

FLEETCOR TECHNOLOGIES INC  
Form 8-K  
May 25, 2011

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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):

May 24, 2011

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

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

655 Engineering Drive, Suite 300, Norcross,  
Georgia

30092-2830

(Address of principal executive offices)

(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))



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Item 5.07 Submission of Matters to a Vote of Security Holders.

On May 24, 2011, FleetCor Technologies, Inc. held its annual meeting of stockholders. Proxies for the meeting were solicited pursuant to Regulation 14A under the Securities Exchange Act of 1934, as amended. The following matters were submitted to a vote of the stockholders.

Proposal 1 votes regarding the election of three Class I Directors for a term expiring in 2014 were as follows:

<b>Name</b>	<b>For</b>	<b>Withheld</b>	<b>Broker Non-Votes</b>
John R. Carroll	62,205,233	800,591	226,842
Mark A. Johnson	62,756,906	248,922	226,842
Steven T. Stull	62,622,371	383,453	226,842

Proposal 2 votes on a proposal to ratify the appointment of Ernst & Young LLP as FleetCor's independent auditor for the fiscal year ending December 31, 2011 were as follows:

<b>For</b>	<b>Against</b>	<b>Abstentions</b>
63,160,547	71,894	225

Proposal 3 the advisory votes on executive compensation, often referred to as say on pay, were as follows:

<b>For</b>	<b>Against</b>	<b>Abstentions</b>	<b>Broker Non-Votes</b>
59,884,168	3,024,686	96,970	226,842

Proposal 4 the advisory votes on the frequency of future advisory votes on executive compensation, often referred to as say when on pay, were as follows:

<b>One year</b>	<b>Two years</b>	<b>Three years</b>	<b>Abstentions</b>	<b>Broker Non-Votes</b>
15,123,062	223,331	47,405,546	253,885	226,842

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**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.

*May 25, 2011*

FleetCor Technologies, Inc.

By: */s/ Sean Bowen*

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*Name: Sean Bowen*

*Title: General Counsel*