
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):

December 3, 2012

FleetCor Technologies, Inc.

(Exact name of registrant as specified in its charter)

Delaware

001-35004

72-1074903

(State or other jurisdiction
of incorporation)

(Commission
File Number)

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

5445 Triangle Parkway, Suite 400, Norcross, Georgia

30092

(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 7.01 Regulation FD Disclosure.

On December 3, 2012, FleetCor Technologies, Inc. (the "Company") issued a press release regarding the Share Repurchase (as defined below). The press release is furnished as Exhibit 99.1 to this Current Report on Form 8-K and incorporated into this Item 7.01 by reference.

Item 8.01 Other Events.

On December 3, 2012, the Company completed its previously-announced repurchase (the "Share Repurchase") of shares of its common stock, \$0.001 par value per share (the "Common Stock"), pursuant to the Stock Repurchase Agreement, dated November 26, 2012, among the Company and entities affiliated with Summit Partners and Bain Capital. The Company repurchased 3,852,822 shares of Common Stock at a purchase price of \$51.91 per share, for an aggregate purchase price of approximately \$200.0 million.

Item 9.01 Financial Statements and Exhibits.

99.1 Press Release dated December 3, 2012

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.

December 3, 2012

By: */s/ Sean Bowen*

Name: Sean Bowen

Title: SVP and General Counsel

Exhibit Index

Exhibit No.	Description
99.1	Press Release dated December 3, 2012



**FleetCor Concludes Repurchase of 3.85 million Shares of Common Stock
Accretive to Earnings**

NORCROSS, Ga., December 3, 2012 — FleetCor Technologies, Inc. (NYSE: FLT) today announced that it has completed its previously announced purchase of approximately 3.85 million shares of FleetCor common stock at \$51.91 per share pursuant to a share repurchase agreement with certain of its private equity shareholders associated with Summit Partners and Bain Capital.

“On a pro forma basis, using actual results through September 30, 2012 and our prior guidance, the repurchase is expected to be accretive to full-year 2012 earnings by approximately \$0.13 per diluted share,” said Ron Clarke, chairman and chief executive officer, FleetCor Technologies, Inc. “We believe that buying back shares from our legacy investors will help to reduce the share overhang and leaves us sufficient liquidity to execute our acquisition plans.”

The share repurchase was effected in a private transaction and FleetCor funded the \$200 million aggregate purchase price with borrowings under its credit facilities.

Forward-Looking Statements

This press release contains forward-looking statements within the meaning of the federal securities laws. Statements that are not historical facts, including statements about FleetCor’s beliefs, expectations and future performance, are forward-looking statements. Forward-looking statements can be identified by the use of words such as “anticipate,” “intend,” “believe,” “estimate,” “plan,” “seek,” “project” or “expect,” “may,” “will,” “would,” “could” or “should,” the negative of these terms or other comparable terminology. Examples of forward-looking statements in this press release include statements relating to the accretive effect of the share repurchase on earnings and expectations regarding the reduction of share overhang and liquidity. These forward-looking statements are subject to a number of risks and uncertainties that could cause actual results to differ materially from those contained in any forward-looking statement, such as the risks and uncertainties identified under the caption “Risk Factors” in FleetCor’s Annual Report on Form 10-K for the year ended December 31, 2011, filed with the Securities and Exchange Commission on February 29, 2012 and FleetCor’s Quarterly Report on Form 10-Q filed with the Securities and Exchange Commission on November 9, 2012. FleetCor believes these forward-looking statements are reasonable; however, forward-looking statements are not a guarantee of performance, and undue reliance should not be placed on such statements. The forward-looking statements included in this press release are made only as of the date hereof, and FleetCor does not undertake, and specifically disclaims, any obligation to update any such statements or to publicly announce the results of any revisions to any of such statements to reflect future events or developments.

About FleetCor

FleetCor is a leading global provider of fuel cards and workforce payment products to businesses. FleetCor’s payment programs enable businesses to better control employee spending and provide card-accepting merchants with a high volume customer base that can increase their sales and customer loyalty. FleetCor serves commercial accounts in North America, Latin America, and Europe. For more information, please visit www.fleetcor.com.

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