

FLEETCOR TECHNOLOGIES INC  
Form 8-K  
June 08, 2018

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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 6, 2018

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.)

5445 Triangle Parkway, Suite 400, Norcross,  
Georgia

(Address of principal executive offices)

30092

(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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Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

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 13(a) of the Exchange Act. [ ☐ ]

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**Item 5.03 Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.**

Effective June 7, 2018, FLEETCOR Technologies, Inc. ("FLEETCOR" or the "Company") amended Article SIXTH, Article TENTH and Article TWELFTH of its Amended and Restated Certificate of Incorporation (the "Charter") to eliminate the super-majority voting requirements in Articles SIXTH, TENTH and TWELFTH of the Charter and replace such super-majority voting requirements with majority voting requirements (such amendments are collectively referred to as the "Charter Amendment"). The Charter Amendment was approved by the Company's stockholders at the Company's annual meeting of stockholders held on June 6, 2018.

The foregoing description does not purport to be complete and is subject to, and qualified in its entirety by reference to, the full text of the Charter Amendment, which is attached hereto as Exhibit 3.1 and incorporated by reference.

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

On June 6, 2018, the Company held its 2018 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 78,729,410 shares were represented at the Annual Meeting. The following matters were submitted to a vote of the stockholders.

I. Elect three Class II Directors nominated by the Board of Directors for a three-year term:

**NOMINEES**

Mark A. Johnson  
FOR: 62,434,837  
WITHHOLD: 12,243,535  
BROKER NON-VOTES: 4,051,038

Hala G. Modellmog  
FOR: 70,019,451  
WITHHOLD: 4,658,921  
BROKER NON-VOTES: 4,051,038

Jeffrey S. Sloan  
FOR: 62,614,015  
WITHHOLD: 12,064,357  
BROKER NON-VOTES: 4,051,038

II. Ratify the selection of Ernst & Young LLP as FLEETCOR's independent auditor for 2018:

FOR: 78,087,763  
AGAINST: 617,063  
ABSTAIN: 24,584  
BROKER NON-VOTES: 0

III. Advisory vote to approve named executive officer compensation:

FOR: 10,700,691  
AGAINST: 63,960,550  
ABSTAIN: 17,131  
BROKER NON-VOTES: 4,051,038

IV. Amend the Company's Charter to eliminate the supermajority voting provisions in the Charter:

FOR: 74,640,129  
AGAINST: 34,171

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ABSTAIN: 4,072

BROKER NON-VOTES: 4,051,038

V. Stockholder proposal to declassify the Board of Directors:

FOR: 65,986,352

AGAINST: 8,672,054

ABSTAIN: 19,966

BROKER NON-VOTES: 4,051,038

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits.

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Exhibit Index

<u>Exhibit No.</u>	<u>Description</u>
3.1	<u>Certificate of Amendment to the Amended and Restated Certificate of Incorporation of FLEETCOR Technologies, Inc., dated June 7, 2018.</u>

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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.

FleetCor Technologies, Inc.

*June 8, 2018*

By: *Brad Slutsky*

*Name: Brad Slutsky*

*Title: General Counsel*

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