Accounting Officer (Principal Accounting Officer)
<u>/s/ Richard N. Cooper*</u> Richard N. Cooper	Director
<u>/s/ Barbara S. Feigin*</u> Barbara S. Feigin	Director
<u>/s/ James F. Hardymon*</u> James F. Hardymon	Director
<u>/s/ Robert S. Jepson Jr.*</u> Robert S. Jepson Jr.	Director

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/s/ Hugh G. Robinson* Director

Hugh G. Robinson

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Signature

Title

/s/ Mikael Salovaara* Director

Mikael Salovaara

/s/ Richard L. Sharp* Director

Richard L. Sharp

/s/ John W. Snow* Director

John W. Snow

/s/ Carolyn Y. Woo* Director

Carolyn Y. Woo

/s/ W. Alan McCollough

*By: _____

W. Alan McCollough
Attorney-in-Fact

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EXHIBIT INDEX

Exhibit
No.

Document

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- | | |
|------|--|
| 5.1 | Opinion and consent of McGuireWoods LLP, regarding the legality of the securities being registered.* |
| 23.1 | Consent of KPMG LLP.* |
| 23.2 | Consent of McGuireWoods LLP (included in Exhibit 5.1). |
| 24.1 | Powers of Attorney (Filed as Exhibit 24.1 to the Company's Registration Statement on Form S-3 (Reg. No. 333-62962) and incorporated by reference). |
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* Filed herewith.