

COPART INC  
Form 8-K  
September 29, 2008

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**FORM 8-K**

**CURRENT REPORT**

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

September 25, 2008

Date of Report (date of earliest event reported)

**Copart, Inc.**

(Exact name of Registrant as specified in its charter)

California  
(State or other jurisdiction of  
incorporation or organization)

0-23255  
(Commission File Number)

94-2867490  
(I.R.S. Employer  
Identification Number)

4665 Business Center Drive  
Fairfield, California 94534

(Address of principal executive offices)

(707) 639-5000

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(Registrant's telephone number, including area code)

Not applicable

(Former name or former address, if changed since last report)

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))





**Section 5 Corporate Governance and Management**



**Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**





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On September 25, 2008, the compensation committee of our board of directors approved certain amendments to the employment agreement of William E. Franklin, our Chief Financial Officer. These amendments implement technical changes regarding deferred compensation and service arrangements in compliance with Section 409A of the Internal Revenue Code.

**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 hereunto duly authorized.

Dated: September 29, 2008

**COPART, INC.**

By:

/s/ Paul A. Styer  
Paul A. Styer  
Senior Vice President, General Counsel  
and Secretary