

COPART INC  
Form SC TO-I/A  
December 04, 2015

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

**SCHEDULE TO/A**  
**(Amendment No. 2)**  
**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.**

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**14185 Dallas Parkway, Suite 300**

**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\***

\$299,999,993.00

**Amount of Filing Fee\*\***

\$30,210.00

\* Estimated for purposes of calculating the amount of the filing fee only, this amount is based on the purchase of 7,317,073 shares of common stock at the maximum tender offer price of \$41.00 per share.

\*\* The Amount of Filing Fee calculated in accordance with Rule 0-11(b) of the Securities Exchange Act of 1934, as amended, equals \$100.70 for each \$1,000,000 of the value of the transaction.

x 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: \$30,210.00  
Form or Registration No.: Schedule TO-I

Filing Party: Copart, Inc.  
Date Filed: November 24, 2015

.. 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)

**AMENDMENT NO. 2 TO SCHEDULE TO-I**

This Amendment No. 2 (this Amendment No. 2 ) amends and supplements the Tender Offer Statement on Schedule TO filed on November 24, 2015 by Copart, Inc., a Delaware corporation (the Schedule TO ). The Schedule TO, as amended by this Amendment No. 2, relates to the offer ( Tender Offer ) by Copart, Inc. to purchase up to 7,317,073 shares of its common stock, par value \$0.0001 per share, at a price not greater than \$41.00 nor less than \$38.00 per share, upon the terms and subject to the conditions set forth in the Offer to Purchase, dated November 24, 2015 (the Offer to Purchase ), previously filed as Exhibit (a)(1)(A) to the Schedule TO.

This Amendment No. 2 is filed to include the information set forth below and only those items amended are reported in this Amendment No. 2. Except as specifically provided herein, the information contained in the Schedule TO remains unchanged and this Amendment No. 2 does not modify any of the information previously reported on Schedule TO.

**Item 11 Additional Information.**

On December 4, 2015, the Company filed a Current Report on Form 8-K, which is hereby incorporated by reference into the Schedule TO and Offer to Purchase.

**SIGNATURE**

After due 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.

Date: December 4, 2015

COPART, INC.

By: /s/ Paul A. Styer

Name: Paul A. Styer

Title: Senior Vice President, General Counsel, and  
Secretary