
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 6, 2018

FleetCor Technologies, Inc.

(Exact name of registrant as specified in its charter)

Delaware

001-35004

72-1074903

(State or other jurisdiction
of incorporation)

(Commission
File Number)

(I.R.S. Employer
Identification No.)

5445 Triangle Parkway, Suite 400, Norcross, Georgia

30092

(Address of principal executive offices)

(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))

[Top of the Form](#)

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. []

[Top of the Form](#)

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

Effective June 7, 2018, FLEETCOR Technologies, Inc. ("FLEETCOR" or the "Company") amended Article SIXTH, Article TENTH and Article TWELFTH of its Amended and Restated Certificate of Incorporation (the "Charter") to eliminate the super-majority voting requirements in Articles SIXTH, TENTH and TWELFTH of the Charter and replace such super-majority voting requirements with majority voting requirements (such amendments are collectively referred to as the "Charter Amendment"). The Charter Amendment was approved by the Company's stockholders at the Company's annual meeting of stockholders held on June 6, 2018.

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 6, 2018, the Company held its 2018 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 78,729,410 shares were represented at the Annual Meeting. The following matters were submitted to a vote of the stockholders.

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

NOMINEES

Mark A. Johnson
FOR: 62,434,837
WITHHOLD: 12,243,535
BROKER NON-VOTES: 4,051,038

Hala G. Moddelmog
FOR: 70,019,451
WITHHOLD: 4,658,921
BROKER NON-VOTES: 4,051,038

Jeffrey S. Sloan
FOR: 62,614,015
WITHHOLD: 12,064,357
BROKER NON-VOTES: 4,051,038

II. Ratify the selection of Ernst & Young LLP as FLEETCOR's independent auditor for 2018:

FOR: 78,087,763
AGAINST: 617,063
ABSTAIN: 24,584
BROKER NON-VOTES: 0

III. Advisory vote to approve named executive officer compensation:

FOR: 10,700,691
AGAINST: 63,960,550
ABSTAIN: 17,131
BROKER NON-VOTES: 4,051,038

IV. Amend the Company's Charter to eliminate the supermajority voting provisions in the Charter:

FOR: 74,640,129
AGAINST: 34,171
ABSTAIN: 4,072
BROKER NON-VOTES: 4,051,038

V. Stockholder proposal to declassify the Board of Directors:

FOR: 65,986,352
AGAINST: 8,672,054
ABSTAIN: 19,966
BROKER NON-VOTES: 4,051,038

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

[Top of the Form](#)

Exhibit Index

Exhibit No.	Description
3.1	<u>Certificate of Amendment to the Amended and Restated Certificate of Incorporation of FLEETCOR Technologies, Inc., dated June 7, 2018.</u>

[Top of the Form](#)

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 8, 2018

By: Brad Slutsky

*Name: Brad Slutsky
Title: General Counsel*

[Top of the Form](#)

**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 a Certificate of Amendment filed with the Secretary of State of the State of Delaware on December 20, 2010 (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, Section 8, of the Certificate of Incorporation is hereby amended and restated in its entirety as follows:

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, but only 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.

4. Article TENTH of the Certificate of Incorporation is hereby amended and restated in its entirety as follows:

TENTH. In furtherance and not in limitation of the powers conferred upon it by the laws of the State of Delaware, the Board of Directors shall have the power to adopt, amend, alter or repeal the Corporation's Bylaws. The affirmative vote of a majority of the directors present at any regular or special meeting of the Board of Directors at which a quorum is present shall be required to adopt, amend, alter or repeal the Corporation's Bylaws. The Corporation's Bylaws also may be adopted, amended, altered or repealed by the stockholders; provided, however, that in addition to any vote of the holders of any class or series of stock of the Corporation required by law or by this Amended and Restated Certificate of Incorporation, the affirmative vote of the holders 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 shall be required to adopt, amend, alter or repeal any provisions of the Bylaws of the Corporation.

5. Article TWELFTH of the Certificate of Incorporation is hereby amended and restated in its entirety as follows:

TWELFTH. Notwithstanding anything to the contrary elsewhere contained in this Amended and Restated Certificate of Incorporation or any provision of law that might otherwise permit a lesser or no vote, but in addition to any vote of the holders of any class or series of stock of the Corporation required by law or this Amended and Restated Certificate of Incorporation and subject to Section A(4) of Article Fourth of this Amended and Restated Certificate of Incorporation, the affirmative vote of the holders 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, shall be required to alter, amend or repeal this Amended and Restated Certificate of Incorporation.

IN WITNESS WHEREOF, the Corporation has caused this Certificate of Amendment to be signed this 7th day of June, 2018.

FLEETCOR TECHNOLOGIES, INC.

By:

Name:
Title:

/s/ Eric R. Dey

Eric R. Dey
Chief Financial Officer