

ADAIR A JAYSON

Form 4

October 25, 2018

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

Check this box
if no longer
subject to
Section 16.
Form 4 or
Form 5
obligations
may continue.
See Instruction
1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF
SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
ADAIR A JAYSON

(Last) (First) (Middle)

C/O COPART, INC. 14185
DALLAS PARKWAY, SUITE 300

(Street)

DALLAS, TX 75254

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
COPART INC [CPRT]

3. Date of Earliest Transaction
(Month/Day/Year)
10/23/2018

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

☒ Director ☐ 10% Owner
☒ Officer (give title below) ☐ Other (specify below)

Chief Executive Officer

6. Individual or Joint/Group Filing(Check
Applicable Line)
☒ Form filed by One Reporting Person
☐ Form filed by More than One Reporting
Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	10/23/2018		G ⁽¹⁾	V	2,000,000	D	\$ 0
					4,769,566	I	
Common Stock					1,100,000	I	
Common Stock					2,000,000	I	

A. Jayson
Adair and
Tammi L.
Adair
Revocable
Trust ⁽²⁾
JTGJ
Investments,
LP ⁽³⁾
JTGJ
Investments
II, LP ⁽⁴⁾

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Common Stock	30,528	I	Irrevocable trust A ⁽⁵⁾
Common Stock	30,528	I	Irrevocable trust B ⁽⁵⁾

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474
(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 6)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Director	10% Owner	Officer	Other
ADAIR A JAYSON C/O COPART, INC. 14185 DALLAS PARKWAY SUITE 300 DALLAS, TX 75254	X		Chief Executive Officer	

Signatures

/s/ Gregory R. DePasquale, as
attorney-in-fact

10/25/2018

**Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

(1) Represents a transfer of shares for no consideration from the A. Jayson Adair and Tammi L. Adair Revocable Trust to JTJ Investments II, LP.

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- (2) Reflects Shares held by A. Jayson Adair and Tammi L. Adair Revocable Trust, of which the reporting person and the reporting person's spouse are trustees.

- (3) Reflects shares held by JTJ Investments, LP, a Texas limited partnership, of which (a) Adair Ventures, LLC is the general partner, of which the reporting person and the reporting person's wife are the members, and (b) members of the reporting person's immediate family are the sole limited partners. The reporting person disclaims beneficial ownership of the issuer's common stock held by JTJ Investments, LP except to the extent of his pecuniary interest, if any, therein.

- (4) Reflects shares held by JTJ Investments II, LP, a Texas limited partnership, of which (a) Adair Ventures, LLC is the general partner, of which the reporting person and the reporting person's wife are the members, and (b) members of the reporting person's immediate family are the sole limited partners. The reporting person disclaims beneficial ownership of the issuer's common stock held by JTJ Investments II, LP except to the extent of his pecuniary interest, if any, therein.

- (5) Reflects shares held by an irrevocable trust for the benefit of a member of the reporting person's immediate family.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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