

FLEETCOR TECHNOLOGIES INC  
Form 8-K  
November 27, 2012

**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) November 26, 2012

**FleetCor Technologies, Inc.**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction  
of incorporation)

**001-35004**  
(Commission  
File Number)

**72-1074903**  
(IRS Employer  
Identification No.)

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5445 Triangle Parkway, Suite 400,

Norcross, Georgia  
(Address of principal executive offices)

Registrant's telephone number, including area code: (770) 449-0479

30092  
(Zip Code)

**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))

**Item 1.01 Entry into a Material Definitive Agreement.**

On November 26, 2012, FleetCor Technologies, Inc. (the Company ) entered into a stock repurchase agreement (the Repurchase Agreement ) with investment funds associated with Summit Partners and Bain Capital (the Repurchase Stockholders ) to repurchase up to \$200,000,000 of shares of the Company s common stock directly from the Repurchase Stockholders (the Share Repurchase ) in a private transaction at a price per share equal to the price paid by the underwriter in the underwritten secondary offering announced today by the Company. The Company expects to fund the Share Repurchase primarily with borrowings under its credit facilities.

A copy of the Repurchase Agreement is attached as Exhibit 10.1 hereto and is incorporated herein by reference.

**Item 9.01 Financial Statements and Exhibits.**

Exhibit No.	Description
10.1	Repurchase Agreement, dated November 26, 2012, among the Company and the Repurchase Stockholders.

**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.

*November 27, 2012*

By: */s/ Sean Bowen*  
*Sean Bowen*  
*Senior Vice President and General*  
*Counsel*

**EXHIBIT INDEX**

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