

FLEETCOR TECHNOLOGIES INC  
Form 8-K  
December 03, 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) November 27, 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 November 27, 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 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 4,500,000 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 November 27, 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 November 28, 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 November 27, 2012, among FleetCor Technologies, Inc., the selling stockholders party thereto, and Citigroup Global Markets Inc.
99.1	Press release dated November 27, 2012.
99.2	Press release dated November 28, 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.

*December 3, 2012*

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

**EXHIBIT INDEX**

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