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**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**

**December 2, 2022**  
Date of Report (date of earliest event reported)

**COPART INC**  
**(Exact name of registrant as specified in its charter)**

**Delaware**  
(State or other jurisdiction of  
incorporation or organization)

**000-23255**  
(Commission File Number)

**94-2867490**  
(I.R.S. Employer Identification No.)

**14185 Dallas Parkway**

**Suite 300**

**Dallas**

**Texas**

**75254**  
(Zip Code)

**(972) 391-5000**  
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))

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

| Title of each class              | Trading Symbol(s) | Name of each exchange on which registered |
|----------------------------------|-------------------|---|
| Common Stock, par value \$0.0001 | CPRT              | The NASDAQ Global Select Market           |

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

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Emerging growth company ☐

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

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## INFORMATION INCLUDED IN THIS REPORT

### Section 5 — Corporate Governance & Management

#### Item 5.07 Submission of Matters to a Vote of Security Holders.

We held our 2022 annual meeting of stockholders on December 2, 2022 (the “Annual Meeting”). Of the 238,069,187 shares of our common stock outstanding as of the record date of October 11, 2022, 220,180,739 shares were represented at the Annual Meeting, either in person or by proxy, constituting approximately 92% of the outstanding shares of common stock. The matters voted on at the Annual Meeting and the votes cast with respect to each such matter are set forth below.

- Election of Directors.** The stockholders elected the following nominees to serve as directors, each to hold office until the Company’s 2023 annual meeting of stockholders or until their respective successors are duly elected and qualified:

| Nominee               | Votes For   | Votes Against | Votes Withheld | Broker Non-Votes |
|-----------------------|-------------|---------------|----------------|------------------|
| Willis J. Johnson     | 201,100,622 | 10,222,879    | 110,185        | 8,747,053        |
| A. Jayson Adair       | 207,421,718 | 3,907,274     | 104,694        | 8,747,053        |
| Matt Blunt            | 201,618,695 | 9,709,066     | 105,925        | 8,747,053        |
| Steven D. Cohan       | 178,397,487 | 32,923,951    | 112,248        | 8,747,053        |
| Daniel J. Englander   | 171,486,495 | 39,451,254    | 495,937        | 8,747,053        |
| James E. Meeks        | 203,425,031 | 7,896,910     | 111,745        | 8,747,053        |
| Thomas N. Tryforos    | 201,277,619 | 10,035,770    | 120,297        | 8,747,053        |
| Diane M. Morefield    | 194,155,686 | 17,167,945    | 110,055        | 8,747,053        |
| Stephen Fisher        | 190,503,785 | 20,807,266    | 122,635        | 8,747,053        |
| Cherylyn Harley LeBon | 204,399,709 | 6,929,860     | 104,117        | 8,747,053        |
| Carl D. Sparks        | 188,126,954 | 23,189,665    | 117,067        | 8,747,053        |

- Advisory Vote on Approval of Executive Compensation.** On an advisory (non-binding) basis, the stockholders approved the compensation of our named executive officers for the year ended July 31, 2022 as disclosed in our proxy statement, based on the following results of voting:

| Votes For   | Votes Against | Votes Withheld | Broker Non-Votes |
|-------------|---------------|----------------|------------------|
| 130,777,507 | 80,109,873    | 546,306        | 8,747,053        |

- Ratification of Appointment of Independent Registered Public Accounting Firm.** The stockholders ratified the appointment of Ernst & Young LLP as our independent registered public accounting firm for the fiscal year ending July 31, 2023, based on the following results of voting:

| Votes For   | Votes Against | Votes Withheld | Broker Non-Votes |
|-------------|---------------|----------------|------------------|
| 216,981,312 | 3,108,794     | 90,633         | —                |

#### **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: December 8, 2022

**COPART, INC.**

By: /s/ Jeffrey Liaw

Jeffrey Liaw

Co-Chief Executive Officer