

COPART INC  
Form 10-K/A  
October 28, 2011

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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**Form 10-K/A**  
(Amendment No. 1)

**ANNUAL REPORTS PURSUANT TO SECTION 13 OR 15(d)  
OF THE SECURITIES EXCHANGE ACT OF 1934**

(Mark One)

**ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE  
SECURITIES EXCHANGE ACT OF 1934**  
For the fiscal year ended: **July 31, 2011**

OR

**TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE  
SECURITIES EXCHANGE ACT OF 1934**  
For the transition period from \_\_\_\_\_ to \_\_\_\_\_  
Commission file number **0-23255**

**Copart, Inc.**  
(Exact name of registrant as specified in its charter)

**California**  
(State or other jurisdiction of  
incorporation or organization)  
**4665 Business Center Drive Fairfield, California**  
(Address of principal executive offices)

**94-2867490**  
(I.R.S. Employer  
Identification Number)  
**94534**  
(Zip code)

Registrant's telephone number, including area code:  
**(707) 639-5000**

Securities registered pursuant to Section 12(b) of the Act:

**Title of Each Class**  
Common Stock, no par value  
(Including associated Preferred Stock Rights)

**Name of each exchange on which registered**  
The NASDAQ Stock Market LLC  
(NASDAQ Global Select Market)

Securities registered pursuant to Section 12(g) of the Act: None

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes  No

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Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act. Yes  No

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes  No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes  No

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K.

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act (check one):

Large Accelerated  
Filer

Accelerated Filer

Non-Accelerated Filer

Smaller Reporting  
Company

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes  No

The aggregate market value of the voting and non-voting Common Stock held by non-affiliates of the registrant as of January 31, 2011 (the last business day of the registrant's most recently completed second fiscal quarter) was \$2,111,301,225 based upon the closing sales price reported for such date on the NASDAQ Global Select Market (formerly the NASDAQ National Market). For purposes of this disclosure, shares of Common Stock held by persons who hold more than 5% of the outstanding shares of Common Stock and shares held by officers and directors of the registrant have been excluded in that such persons may be deemed to be affiliates. This determination of affiliate status is not necessarily conclusive for other purposes.

At September 27, 2011, registrant had 66,030,517 outstanding shares of Common Stock.

### DOCUMENTS INCORPORATED BY REFERENCE

Portions of our definitive Proxy Statement for the 2011 Annual Meeting of Shareholders, also referred to in this Annual Report on Form 10-K as our Proxy Statement, which will be filed with the Securities and Exchange Commission, or SEC, pursuant to Regulation 14A within 120 days after the registrant's fiscal year end of July 31, 2011, have been incorporated by reference in Part III hereof. Except with respect to the information specifically incorporated by reference, the Proxy Statement is not deemed to be filed as a part hereof.

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### EXPLANATORY NOTE

Copart, Inc. (the Company) is filing this Amendment No. 1 on Form 10-K/A (Amendment No. 1) solely to include XBRL (Extensible Business Reporting Language) information in Exhibit 101 that was excluded from our timely filed Annual Report on Form 10-K for the fiscal year ended July 31, 2011, as provided for under Rule 405 of the Securities and Exchange Commission's Regulation S-T. This Amendment No. 1 makes no other changes to the Annual Report on Form 10-K as filed with the Securities and Exchange Commission on September 28, 2011.

Exhibit 101 provides the following items formatted in eXtensible Business Reporting Language (XBRL): (i) Consolidated Statements of Earnings for the Fiscal Years Ended July 31, 2011, 2010 and 2009; (ii) Consolidated Balance Sheets at July 31, 2011 and 2010; (iii) Consolidated Statements of Shareholders' Equity for the Fiscal Years Ended July 31, 2011, 2010 and 2009; (iv) Consolidated Statements of Cash Flows for the Fiscal Years Ended July 31, 2011, 2010 and 2009; and (v) Notes to Consolidated Financial Statements.

### EXHIBITS

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Exhibit

| Number  | Exhibit Description                                     |
|---------|---|
| 101.INS | XBRL Instance Document*                                 |
| 101.SCH | XBRL Taxonomy Extension Schema Document*                |
| 101.CAL | XBRL Taxonomy Extension Calculation Linkbase Document*  |
| 101.DEF | XBRL Taxonomy Definition Linkbase Document*             |
| 101.LAB | XBRL Taxonomy Extension Label Linkbase Document*        |
| 101.PRE | XBRL Taxonomy Extension Presentation Linkbase Document* |

(\*) In accordance with Rule 402 of Regulation S-T, the information in these exhibits shall not be deemed to be filed for purposes of Section 18 of the Exchange Act, or otherwise subject to the liability of that section, and shall not be incorporated by reference into any registration statement or other document filed under the Securities Act, or the Exchange Act, except as shall be expressly set forth by specific reference in such filing.

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**SIGNATURES**

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the Registrant has duly caused this amendment to be signed on its behalf by the undersigned, thereunto duly authorized, on October 28, 2011.

COPART, INC.

By: /s/ A. JAYSON ADAIR  
**A. Jayson Adair**

**Chief Executive Officer**

By: /s/ WILLIAM E. FRANKLIN  
**William E. Franklin**

**Senior Vice President of Finance  
and Chief Financial Officer**

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