

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**
Washington, D.C. 20549

**FORM S-8
REGISTRATION STATEMENT**
*UNDER
THE SECURITIES ACT OF 1933*

FLEETCOR TECHNOLOGIES, INC.

(Exact Name of Registrant as Specified in Its Charter)

Delaware
(State or Other Jurisdiction of
Incorporation or Organization)

72-1074903
(I.R.S. Employer
Identification Number)

655 Engineering Drive, Suite 300
Norcross, Georgia 30092-2830
(Address of Principal Executive Offices) (Zip Code)

FleetCor Technologies, Inc. Amended and Restated Stock Incentive Plan
FleetCor Technologies, Inc. 2010 Equity Compensation Plan
(Full Title of the Plan)

Sean Bowen
Senior Vice President and General Counsel
655 Engineering Drive, Suite 300
Norcross, Georgia 30092-2830
(770) 449-0479
(Name, Address and Telephone Number, Including Area Code, of Agent for Service)

Copies to:
Alan J. Prince
King & Spalding LLP
1180 Peachtree Street
Atlanta, Georgia 30309
(404) 572-4600

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer

Accelerated filer

Non-accelerated filer (Do not check if a smaller reporting company)

Smaller reporting company

CALCULATION OF REGISTRATION FEE

Title of Securities to be Registered	Amount to be Registered(1)	Proposed Maximum Offering Price Per Share	Proposed Maximum Aggregate Offering Price	Amount of Registration Fee
Common Stock, \$0.001 par value per share	6,655,391(2)	\$7.29 (3)	\$48,517,800	\$3,459.32
Common Stock, \$0.001 par value per share	3,182,180(4)	\$23.00 (5)	\$73,190,140	\$5,218.46
Common Stock, \$0.001 par value per share	2,709,486(6)	\$26.63(7)	\$72,153,612	\$5,144.55
Total	12,547,057	—	\$193,861,552	\$13,822.33

- (1) Pursuant to Rule 416(a) under the Securities Act of 1933, as amended (the "Securities Act"), this Registration Statement also covers such indeterminate number of additional shares of the Registrant's common stock as may become issuable under the 2010 Equity Compensation Plan and the Amended and Restated Stock Incentive Plan as the result of any future stock splits, stock dividends or similar adjustment of the Registrant's common stock.
- (2) Represents shares of common stock issuable upon the exercise of options that are currently outstanding under the Amended and Restated Stock Incentive Plan.
- (3) Estimated in accordance with Rule 457(h) under the Securities Act, solely for the purpose of calculating the registration fee. The price of \$7.29 per share represents the weighted average exercise price for outstanding options under the Amended and Restated Stock Incentive Plan.
- (4) Represents shares of common stock issuable upon the exercise of options that are currently outstanding under the 2010 Equity Compensation Plan.
- (5) Estimated in accordance with Rule 457(h) under the Securities Act, solely for the purpose of calculating the registration fee. The price of \$23.00 per share represents the exercise price for outstanding options under the 2010 Equity Compensation Plan.
- (6) Represents shares of common stock that are currently authorized for issuance for future awards under the 2010 Equity Compensation Plan.
- (7) Estimated in accordance with Rule 457(h) and Rule 457(c) under the Securities Act, solely for the purpose of calculating the registration fee. The price of \$26.63 per share represents the average of the high and low prices reported for the Registrant's common stock on the New York Stock Exchange on December 15, 2010.

EXPLANATORY NOTE

This Registration Statement on Form S-8 relates to 6,655,391 shares of common stock, \$0.001 par value per share (the "Common Stock") of FleetCor Technologies, Inc. (the "Registrant") issuable upon the exercise of outstanding options originally granted under the FleetCor Technologies, Inc. Amended and Restated Stock Incentive Plan (the "2002 Plan"), 3,182,180 shares of Common Stock issuable upon the exercise of options that are currently outstanding under the FleetCor Technologies, Inc. 2010 Equity Compensation Plan (the "2010 Plan"), and 2,709,486 shares of Common Stock currently authorized for issuance for future awards under the 2010 Plan. The Registrant does not intend to make any new grants of securities pursuant to the 2002 Plan.

