

COPART INC  
Form SC TO-C  
November 23, 2015

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

**SCHEDULE TO**  
**Tender Offer Statement Under Section 14(d)(1) or 13(e)(1)**  
**of the Securities Exchange Act of 1934**

**COPART, INC.**

**(Name of Subject Company (Issuer) and Name of Filing Person (Offeror))**

**Common Stock, Par Value \$0.0001 Per Share**

**(Title of Class of Securities)**

**217204106**

**(CUSIP Number of Class of Securities)**

**A. Jayson Adair**

**Chief Executive Officer**

**Copart, Inc.**

**14185 Dallas Parkway, Suite 300**

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**Dallas, TX 75254**

**(972) 391-5000**

**(Name, address and telephone number of person authorized to receive notices and communication on behalf of Filing Persons)**

*Copy to:*

**Paul A. Styer**

**Senior Vice President, General Counsel and Secretary**

**Copart, Inc.**

**14185 Dallas Parkway, Suite 300**

**Dallas, TX 75254**

**(972) 391-5000**

*Copy to:*

**Robert F. Kornegay**

**Michael Occhiolini**

**Wilson Sonsini Goodrich & Rosati**

**Professional Corporation**

**12235 El Camino Real, Suite 200**

**San Diego, California 92130-3002**

**Tel: (858) 350-2300**

#### **CALCULATION OF REGISTRATION FEE**

**Transaction Valuation**  
Not Applicable\*

**Amount of Filing Fee**  
Not Applicable\*

\* A filing fee is not required in connection with this filing as it relates solely to preliminary communications made before the commencement of a tender offer.

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- .. Check the box if any part of the filing fee is offset as provided by Rule 0-11(a)(2) and identify the filing with which the offsetting fee was previously paid. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

Amount Previously Paid: N/A  
Form or Registration No.: N/A

Filing Party: N/A  
Date Filed: N/A

- x Check the box if the filing relates solely to preliminary communications made before the commencement of a tender offer.

Check the appropriate boxes below to designate any transaction to which the statement relates:

- .. third party tender offer subject to Rule 14d-1.
- x issuer tender offer subject to Rule 13e-4.
- .. going private transaction subject to Rule 13e-3.
- .. amendment to Schedule 13D under Rule 13d-2.

Check the following box if the filing is a final amendment reporting the results of the tender offer: ..

If applicable, check the appropriate box(es) below to designate the appropriate rule provision(s) relied upon:

- .. Rule 13e-4(i) (Cross-Border Issuer Tender Offer)
- .. Rule 14d-1(d) (Cross-Border Third-Party Tender Offer)

On November 23, 2015, Copart, Inc., a Delaware corporation (the Company), issued a press release announcing that it expects to commence a modified Dutch auction tender offer on November 24, 2015 to purchase up to 7,317,073 shares of its common stock at a price per share not less than \$38.00 and not greater than \$41.00. A copy of the press release is included as Exhibit 99.1 to this Schedule TO.

The press release is for informational purposes only and is not an offer to buy or the solicitation of an offer to sell any shares of the Company's common stock. The anticipated tender offer described in the attached press release has not yet commenced. If the Company commences the offer, the offer will be made solely by an Offer to Purchase and the related Letter of Transmittal, as they may be amended or supplemented. Stockholders and investors are urged to read the Company's commencement tender offer statement on Schedule TO anticipated to be filed with the Securities and Exchange Commission (the SEC) in connection with the offer, which will include as exhibits the Offer to Purchase, the related Letter of Transmittal and other offer materials, as well as any amendments or supplements to the Schedule TO when they become available, because they will contain important information. If the Company commences the offer, each of these documents will be filed with the SEC, and, when available, investors may obtain them for free from the SEC at its website ([www.sec.gov](http://www.sec.gov)) or from the Company's information agent in connection with the offer.

**Item 12. Exhibits.**

**Exhibit**

**No.**

**Description**

99.1 Press release of Copart, Inc., issued on November 23, 2015.