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**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
Washington, D.C. 20549

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**FORM S-8**  
**REGISTRATION STATEMENT**  
*UNDER*  
*THE SECURITIES ACT OF 1933*

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**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**  
**Peachtree Corners, Georgia 30092**  
(Address of Principal Executive Offices) (Zip Code)

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**FleetCor Technologies, Inc. Amended and Restated 2010 Equity Compensation Plan**  
(Full Title of the Plan)

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**Brad Slutsky**  
**General Counsel**  
**5445 Triangle Parkway, Suite 400**  
**Peachtree Corners, Georgia 30092**  
**(770) 449-0479**  
  
(Name, Address and Telephone Number,  
Including Area Code, of Agent for Service)

**Copies to:**  
**Alan J. Prince**  
**Alana L. Griffin**  
**King & Spalding LLP**  
**1180 Peachtree Street**  
**Atlanta, Georgia 30309**  
**(404) 572-4600**

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Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company, or an emerging growth company. See the definitions of “large accelerated filer,” “accelerated filer,” “smaller reporting company” and “emerging growth company” in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer  Accelerated filer   
 Non-accelerated filer  (Do not check if smaller reporting company) Smaller reporting company   
 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 7(a)(2)(B) of the Securities Act.

#### 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	3,500,000	\$ 202.93 (2)	\$ 710,255,000	\$ 88,426.75

- (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 Amended and Restated 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 \$202.93 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 February 27, 2018.

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## EXPLANATORY NOTE

FleetCor Technologies, Inc. (the “Registrant”) filed a registration statement on Form S-8 on December 20, 2010 (File No. 333-171289) and on August 8, 2013 (File No. 333-190483) (the “Prior Registration Statements”) 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 “2010 Plan”), which was amended and restated effective May 30, 2013 (the “2013 Plan”). The 2013 Plan was further amended and restated effective February 7, 2018 (the “A&R 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 3,500,000 shares of Common Stock to be issued pursuant to the A&R Plan.

## PART II

### INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

#### Item 3. Incorporation of Documents by Reference.

The contents of the Prior Registration Statements 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, 2017, filed on March 1, 2018;

(b) The Registrant’s Current Reports on Form 8-K filed on January 29, 2018 and February 12, 2018; 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 furnished 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:

**Exhibit  
Number**

**Description**

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- [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).
- [4.3](#) Amended and Restated Bylaws of FleetCor Technologies, Inc. (incorporated by reference to Exhibit No. 3.1 to the Registrant's Form 8-K, filed on January 29, 2018).
- [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. Amended and Restated 2010 Equity Compensation Plan, effective February 7, 2018 (incorporated by reference to Exhibit No. 10.1 to the Registrant's Form 8-K, filed on February 12, 2018).



## EXHIBIT INDEX

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March 1, 2018

Re: FleetCor Technologies, Inc. – Form S-8 Registration Statement

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 by the Company with the Securities and Exchange Commission (the “Commission”) under the Securities Act of 1933, as amended (the “Securities Act”). The Registration Statement relates to the registration of an additional 3,500,000 shares (the “Shares”) of the Company’s common stock, par value \$0.001 per share, to be issued pursuant to the terms of the FleetCor Technologies, Inc. Amended and Restated 2010 Equity Compensation Plan (the “Plan”).

In so acting, we have examined and relied upon the accuracy of original, certified, conformed or photographic copies of such records, agreements, certificates and other documents as we have deemed necessary or appropriate to enable us to render the opinions set forth below. 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. As to matters of fact material to this opinion, we have relied, without independent verification, upon statements and representations of representatives of the Company and public officials.

Based upon the foregoing, and subject to the additional assumptions, qualifications and limitations set forth below, we are of the opinion that:

(1) The Shares are duly authorized; and

(2) When the Shares are issued pursuant to the Plan, or upon the exercise of options, stock appreciation rights or other stock-based awards granted under the Plan, as the case may be, such Shares will be validly issued, fully paid and non-assessable.

This opinion is limited in all respects to the federal laws of the United States of America and the Delaware General Corporation Law, and no opinion is expressed with respect to the laws of any other jurisdiction or any effect that 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.

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.

We consent to the filing of this opinion as an exhibit to the Registration Statement and to the references to us in such Registration Statement. In giving such consent, we do not admit that we are in the category of persons whose consent is required under Section 7 of the Securities Act or the rules and regulations of the Commission.

Very truly yours,

/s/ King & Spalding LLP

**Consent of Ernst & Young LLP, 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. Amended and Restated Stock Incentive Plan of our reports dated March 1, 2018, 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 this Annual Report (Form 10-K) of FleetCor Technologies, Inc. and Subsidiaries for the year ended December 31, 2017, filed with the Securities and Exchange Commission.

/s/ Ernst & Young LLP

Atlanta, Georgia

March 1, 2018