

COPART INC  
Form S-8  
March 02, 2018

As filed with the Securities and  
Exchange Commission on March  
2, 2018

Registration No. 333-  
UNITED STATES  
SECURITIES AND EXCHANGE  
COMMISSION  
Washington, D.C. 20549

FORM S 8  
REGISTRATION STATEMENT  
Under  
The Securities Act of 1933

COPART, INC.  
(Exact name of Registrant as  
specified in its charter)

|   |   |
|---|---|
| Delaware<br>(State or<br>other<br>jurisdiction<br>of<br>incorporation<br>or<br>organization)<br>14185<br>Dallas<br>Parkway,<br>Suite 300<br>Dallas,<br>Texas<br>(Address of<br>principal<br>executive<br>offices) | 94-2867490<br><br>(I.R.S.<br>Employer<br>Identification<br>Number)<br><br>75254<br><br>(Zip code) |
|---|---|

2007 EQUITY INCENTIVE  
PLAN, AS AMENDED AND  
RESTATED

(Full title of the plan)

A. Jayson Adair  
Chief Executive Officer  
Copart, Inc.

14185 Dallas Parkway, Suite 300  
Dallas, Texas 75254  
(Name and address of agent for  
service)

(972) 391-5000  
(Telephone number, including area  
code, of agent for service)

Copies to:  
Robert F. Kornegay, Esq.  
Wilson Sonsini Goodrich & Rosati  
Professional Corporation  
650 Page Mill Road  
Palo Alto, CA 94304  
(650) 493-9300

Indicate by check mark whether  
the registrant is a large accelerated  
filer, an accelerated filer, a  
non-accelerated filer, or a smaller  
reporting company. See definitions  
of "large accelerated filer,"  
"accelerated filer" and "smaller  
reporting company" in Rule 12b-2  
of the Exchange Act.

|  |  |
|--|--|
| Large<br>accelerated<br>filer <input checked="" type="checkbox"/>  | Accelerated<br>filer <input type="checkbox"/>            |
| Non-accelerated<br>filer <input type="checkbox"/> (do<br>not check<br>if a<br>smaller<br>reporting<br>company) | Smaller<br>reporting<br>company <input type="checkbox"/> |

CALCULATION OF  
REGISTRATION FEE

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| Title of Securities to be Registered  | Proposed Maximum Offering Price Per Share | Proposed Maximum Aggregate Offering Price | Amount of Registration Fee |
|---|---|---|----------------------------|
| Common Stock, par value \$0.0001 per share, to be issued under the 2007 Equity Incentive Plan | \$48.73 (2)                               | \$389,840,000 (2)                         | \$48,535.08                |

Pursuant to Rule 416(a) of the Securities Act of 1933, as amended, (the “Securities Act”), this Registration Statement shall also cover any additional shares of common stock of Copart, Inc. (the “Registrant”) that become issuable by reason of any stock dividend, (1) stock split, recapitalization or other similar transaction effected without the Registrant’s receipt of consideration that results in an increase in the number of the Registrant’s outstanding shares of common stock.

Estimated in accordance with Rule 457(c) and Rule 457(h) promulgated under the Securities Act solely for the purpose of calculating the registration fee based on (2) the average of the high and low sales price per share of the Registrant’s common stock as reported by the NASDAQ Global Market for the Registrant’s common stock on February 26, 2018.

**COPART, INC.  
REGISTRATION STATEMENT ON FORM S-8  
EXPLANATORY NOTE**

This Registration Statement is filed by Copart, Inc. (the “Registrant”) for the purpose of registering 8,000,000 shares of common stock of the Registrant reserved for issuance under the Copart, Inc. 2007 Equity Incentive Plan, as amended and restated (the “2007 Plan”). The shares of the Registrant’s common stock previously reserved for issuance under the 2007 Plan were registered on the following Registration Statements on Form S-8 (File Nos. 333-193244 and 333-148506, as amended) as filed with the Securities and Exchange Commission (the “Commission”) and are incorporated by reference into this Registration Statement pursuant to General Instruction E of Form S-8.

**PART I**

**INFORMATION REQUIRED IN THE PROSPECTUS**

The information specified in Item 1 and Item 2 of Part I of Form S-8 is omitted from this Registration Statement on Form S-8 (the "Registration Statement") in accordance with the provisions of Rule 428 under the Securities Act of 1933, as amended (the "Securities Act"), and the introductory note to Part I of Form S-8. The documents containing the information specified in Part I of Form S-8 has been delivered or will be delivered to the participants in the equity benefit plans covered by this Registration Statement as specified by Rule 428(b)(1) under the Securities Act.