PART I

INFORMATION REQUIRED IN THE SECTION 10(a) PROSPECTUS

Item 1. Plan Information.

Not filed as part of this Registration Statement pursuant to the Note to Part I of Form S-8.

Item 2. Registrant Information and Employee Plan Annual Information.

Not filed as part of this Registration Statement pursuant to the Note to Part I of Form S-8.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Documents by Reference.

The following documents that the Registrant has previously filed with the Commission are incorporated herein by reference:

(a) The prospectus filed by the Registrant with the Commission pursuant to Rule 424(b)(4) under the Securities Act on December 15, 2010, relating to the registration statement on Form S-1, as amended (Registration No. 333-166092); and

(b) The description of the Registrant's common stock, \$0.001 par value per share, contained in the Registrant's Registration Statement on Form 8-A, filed with the Commission on December 10, 2010, including any amendment or report filed for the purpose of updating such description.

All documents filed by the Registrant subsequent to the date of this Registration Statement pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Exchange Act, and prior to the filing of a post-effective amendment which indicates that all securities offered hereby have been sold or which deregisters all such securities then remaining unsold, shall be deemed to be incorporated by reference in this Registration Statement and to be a part hereof from the date of filing of such documents.

Any statement contained in the documents incorporated or deemed to be incorporated by reference in this Registration Statement shall be deemed to be modified, superseded or replaced for purposes of this Registration Statement to the extent that a statement contained herein or in any other subsequently filed document which also is incorporated or deemed to be incorporated by reference in this Registration Statement modifies, supersedes or replaces such statement. Any such statement so modified, superseded or replaced shall not be deemed, except as so modified, superseded or replaced, to constitute a part of this Registration Statement.

Under no circumstances will any information filed under current items 2.02 or 7.01 of Form 8-K be deemed incorporated herein by reference unless such Form 8-K expressly provides to the contrary.

Item 4. Description of Securities.

Not applicable.

Item 5. Interests of Named Experts and Counsel.

Not applicable.

Item 6. Indemnification of Directors and Officers.

The Registrant is a Delaware corporation. Section 145(a) of the Delaware General Corporation Law (the "DGCL") provides that a Delaware corporation may indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, other than an action by or in the right of the corporation, by reason of the fact that such person is or was a director, officer, employee or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by the person in connection with such action, suit or proceeding if the person acted in good faith and in a manner the person reasonably believed to be in or not opposed to the best interests of the corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe the person's conduct was unlawful.

Section 145(b) of the DGCL provides that a Delaware corporation may indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of the corporation to procure a judgment in its favor by reason of the fact that such person acted in any of the capacities set forth above, against expenses (including attorneys' fees) actually and reasonably incurred by such person in connection with the defense or settlement of such action or suit if the person acted in good faith and in a manner the person reasonably believed to be in or not opposed to the best interests of the corporation, except that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable to the corporation, unless and only to the extent that the Court of Chancery or the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnify for such expenses which the court shall deem proper.

Further subsections of DGCL Section 145 provide that:

- to the extent a present or former director or officer of a corporation has been successful on the merits or otherwise in the defense of any action, suit or proceeding referred to in subsections (a) and (b) of Section 145 or in the defense of any claim, issue or matter therein, such person shall be indemnified against expenses, including attorneys' fees, actually and reasonably incurred by such person in connection therewith;
- the indemnification and advancement of expenses provided for pursuant to Section 145 shall not be deemed exclusive of any other rights to which those seeking indemnification or advancement of expenses may be entitled under any bylaw, agreement, vote of stockholders or disinterested directors or otherwise; and
- the corporation shall have the power to purchase and maintain insurance of behalf of any person who is or was a director, officer, employee or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against any liability asserted against such person and incurred by such person in any such capacity, or arising out of such person's status as such, whether or not the corporation would have the power to indemnify such person against such liability under Section 145.

