

COPART INC  
Form 8-K  
September 09, 2011

**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 8, 2011**

**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 )**

**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**

**(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 (see General Instruction A.2. below):

- 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.**

**(b)**

*Pending Resignation of Director*

On September 8, 2011, at a meeting of our nominating and governance committee, Thomas W. Smith, a member of our board of directors, advised the committee that he will not stand for re-election at our 2011 annual meeting. Mr. Smith is a senior partner of Prescott Investors, a private investment firm he founded in 1973, and has been a member of our board of directors since 2007. Mr. Smith will continue to serve as a member of our board of directors until the 2011 annual meeting. He has approved this current report on Form 8-K and confirmed that he has no disagreement with us relating to our operations, policies, or practices.

---

**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 9, 2011

**COPART, INC.**

By:

/s/ Paul A. Styer

Paul A. Styer

Senior Vice President, General Counsel

and Secretary