**PART II**

**INFORMATION REQUIRED IN REGISTRATION STATEMENT**

Item 3. Incorporation of Documents by Reference.

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The following documents and information previously filed with the Commission are incorporated by reference in this Registration Statement:

(a) The Registrant's Annual Report on Form 10-K for the fiscal year ended July 31, 2017, filed with the Commission on September 28, 2017, pursuant to Section 13 of the Securities Exchange Act of 1934, as amended (the "Exchange Act").

(b) The Registrant's Quarterly Report on Form 10-Q for the quarters ended October 31, 2017 and January 31, 2018, filed with the Commission on November 28, 2017 and February 27, 2018, respectively, pursuant to Section 13 of the Exchange Act.

(c) The description of the Registrant's common stock contained in the Registrant's Registration Statement on Form 8-A, as filed with the Commission on January 19, 1994 and amended on March 2, 1994 and January 10, 2012, pursuant to Section 12(g) of the Exchange Act, including any amendment or report filed for the purpose of updating such description.

All documents filed by the Registrant pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Exchange Act subsequent to the filing of this Registration Statement, and prior to the filing of a post-effective amendment that indicates that all securities offered have been sold or that deregisters all securities then remaining unsold, shall be deemed to be incorporated by reference in this Registration Statement and to be part hereof from the date of filing of such documents.

Any statement contained in a document incorporated or deemed to be incorporated by reference herein shall be deemed to be modified or superseded for purposes of this Registration Statement to the extent that a statement contained herein or in any subsequently filed document which also is or is deemed to be incorporated by reference herein modifies or supersedes such statement. Any such statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this Registration Statement.

Items 4 – 7.

Items 4 – 7, inclusive, are omitted in reliance upon General Instruction E to Form S-8, and the above incorporation by references of a previously filed and currently effective S-8 (File No. 333-193244).

Item 8. Exhibits.

| Exhibit Number | Description  |
|----------------|--|
| 4.1            | <u>2007 Equity Incentive Plan, as amended and restated</u>                                     |
| 5.1            | <u>Opinion of Wilson Sonsini Goodrich &amp; Rosati, P.C.</u>                                   |
| 23.1           | <u>Consent of Ernst &amp; Young LLP, Independent Registered Public Accounting Firm</u>         |
| 23.2           | <u>Consent of Wilson Sonsini Goodrich &amp; Rosati, P.C. (contained in Exhibit 5.1 hereto)</u> |
| 24.1           | <u>Power of Attorney (contained on signature page)</u>   |

Item 9. Undertakings.

Item 9 is omitted in reliance upon General Instruction E to Form S-8, and the above incorporation by reference of a previously filed and currently effective S-8 (File No. 333-193244).

-2-

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## SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Dallas, State of Texas, on this 2<sup>nd</sup> day of March, 2018.

COPART, INC.

By: /s/ Gregory R. DePasquale

Gregory R. DePasquale

Senior Vice President, General Counsel and Secretary

## POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Jeffrey Liaw and Gregory R. DePasquale and each one of them, acting individually and without the other, as his attorney-in-fact, each with full power of substitution, for him in any and all capacities, to sign any and all amendments (including post-effective amendments) to this Registration Statement on Form S-8, and to file the same, with exhibits thereto and other documents in connection therewith, with the Securities and Exchange Commission, hereby ratifying and confirming all that each of said attorneys-in-fact, or his substitute or substitutes, may do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, as amended, this Registration Statement has been signed below by the following persons in the capacities and on the dates indicated.

| Signature                                      | Title   | Date          |
|--|---|---------------|
| /s/ A. Jayson Adair<br>A. Jayson Adair         | Chief Executive Officer<br>(Principal Executive Officer) and Director | March 2, 2018 |
| /s/ Jeffrey Liaw<br>Jeffrey Liaw               | Chief Financial Officer (Principal Financial and Accounting Officer)  | March 2, 2018 |
| /s/ Willis J. Johnson<br>Willis J. Johnson     | Chairman of the Board   | March 2, 2018 |
| /s/ James E. Meeks<br>James E. Meeks           | Director  | March 2, 2018 |
| /s/ Steven D. Cohan<br>Steven D. Cohan         | Director  | March 2, 2018 |
| /s/ Daniel J. Englander<br>Daniel J. Englander | Director  | March 2, 2018 |
| /s/ Thomas N. Tryforos<br>Thomas N. Tryforos   | Director  | March 2, 2018 |
| /s/ Matt Blunt<br>Matt Blunt                   | Director  | March 2, 2018 |
| /s/ Vincent W. Mitz<br>Vincent W. Mitz         | President and Director  | March 2, 2018 |

INDEX TO EXHIBITS

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