As used in this Item 6, the term "proceeding" means any threatened, pending, or completed action, suit, or proceeding, whether or not by or in the right of Registrant, and whether civil, criminal, administrative, investigative or otherwise.

Section 145 of the DGCL makes provision for the indemnification of officers and directors in terms sufficiently broad to indemnify officers and directors of each of the registrants incorporated in Delaware under

certain circumstances from liabilities (including reimbursement for expenses incurred) arising under the Securities Act. The Registrant may, in its discretion, similarly indemnify its employees and agents.

The amended and restated certificate of incorporation and amended and restated bylaws of the Registrant provide that, to the fullest extent and under the circumstances permitted by Section 145 of the DGCL, the Registrant will indemnify any and all persons whom it has the power to indemnify from and against any and all of the expenses, liabilities or other matters referred to in Section 145 of the DGCL. In addition, the amended and restated certificate of incorporation of the Registrant relieves its directors from monetary damages to it or its stockholders for breach of such director's fiduciary duty as a director to the fullest extent permitted by the DGCL. Under Section 102(b)(7) of the DGCL, a corporation may relieve its directors from personal liability to such corporation or its stockholders for monetary damages for any breach of their fiduciary duty as directors except (i) for a breach of the duty of loyalty, (ii) for failure to act in good faith, (iii) for intentional misconduct or knowing violation of law, (iv) for willful or negligent violations of certain provisions in the DGCL imposing certain requirements with respect to stock repurchases, redemptions and dividends, or (v) for any transactions from which the director derived an improper personal benefit.

The Registrant has entered into or anticipates entering into indemnification agreements with its directors and officers to provide such officers and directors with additional contractual assurances regarding the scope of their indemnification. The Registrant also maintains insurance on behalf of any person who is or was a director or officer against any loss arising from any claim asserted against him or her and incurred by him or her in any such capacity, subject to certain exclusions.

Item 7. Exemption from Registration Claimed.

Not applicable.

Item 8. Exhibits.

The following exhibits are filed as part of this Registration Statement:

<u>Exhibit Number</u>	<u>Description</u>
4.1	Form of Stock Certificate for Common Stock (incorporated by reference to Exhibit 4.1 to the Registrant's Registration Statement on Form S-1/A (Registration No. 333-166092), filed on June 29, 2010).
4.2	Amended and Restated Certificate of Incorporation of FleetCor Technologies, Inc. (incorporated by reference to Exhibit 3.1 to the Registrant's Registration Statement on Form S-1/A (Registration No. 333-166092), filed on June 29, 2010).
4.3	Amended and Restated Bylaws of FleetCor Technologies, Inc. (incorporated by reference to Exhibit 3.2 to the Registrant's Registration Statement on Form S-1/A (Registration No. 333-166092), filed on June 29, 2010).
5.1	Opinion of King & Spalding LLP.
23.1	Consent of King & Spalding LLP (included as part of Exhibit 5.1).
23.2	Consent of Ernst & Young LLP, independent registered public accounting firm.
23.3	Consent of independent auditor.
24.1	Power of Attorney (included in signature pages).
99.1	FleetCor Technologies, Inc. Amended and Restated Stock Incentive Plan (incorporated by reference to Exhibit 10.2 to the Registrant's Registration Statement on Form S-1/A (Registration No. 333-166092), filed on May 20, 2010).
99.2	First Amendment to FleetCor Technologies, Inc. Amended and Restated Stock Incentive Plan

(incorporated by reference to Exhibit 10.3 to the Registrant's Registration Statement on Form S-1/A (Registration No. 333-166092), filed on May 20, 2010).

