

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)

5445 Triangle Parkway, Suite 400
Norcross, Georgia 30092
(Address of Principal Executive Offices) (Zip Code)

FleetCor Technologies, Inc. 2010 Equity Compensation Plan
(Full Title of the Plan)

Sean Bowen
Senior Vice President and General Counsel
5445 Triangle Parkway, Suite 400
Norcross, Georgia 30092
(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	6,500,000	\$91.63(2)	\$595,595,000	\$81,239.16

- (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 as the result of any future stock splits, stock dividends or similar adjustment of the Registrant's common stock.
- (2) Estimated in accordance with Rule 457(h) under the Securities Act, solely for the purpose of calculating the registration fee. The price of \$91.63 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 August 1, 2013.

EXPLANATORY NOTE

FleetCor Technologies, Inc. (the “Registrant”) filed a registration statement on Form S-8 on December 20, 2010 (File No. 333-171289) (the “Prior Registration Statement”) to register under the Securities Act shares of the Registrant’s common stock, par value \$0.001 per share (the “Common Stock”), issuable pursuant to the FleetCor Technologies, Inc. 2010 Equity Compensation Plan (the “Plan”). The Registrant is filing this registration statement on Form S-8 (the “Registration Statement”) pursuant to and in accordance with General Instruction E of Form S-8 to register an additional 6,500,000 shares of Common Stock to be issued pursuant to the Plan.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Documents by Reference.

The contents of the Prior Registration Statement are incorporated by reference into this Registration Statement. In addition, the following documents that the Registrant has previously filed with the Commission are incorporated herein by reference:

- (a) The Registrant’s Annual Report on Form 10-K for the fiscal year ended December 31, 2012;
- (b) The Registrant’s Quarterly Reports on Form 10-Q for the quarters ended March 31, 2013 and June 30, 2013;
- (c) The Registrant’s Definitive Proxy Statement on Schedule 14A filed on April 24, 2013;

(b) The Registrant’s Current Reports on Form 8-K filed on February 5, 2013, March 12, 2013, March 26, 2013, June 5, 2013, July 3, 2013 and July 29, 2013; and

(c) 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 on December 10, 2010.

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 Securities Exchange Act of 1934, as amended, 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 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 No. 3.1 to the Registrant’s Annual Report on Form 10-K, filed on March 25, 2011).

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- 4.3 Amended and Restated Bylaws of FleetCor Technologies, Inc. (incorporated by reference to Exhibit No. 3.2 to the Registrant's Annual Report on Form 10-K, filed on March 25, 2011).
 - 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.
 - 24.1 Power of Attorney (included in signature pages).
 - 99.1 FleetCor Technologies, Inc. 2010 Equity Compensation Plan, as amended and restated effective May 30, 2013 (incorporated by reference to Appendix A to the Registrant's Definitive Proxy Statement on Schedule 14A, filed on April 24, 2013).

EXHIBIT INDEX

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4.3	Amended and Restated Bylaws of FleetCor Technologies, Inc. (incorporated by reference to Exhibit No. 3.2 to the Registrant's Annual Report on Form 10-K, filed on March 25, 2011).
5.1	Opinion of King & Spalding LLP.
23.1	Consent of King & Spalding LLP (included as part of Exhibit 5.1).
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99.1	FleetCor Technologies, Inc. 2010 Equity Compensation Plan, as amended and restated effective May 30, 2013 (incorporated by reference to Appendix A to the Registrant's Definitive Proxy Statement on Schedule 14A, filed on April 24, 2013).

August 8, 2013
FleetCor Technologies, Inc.
5445 Triangle Parkway
Suite 400
Norcross, Georgia 30092

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: 6,500,000 shares of the Company’s common stock, par value \$0.001 per share, to be issued pursuant to, or issued upon the exercise of options granted pursuant to, the FleetCor Technologies, Inc. 2010 Equity Compensation Plan, as amended and restated (the “Plan”) (all such shares and options issued pursuant to the Plan 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 Plan or upon exercise of the Options granted pursuant to the Plan 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 Delaware General Corporation Law, 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 Plan or upon exercise of the Options granted pursuant to the Plan against payment therefor, as the case may be, as provided in the Plan, 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 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. 2010 Equity Compensation Plan of FleetCor Technologies, Inc. filed on August 8, 2013 of our reports dated March 1, 2013 with respect to the consolidated financial statements of FleetCor Technologies, Inc. and Subsidiaries and the effectiveness of internal control over financial reporting of FleetCor Technologies, Inc. and Subsidiaries included in its Annual Report (Form 10-K) for the year ended December 31, 2012, filed with the Securities and Exchange Commission.

/s/ Ernst & Young LLP

Atlanta, Georgia
August 8, 2013