

**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): July 28, 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 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

On July 28, 2023, the Board of Directors of FLEETCOR Technologies, Inc. (the "Company" or "FLEETCOR"), appointed Gerald Throop to serve on its Board of Directors, effective immediately. Mr. Throop is the third new Director appointed this year as part of FLEETCOR's Board refreshment initiative.

Mr. Throop brings extensive financial services experience that includes tenures as Head of Global Equities at the National Bank of Canada, President at Blackmont Capital Inc., Head of Canadian Equities at Merrill Lynch, and Partner at Gordon Capital. He also served as CFO for two Canadian public telecommunications companies during his career. Throop currently serves as Audit Committee Chair on the Ceridian Board of Directors.

In addition, the Company announced that Mike Buckman had notified the Company on July 28, 2023 of his retirement from the Board, effective immediately, after 10 years of service.

Mr. Throop was not elected pursuant to any arrangement or understanding with the Company or any other person, and there are no actual or proposed transactions between Mr. Throop or any of his immediate family members and the Company that would require disclosure under Item 404(a) of Regulation S-K in connection with his appointment as a director of the Company. The Board has affirmatively determined that Mr. Throop qualifies as an independent director as defined by the listing standards of the New York Stock Exchange and the Company's corporate governance guidelines.

In connection with his service on the Board, Mr. Throop will be entitled to the Company's customary non-employee director compensation package, commencing on July 28, 2023. The Company has also entered into an indemnification agreement on the Company's standard form with Mr. Throop.

A copy of the press release issued by the Company on August 3, 2023 regarding Mr. Throop's appointment and Mr. Buckman's retirement is filed as Exhibit 99.1 to this Current Report on Form 8-K and is incorporated by reference into this Item 5.02.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibit No. 99.1, FLEETCOR Technologies, Inc. press release dated August 3, 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 3, 2023

By: /s/ Daniel Fishbein

Daniel Fishbein
General Counsel

Exhibit Index

Exhibit No.	Description
99.1	FLEETCOR Technologies, Inc. press release dated August 3, 2023
104	Cover Page Interactive Data File (formatted as Inline XBRL)



FLEETCOR® Appoints Experienced Financial Expert to Its Board of Directors

ATLANTA – August 3, 2023 – [FLEETCOR Technologies, Inc.](#) (NYSE: FLT), a leading global business payments company, today announced the appointment of Gerald Throop to its Board of Directors and the retirement of long-tenured director, Mike Buckman. These changes are effective immediately. Throop is the third new Director appointed this year as part of FLEETCOR’s Board refreshment initiative.

Throop brings extensive financial services experience that includes tenures as Head of Global Equities at the National Bank of Canada, and Head of Canadian Equities at Merrill Lynch. He also served as CFO for two Canadian public telecommunications companies during his career. Throop currently serves as Audit Committee Chair and Lead Independent Director on the Ceridian Board of Directors. Earlier in his career, Throop earned his CPA while serving with a predecessor of KPMG.

“Gerry’s background strengthens the financial expertise on our Board, and we look forward to his fresh perspective on our strategic direction moving forward,” said Steven Stull, lead independent director, FLEETCOR Technologies, Inc.

“We thank Mike for his steadfast commitment as a Board member over the past 10 years. His thoughtful contributions were invaluable, and he will be missed greatly,” said Ron Clarke, chairman and chief executive officer, FLEETCOR Technologies, Inc.

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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