

FLEETCOR TECHNOLOGIES INC  
Form 8-K  
June 13, 2012

**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

Date of Report (Date of earliest event reported) June 7, 2012

**FleetCor Technologies, Inc.**

(Exact name of registrant as specified in its charter)

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

**001-35004**  
(Commission  
File Number)

**72 1074903**  
(IRS Employer  
Identification No.)

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5445 Triangle Parkway, Suite 400,

Norcross, Georgia  
(Address of principal executive offices)

Registrant's telephone number, including area code: (770) 449 0479

30092  
(Zip 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:

- .. 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))

**Item 8.01 Other Events.**

On June 7, 2012, FleetCor Technologies, Inc. (the Company ) entered into an Underwriting Agreement (the Underwriting Agreement ) with Citigroup Global Markets Inc. (the Underwriter ), entities associated with Summit Partners and Bain Capital Partners and the other selling stockholders named therein (collectively, the Selling Stockholders ). Pursuant to the terms of the Underwriting Agreement, the Selling Stockholders agreed to sell, and the Underwriter agreed to purchase, subject to and upon terms and conditions set forth therein, an aggregate of 6,750,000 shares of the Company s common stock (the Offering ).

A copy of the Underwriting Agreement is attached as Exhibit 1.1 hereto and is incorporated herein by reference. On June 7, 2012, the Company issued a press release announcing the Offering. A copy of the press release is filed as Exhibit 99.1 hereto and is incorporated herein by reference. On June 8, 2012, the Company issued a press release announcing the commencement of the Offering. A copy of the press release is filed as Exhibit 99.2 hereto and is incorporated herein by reference.

**Item 9.01 Financial Statements and Exhibits.**

| <b>Exhibit No.</b> | <b>Description</b>   |
|--------------------|--|
| 1.1                | Underwriting agreement, dated June 7, 2012, among FleetCor Technologies, Inc., the selling stockholders party thereto, and Citigroup Global Markets Inc. |
| 99.1               | Press release dated June 7, 2012.  |
| 99.2               | Press release dated June 8, 2012.  |

**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.

FleetCor Technologies, Inc.

*June 13, 2012*

*By: /s/ Sean Bowen  
Sean Bowen  
Senior Vice President and General Counsel*

**EXHIBIT INDEX**

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