

COPART INC
Form 4
July 29, 2016

FORM 4

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

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
MITZ VINCENT W

(Last) (First) (Middle)

C/O COPART, INC. 14185
DALLAS PARKWAY, SUITE 300

(Street)

DALLAS, TX 75254

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
COPART INC [CPRT]

3. Date of Earliest Transaction (Month/Day/Year)
07/27/2016

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)
President

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V | Amount or Price | | |
| Common Stock | 07/27/2016 | | M | | 13,333 A \$ 19.775 | 14,025 | D |
| Common Stock | 07/27/2016 | | M | | 55,000 A \$ 16.43 | 69,025 | D |
| Common Stock | 07/27/2016 | | M | | 90,000 A \$ 17.32 | 159,025 | D |
| Common Stock | 07/27/2016 | | M | | 113,333 A \$ 16.38 | 272,358 | D |
| Common Stock | 07/27/2016 | | M | | 440,000 A \$ 20.56 | 712,358 | D |

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| | | | | | | | | |
|--------------|------------|---|---------|---|-----------|---------|---|-------------------------------------|
| Common Stock | 07/27/2016 | F | 449,653 | D | \$ 51.3 | 262,705 | D | |
| Common Stock | 07/27/2016 | M | 66,667 | A | \$ 19.775 | 78,295 | I | KMM Investment Trust ⁽¹⁾ |
| Common Stock | 07/27/2016 | M | 55,000 | A | \$ 16.43 | 133,295 | I | KMM Investment Trust ⁽¹⁾ |
| Common Stock | 07/27/2016 | F | 72,170 | D | \$ 51.3 | 61,125 | I | KMM Investment Trust ⁽¹⁾ |
| Common Stock | 07/27/2016 | M | 40,000 | A | \$ 16.43 | 40,000 | I | VWM Investment Trust ⁽²⁾ |
| Common Stock | 07/27/2016 | M | 110,000 | A | \$ 17.32 | 150,000 | I | VWM Investment Trust ⁽²⁾ |
| Common Stock | 07/27/2016 | M | 86,667 | A | \$ 16.38 | 236,667 | I | VWM Investment Trust ⁽²⁾ |
| Common Stock | 07/27/2016 | M | 60,000 | A | \$ 20.56 | 296,667 | I | VWM Investment Trust ⁽²⁾ |
| Common Stock | 07/27/2016 | F | 181,977 | D | \$ 51.3 | 114,690 | I | VWM Investment Trust ⁽²⁾ |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)**

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable Expiration Date | Title Amount or Number of Shares |
| | \$ 19.775 | 07/27/2016 | | M | 13,333 | ⁽³⁾ 09/26/2018 | 13,333 |

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| | | | | | | | | | |
|-----------------------------|-----------|------------|---|---------|------------|------------|--------------|--------------|--|
| Stock Option (right to buy) | | | | | | | | Common Stock | |
| Stock Option (right to buy) | \$ 19.775 | 07/27/2016 | M | 66,667 | <u>(3)</u> | 09/26/2018 | Common Stock | 66,667 | |
| Stock Option (right to buy) | \$ 16.43 | 07/27/2016 | M | 55,000 | <u>(3)</u> | 09/25/2019 | Common Stock | 55,000 | |
| Stock Option (right to buy) | \$ 16.43 | 07/27/2016 | M | 55,000 | <u>(3)</u> | 09/25/2019 | Common Stock | 55,000 | |
| Stock Option (right to buy) | \$ 16.43 | 07/27/2016 | M | 40,000 | <u>(3)</u> | 09/25/2019 | Common Stock | 40,000 | |
| Stock Option (right to buy) | \$ 17.32 | 07/27/2016 | M | 90,000 | <u>(3)</u> | 03/04/2020 | Common Stock | 90,000 | |
| Stock Option (right to buy) | \$ 17.32 | 07/27/2016 | M | 110,000 | <u>(3)</u> | 03/04/2020 | Common Stock | 110,000 | |
| Stock Option (right to buy) | \$ 16.38 | 07/27/2016 | M | 113,333 | <u>(3)</u> | 10/04/2020 | Common Stock | 113,333 | |
| Stock Option (right to buy) | \$ 16.38 | 07/27/2016 | M | 86,667 | <u>(3)</u> | 10/04/2020 | Common Stock | 86,667 | |
| Stock Option (right to buy) | \$ 20.56 | 07/27/2016 | M | 440,000 | <u>(3)</u> | 03/04/2021 | Common Stock | 440,000 | |
| Stock Option (right to buy) | \$ 20.56 | 07/27/2016 | M | 60,000 | <u>(3)</u> | 03/04/2021 | Common Stock | 60,000 | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-----------|-------|
| | Director | 10% Owner | Officer | Other |
| MITZ VINCENT W C/O COPART, INC. 14185 DALLAS PARKWAY SUITE 300 DALLAS, TX 75254 | X | | President | |

Signatures

/s/ Paul A. Styer, as
attorney-in-fact

07/29/2016

__Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

- (1) KMM Investment Trust for the benefit of the reporting person's wife and children. The reporting person's wife is trustee of the trust. The reporting person disclaims beneficial ownership of these securities except to the extent of his pecuniary interest therein, if any, and the filing of this report is not an admission that the reporting person is the beneficial owner of these securities for the purposes of Section 16 or any other purpose.
- (2) VWM Investment Trust, for which the reporting person serves as trustee.
- (3) 2007 Equity Incentive Plan. Twenty percent (20%) of the options vested on the first anniversary of the date of grant and the balance vested on a monthly basis over the 48 months succeeding such first anniversary.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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