

**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 12, 2019

FleetCor Technologies, Inc.

(Exact name of registrant as specified in its charter)

<u>Delaware</u> (State or other jurisdiction of incorporation)	<u>001-35004</u> (Commission File Number)	<u>72-1074903</u> (I.R.S. Employer Identification No.)
<u>5445 Triangle Parkway, Suite 400, Peachtree Corners, Georgia</u> (Address of principal executive offices)		<u>30092</u> (Zip Code)

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

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))

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).

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.

Item 5.03 Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.

Effective June 14, 2019, FLEETCOR Technologies, Inc. ("FLEETCOR" or the "Company") amended Article SIXTH of its Amended and Restated Certificate of Incorporation (the "Charter"). The amendment modifies Article SIXTH of the Charter to phase out our Board's classified structure. At the annual meeting of stockholders held in 2020, the directors whose terms expire in 2020 shall stand for election to hold office for a term expiring at the annual meeting of stockholders held in 2021; at the annual meeting of stockholders held in 2021, the directors whose terms expire in 2021 shall stand for election to hold office for a term expiring at the annual meeting of stockholders held in 2022; and at the annual meeting of stockholders held in 2022 and at each annual meeting of stockholders thereafter, each director shall be elected for a term expiring at the next succeeding annual meeting of stockholders and until such director's successor shall have been elected. Consistent with Delaware law for corporations having classified boards, the Charter currently provides that directors may be removed from office only for cause and only by the affirmative vote of the holders of at least a majority of the total voting power of the outstanding shares of our capital stock entitled to vote thereon, voting together as a single class. The amendment provides that, except for directors who were elected prior to our 2020 annual meeting, and any director appointed by the Board to replace any such director, directors may be removed with or without cause by the required stockholder vote. Directors who were elected prior to our 2020 annual meeting, and any director appointed by the Board to replace any such director, would continue to be removable only for cause. The Charter amendment was approved by the Company's stockholders at the Company's annual meeting of stockholders held on June 12, 2019.

The foregoing description does not purport to be complete and is subject to, and qualified in its entirety by reference to, the full text of the Charter Amendment, which is attached hereto as Exhibit 3.1 and incorporated by reference.

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

On June 12, 2019, the Company held its 2019 Annual Meeting of Stockholders (the "Annual Meeting"). Proxies for the Annual Meeting were solicited pursuant to Regulation 14A under the Securities Exchange Act of 1934, as amended. A total of 77,034,358 shares were represented at the Annual Meeting. The following matters were submitted to a vote of the stockholders.

I. Elect three Class III Directors nominated by the Board of Directors for a three-year term:

NOMINEES

Ronald F. Clarke
FOR: 70,712,997
AGAINST: 2,746,858
ABSTAIN: 229,602
BROKER NON-VOTES: 3,344,901

Joseph W. Farrelly
FOR: 39,886,329
AGAINST: 33,517,944
ABSTAIN: 285,184
BROKER NON-VOTES: 3,344,901

Richard Macchia
FOR: 73,212,880
AGAINST: 466,382
ABSTAIN: 10,195
BROKER NON-VOTES: 3,344,901

II. Ratify the selection of Ernst & Young LLP as FLEETCOR's independent auditor for 2019:

FOR: 76,376,933
AGAINST: 639,306
ABSTAIN: 18,119
BROKER NON-VOTES: 0

III. Advisory vote to approve named executive officer compensation:

FOR: 18,446,355
AGAINST: 53,385,923
ABSTAIN: 1,857,179
BROKER NON-VOTES: 3,344,901

IV. Amend the Company's Charter to declassify our Board of Directors to provide for election of all directors annually:

FOR: 73,666,972
AGAINST: 12,323
ABSTAIN: 10,162
BROKER NON-VOTES: 3,344,901

V. Stockholder proposal for the compensation committee of the Board of Directors to adopt a clawback policy to provide that the compensation committee will review, and determine whether to seek recoupment of, incentive compensation paid, granted or awarded to a senior executive:

FOR: 41,796,211
AGAINST: 30,106,300
ABSTAIN: 1,786,946
BROKER NON-VOTES: 3,344,901

VI. Stockholder proposal for the compensation committee of the Board of Directors to adopt a policy that financial performance metrics shall be adjusted, to the extent practicable, to exclude the impact of share repurchases when determining the amount or vesting of any senior executive incentive compensation grant or award:

FOR: 13,896,247
AGAINST: 58,006,218
ABSTAIN: 1,786,992
BROKER NON-VOTES: 3,334,901

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

[3.1 Certificate of Amendment to the Amended and Restated Certificate of Incorporation of FLEETCOR Technologies, Inc.](#)

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 14, 2019

By: /s/ Eric R. Dey

Eric R. Dey

Chief Financial Officer

Exhibit Index

Exhibit No.	Description
3.1	Certificate of Amendment to the Amended and Restated Certificate of Incorporation of FLEETCOR Technologies, Inc.

