

FLEETCOR TECHNOLOGIES INC  
Form 8-K  
June 10, 2016

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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):

June 8, 2016

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

On June 8, 2016, FleetCor Technologies, Inc. held its 2016 Annual Meeting of Stockholders (the "Annual Meeting"). Proxies for the Annual Meeting were solicited pursuant to Regulation 14A under the Securities Exchange Act of 1934, as amended. A total of 80,589,777 shares were represented at the Annual Meeting. The following matters were submitted to a vote of the stockholders.

I. Elect three Class III Directors nominated by the Board of Directors:

NOMINEES

Ronald F. Clarke  
FOR: 74,095,379  
WITHHELD: 1,841,108  
Broker Non-votes: 4,653,290

Joseph W. Farrelly  
FOR: 68,753,078  
WITHHELD: 7,183,409  
Broker Non-votes: 4,653,290

Richard Macchia  
FOR: 75,230,093  
WITHHELD: 706,398  
Broker Non-votes: 4,653,290

II. Ratify the selection of Ernst & Young LLP as FleetCor's independent auditor for 2016:

FOR: 80,085,785  
AGAINST: 258,250  
ABSTAIN: 245,742

III. Stockholder proposal regarding proxy access for director nominations by stockholders:

FOR: 47,148,034  
AGAINST: 28,534,550  
ABSTAIN: 253,903  
Broker Non-votes: 4,653,290

IV. Stockholder proposal regarding board diversity and reporting:

FOR: 46,480,010  
AGAINST: 17,704,530  
ABSTAIN: 11,751,945  
Broker Non-votes: 4,653,292

V. Stockholder proposal regarding majority voting in uncontested director elections:

FOR: 65,710,141  
AGAINST: 1,157,843  
ABSTAIN: 9,068,501  
Broker Non-votes: 4,653,292

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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.

*June 10, 2016*

FleetCor Technologies, Inc.

By: *Sean Bowen*

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*Name: Sean Bowen*

*Title: General Counsel*