

**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): August 15, 2023

FLEETCOR Technologies, Inc.

(Exact name of registrant as specified in its charter)

Delaware

001-35004

72-1074903

(State or other jurisdiction of
incorporation or organization)

(Commission
File Number)

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

**3280 Peachtree Road, Suite 2400
(Address of principal executive offices)**

**Atlanta
GA**

**30305
(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))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbols(s)	Name of each exchange on which registered
Common Stock	FLT	New York Stock Exchange

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 8.01 Other Events.

On August 15, 2023, FLEETCOR Technologies, Inc. (the “Company”) issued a press release announcing the sale of its Russia business to a local investment group. The transaction divests all of FLEETCOR’s operations in Russia.

The Company also executed an accelerated share repurchase (“ASR”) agreement to repurchase \$450 million of its outstanding common stock under its current share repurchase authorization. Pursuant to the ASR Agreement, approximately 80% of the shares expected to be repurchased will be received by the Company on August 21, 2023. The total number of shares ultimately repurchased under the ASR program will be determined upon final settlement and will be based on a discount to the volume-weighted average price of the Company’s common stock during the ASR period. The Company anticipates that all repurchases under the ASR will be completed by the end of the third quarter of 2023.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibit No. 99.1, FLEETCOR Technologies, Inc. press release dated August 15, 2023

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.

August 15, 2023

By: /s/ Tom Panther

Tom Panther
Chief Financial Officer

Exhibit Index

Exhibit No.	Description
99.1	FLEETCOR Technologies, Inc. press release dated August 15, 2023
104	Cover Page Interactive Data File (formatted as Inline XBRL)

FLEETCOR Exits Russia Launches \$450 Million ASR

ATLANTA, GA – August 15, 2023 – FLEETCOR Technologies, Inc. (NYSE: FLT), a leading global business payments company, today announced the sale of its Russia business to a local investment group. The transaction divests all of FLEETCOR’s operations in Russia.

“We concluded the sale of our Russia business this week and are now completely out of the market. We are also announcing the launch of a \$450 million ASR to buyback FLEETCOR stock,” said Ron Clarke, Chairman and CEO of FLEETCOR Technologies, Inc.

The company also announced that it has entered into an Accelerated Share Repurchase (“ASR”) program with Bank of America, N.A. to repurchase shares of common stock under its current share repurchase authorization. Approximately 80 percent of the shares expected to be repurchased under the transaction will be received by FLEETCOR on August 21, 2023. The total number of shares ultimately repurchased under the program will be determined upon final settlement and will be based on a discount to the volume-weighted average price of FLEETCOR’s common stock during the ASR period. FLEETCOR anticipates that all repurchases under the ASR will be completed by the end of the third quarter of 2023.

Terms of the sale were not disclosed.

About FLEETCOR®

FLEETCOR Technologies (NYSE: FLT) is a leading global business payments company that helps businesses spend less by providing innovative solutions that control expense-related purchasing and payment processes. The FLEETCOR portfolio of brands automate, secure, digitize and manage payment transactions on behalf of businesses across more than 100 countries in North America, Latin America, Europe, and Asia Pacific. For more information, please visit www.FLEETCOR.com.

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