

Edgar Filing: COPART INC - Form SC 13D/A

COPART INC
Form SC 13D/A
October 15, 2008

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

SCHEDULE 13D*
(Rule 13d-101)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT
TO RULE 13d-1(a) AND AMENDMENTS THERETO FILED PURSUANT TO
RULE 13d-2(a)

Under the Securities Exchange Act of 1934
(Amendment No. 2) (1)

Copart, Inc.

(Name of Issuer)

Common Stock, No Par Value

(Title of Class of Securities)

217204106

(CUSIP Number)

Marc Weingarten, Esq.
Schulte Roth & Zabel LLP
919 Third Avenue
New York, New York 10022
(212) 756-2000

(Name, Address and Telephone Number of Person
Authorized to Receive Notices and Communications)

October 13, 2008

(Date of Event which Requires
Filing of This Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(e), 13d-1(f) or 13d-1(g), check the following box. []

NOTE: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Rule 13d-7 for other parties to whom copies are to be sent.

(Continued on following pages)

(Page 1 of 4 Pages)

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Paragraphs (b) and (c) of Item 5 of the Schedule 13D are hereby amended and restated as follows:

(b) The Reporting Person has sole voting and dispositive powers over the 5,934,187 Shares, which powers are exercised by the Principals.

(c) Information concerning transactions in the Shares effected by the Reporting Person during the past sixty days is set forth in the table below. All of the transactions in Shares listed hereto were effected in open market purchases on the NASDAQ Global Market through various brokerage entities.

Date of Transaction	Shares Purchased (Sold)	Price Per Share (\$)
10/13/2008	(1,000,000)	35.15

CUSIP NO. 217204106 SCHEDULE 13D/A PAGE 4 OF 4 PAGES

SIGNATURES

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: October 15, 2008

JANA PARTNERS LLC

BY: /s/ Barry Rosenstein

Name: Barry Rosenstein
Title: Managing Partner

BY: /s/ Gary Claar

Name: Gary Claar
Title: General Partner