**CERTIFICATE OF AMENDMENT
TO THE
AMENDED AND RESTATED CERTIFICATE OF INCORPORATION
OF
FLEETCOR TECHNOLOGIES, INC.**

FleetCor Technologies, Inc. (the “Corporation”), a corporation organized and existing under the General Corporation Law of the State of Delaware (the “DGCL”), does hereby certify as follows:

- 1 This Certificate of Amendment (the “Certificate of Amendment”) amends the provisions of the Corporation’s Certificate of Incorporation filed with the Secretary of State of the State of Delaware on February 3, 1998, as amended and restated by Certificates of Amendment filed with the Secretary of State of the State of Delaware on December 20, 2010 and on June 7, 2018 (as so amended and restated, the “Certificate of Incorporation”).
- 2 This amendment was duly adopted in accordance with the provisions of Section 242 of the DGCL.
- 3 Article SIXTH of the Certificate of Incorporation is hereby amended and restated in its entirety as follows:

1. Management of Business and Affairs of the Corporation. The business and affairs of the Corporation shall be managed by, or under the direction of, the Board of Directors. In addition to the powers and authority expressly conferred upon them by statute or by this Amended and Restated Certificate of Incorporation or the Corporation’s Amended and Restated Bylaws, as amended and in effect from time to time (the “Bylaws”), the directors are hereby empowered to exercise all such powers and do all such acts and things as may be exercised or done by the Corporation.

2. Number of Directors. Subject to the rights of the holders of any series of Preferred Stock to elect additional directors under specified circumstances, the number of directors of the Corporation shall be such number as from time to time shall be fixed by, or in the manner provided in, the Bylaws of the Corporation, but in no event shall the number of directors be less than three. Directors need not be stockholders of the Corporation.

3. Classes of Directors. The Board of Directors, other than those directors who may be elected by the holders of any series of Preferred Stock under specified circumstances, currently consists and shall continue to consist of three classes (Class I, Class II and Class III) until the annual meeting of stockholders held in 2022, and thereafter shall consist of one class.

4. Election of Directors. Elections of directors need not be by written ballot except as and to the extent provided in the Bylaws of the Corporation.

5. Terms of Office. Subject to the rights of holders of any class or series of Preferred Stock, the terms of the members of the Board of Directors shall be as follows: (i) at the annual meeting of stockholders held in 2020, the directors whose terms expire in 2020 shall stand for election to hold office for a term expiring at the annual meeting of stockholders held in 2021; (ii) at the annual meeting of stockholders held in 2021, the directors whose terms expire in 2021 shall stand for election to hold office for a term expiring at the annual meeting of stockholders held in 2022; and (iii) at the annual meeting of stockholders held in 2022 and at each annual meeting of stockholders thereafter, each director shall be elected for a term expiring at the next succeeding annual meeting of stockholders and until such director’s successor shall have been elected and qualified, or until such director’s earlier death, resignation, retirement, disqualification, or removal from office. No decrease in the number of directors constituting the whole Board of Directors shall shorten the term of an incumbent director.

6. Allocation of Directors Among Classes in the Event of Increases or Decreases in the Number of Directors. Until the annual meeting of stockholders held in 2022, in the event of any increase or decrease in the authorized number

of directors (i) each director then serving as such shall nevertheless continue as director of the class of which he or she is a member until the expiration of such director's current term or his or her prior death, resignation or removal and (ii) the newly created or eliminated directorships resulting from such increase or decrease shall be apportioned by the Board of Directors among the three classes of directors so as to ensure that no one class has more than one director more than any other class. To the extent possible, consistent with the foregoing rule, any newly created directorships shall be added to those classes whose terms of office are to expire at the latest dates following such allocation, and any newly eliminated directorships shall be subtracted from those classes whose terms of offices are to expire at the earliest dates following such allocation, unless otherwise provided for from time to time by resolution adopted by a majority of the directors then in office, though less than a quorum. Pursuant to Section 3 of this Article Sixth, following the annual meeting of stockholders held in 2022, the Board of Directors shall consist of a single class.

7. Vacancies. Subject to the rights of holders of any class or series of Preferred Stock then outstanding to elect directors under specified circumstances, any vacancy in the Board of Directors and any newly-created directorship, however occurring, including a newly-created directorship resulting from an enlargement of the Board of Directors, shall, unless otherwise required by law or by resolution of the Board of Directors, be filled only by vote of a majority of the directors then in office, even if less than a quorum, or by a sole remaining director (and not by stockholders). A director elected to fill a vacancy shall be elected for the unexpired term of his or her predecessor in office, if applicable. A director chosen to fill a position resulting from an increase in the number of directors shall hold office until the next election of the class for which such director shall have been chosen and until his or her successor is elected and qualified, or until his or her earlier death, resignation or removal.

8 . Removal. Subject to the rights of holders of any class or series of Preferred Stock then outstanding, any director, or the entire Board of Directors, may be removed from office, with or without cause (except for any directors who were elected prior to the annual meeting of stockholders held in 2020 or such directors' successors elected pursuant to Section 7 of this Article Sixth (which directors can only be removed for cause)) and only by the affirmative vote of at least a majority of the voting power of all of the then outstanding shares of the capital stock of the Corporation entitled to vote generally in the election of directors, voting together as a single class.

9. Stockholder Nominations and Introduction of Business, Etc. Advance notice of stockholder nominations for election of directors and other business to be brought by stockholders before a meeting of stockholders shall be given in the manner provided in the Bylaws of the Corporation.

IN WITNESS WHEREOF, the Corporation has caused this Certificate of Amendment to be signed this 14th day of June, 2019.

FLEETCOR TECHNOLOGIES, INC.

By: /s/ Eric R. Dey

Name: Eric R. Dey

Title: Chief Financial Officer