- 99.3 Second Amendment to FleetCor Technologies, Inc. Amended and Restated Stock Incentive Plan (incorporated by reference to Exhibit 10.4 to the Registrant's Registration Statement on Form S-1/A (Registration No. 333-166092), filed on May 20, 2010).
- 99.4 Third Amendment to FleetCor Technologies, Inc. Amended and Restated Stock Incentive Plan (incorporated by reference to Exhibit 10.5 to the Registrant's Registration Statement on Form S-1/A (Registration No. 333-166092), filed on May 20, 2010).
- 99.5 Fourth Amendment to FleetCor Technologies, Inc. Amended and Restated Stock Incentive Plan (incorporated by reference to Exhibit 10.6 to the Registrant's Registration Statement on Form S-1/A (Registration No. 333-166092), filed on May 20, 2010).
- 99.6 FleetCor Technologies, Inc. 2010 Equity Compensation Plan (incorporated by reference to Exhibit 10.10 to the Registrant's Registration Statement on Form S-1/A (Registration No. 333-166092), filed on June 8, 2010).

Item 9. Undertakings.

(a) The undersigned Registrant hereby undertakes:

(1) To file, during any period in which offers or sales are being made, a post-effective amendment to this Registration Statement:

- (i) To include any prospectus required by Section 10(a)(3) of the Securities Act of 1933;
- (ii) To reflect in the prospectus any facts or events arising after the effective date of the Registration Statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in the Registration Statement. Notwithstanding the foregoing, any increase or decrease in volume of securities offered (if the total dollar value of securities offered would not exceed that which was registered) and any deviation from the low or high end of the estimated maximum offering range may be reflected in the form of prospectus filed with the Commission pursuant to Rule 424(b) if, in the aggregate, the changes in volume and price represent no more than a 20 percent change in the maximum aggregate offering price set forth in the "Calculation of Registration Fee" table in the effective Registration Statement;
- (iii) To include any material information with respect to the plan of distribution not previously disclosed in the Registration Statement or any material change to such information in the Registration Statement;

provided, however, that paragraphs (a)(1)(i) and (a)(1)(ii) do not apply if the information required to be included in a post-effective amendment by those paragraphs is contained in reports filed with or furnished to the Commission by the Registrant pursuant to Section 13 or Section 15(d) of the Securities Exchange Act of 1934 that are incorporated by reference in the Registration Statement.

(2) That, for the purpose of determining any liability under the Securities Act of 1933, each such post-effective amendment shall be deemed to be a new Registration Statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial *bona fide* offering thereof.

(3) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.

(b) The undersigned Registrant hereby undertakes that, for the purposes of determining any liability under the Securities Act of 1933, each filing of the Registrant's annual report pursuant to Section 13(a) or 15(d) of the Securities Exchange Act of 1934 (and, where applicable, each filing of an employee benefit plan's annual report pursuant to Section 15(d) of the Securities Exchange Act of 1934) that is incorporated by reference in the Registration Statement shall be deemed to be a new Registration Statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial

bona fide offering thereof.

- (c) Insofar as indemnification for liabilities arising under the Securities Act of 1933 may be permitted to directors, officers and controlling persons of the Registrant pursuant to the foregoing provisions, or otherwise, the Registrant has been advised that in the opinion of the Commission such indemnification is against public policy as expressed in the Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the Registrant of expenses incurred or paid by a director, officer or controlling person of the Registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the Registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Act and will be governed by the final adjudication of such issue.

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KING & SPALDING

King & Spalding LLP
1180 Peachtree Street N.E.
Atlanta, GA 30309-3521
www.kslaw.com

December 20, 2010
FleetCor Technologies, Inc.
655 Engineering Drive
Suite 300
Norcross, Georgia 30092-2830

Re: FleetCor Technologies, Inc. — Registration Statement on Form S-8

Ladies and Gentlemen:

We have acted as counsel for FleetCor Technologies, Inc., a Delaware corporation (the “Company”), in connection with the preparation of a Registration Statement on Form S-8 (the “Registration Statement”) to be filed with the Securities and Exchange Commission. The Registration Statement relates to: (i) 3,182,180 shares of the Company’s common stock, par value \$0.001 per share, issuable upon the exercise of options that are currently outstanding under the FleetCor Technologies, Inc. 2010 Equity Incentive Plan (the “2010 Plan”), and 2,709,486 shares of the Company’s common stock, par value \$0.001 per share, currently authorized for issuance for future awards under the 2010 Plan; and (ii) 6,655,391 shares of the Company’s common stock, par value \$0.001 per share, to be issued upon the exercise of options granted pursuant to the FleetCor Technologies, Inc. Amended and Restated Stock Incentive Plan (the “2002 Plan” and together with the 2010 Plan, the “Plans”) (all such shares and options issued pursuant to the Plans are referred to herein as the “Shares” and “Options,” respectively).

As such counsel, we have examined and relied upon such records, documents, certificates and other instruments as in our judgment are necessary or appropriate to form the basis for the opinions hereinafter set forth. In all such examinations, we have assumed the genuineness of signatures on original documents and the conformity to such original documents of all copies submitted to us as certified, conformed or photographic copies, and as to certificates of public officials, we have assumed the same to have been properly given and to be accurate.

For purposes of this opinion, we have assumed the following: (1) the Shares that may be issued pursuant to the Plans or upon exercise of the Options granted pursuant to the Plans will continue to be duly authorized on the dates of such issuance and (2) on the

date on which any Option is exercised, such Option will have been duly executed, issued and delivered by the Company and will constitute the legal, valid and binding obligation of the Company, enforceable against the Company in accordance with its terms subject, as to enforceability, to applicable bankruptcy, insolvency, reorganization, moratorium or similar laws affecting creditors' rights generally, general equitable principles and the discretion of courts in granting equitable remedies.

The opinions expressed herein are limited in all respects to the federal laws of the United States of America and the General Corporation Law of the State of Delaware, and no opinion is expressed with respect to the laws of any other jurisdiction or any effect which such laws may have on the opinions expressed herein. This opinion is limited to the matters stated herein, and no opinion is implied or may be inferred beyond the matters expressly stated herein.

Based upon the foregoing and subject to the limitations, qualifications and assumptions set forth herein, we are of the opinion that:

a. The Shares are duly authorized; and

b. When the Shares are issued pursuant to the Plans or upon exercise of the Options granted pursuant to the Plans against payment therefor, as the case may be, as provided in the Plans, such Shares will be validly issued, fully paid and nonassessable.

This opinion is given as of the date hereof, and we assume no obligation to advise you after the date hereof of facts or circumstances that come to our attention or changes in law that occur which could affect the opinions contained herein. This letter is being rendered solely for the benefit of the Company in connection with the matters addressed herein.

We consent to the filing of this opinion as an Exhibit to the Registration Statement.

Very truly yours,

/s/ King & Spalding LLP

King & Spalding LLP

Consent of Ernst & Young LLP, Independent Registered Public Accounting Firm

We consent to the incorporation by reference in the Registration Statement (Form S-8) pertaining to the FleetCor Technologies, Inc. Amended and Restated Stock Incentive Plan and the FleetCor Technologies, Inc. 2010 Equity Compensation Plan of FleetCor Technologies, Inc. filed on December 20, 2010 of our report dated April 15, 2010, except Note 18 as to which the date is November 29, 2010, with respect to the consolidated financial statements of FleetCor Technologies, Inc. and subsidiaries included in the Form S-1 Registration Statement (Form S-1 No. 333-166092) and related Prospectus of FleetCor Technologies, Inc. and subsidiaries for the year ended December 31, 2009, filed with the Securities and Exchange Commission.

/s/ Ernst & Young LLP

Atlanta, Georgia
December 20, 2010

Consent of Independent Auditor

We consent to the use of our report dated April 1, 2009, with respect to the consolidated balance sheet of CLC Group, Inc. and subsidiaries as of December 31, 2008, and the related consolidated statements of operations, stockholders' equity, and cash flows for the year ended December 31, 2008, incorporated herein by reference.

(signed) KPMG LLP

Kansas City, Missouri
December 20, 2010