

FLEETCOR TECHNOLOGIES INC

Form 424B3

November 29, 2012

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**Filed Pursuant to Rule 424(b)(3)
Registration Number 333-180069**

	Amount to be Registered	Proposed Maximum Offering Price Per Unit	Proposed Maximum Aggregate Offering Price	Amount of Registration Fee(1)
Common stock, \$0.001 par value per share	4,500,000	\$ 51.415	\$ 231,367,500	\$ 31,558.53

- (1) Pursuant to Rule 457(c), the offering price and registration fee are based on the average of the high and low prices for the common stock on November 26, 2012, as reported on the New York Stock Exchange.

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PROSPECTUS SUPPLEMENT

To Prospectus dated March 13, 2012

4,500,000 Shares

Common Stock

This prospectus supplement relates to the shares of common stock of FleetCor Technologies, Inc. being sold by the selling stockholders identified in this prospectus supplement. We will not receive any of the proceeds from the sale of the shares being sold by the selling stockholders.

We have entered into an agreement with certain of the selling stockholders to purchase, concurrently with this underwritten offering, up to \$200,000,000 of our common stock directly from certain of the selling stockholders in a private, non-underwritten transaction at a price per share equal to the price paid by the underwriter in this underwritten offering.

Our common stock is listed on the New York Stock Exchange under the symbol FLT. The last reported sale price of our common stock on the New York Stock Exchange on November 26, 2012 was \$51.20 per share.

Investing in our common stock involves risks. See Risk Factors on page S-4 of this prospectus supplement and any risk factors described in the documents we incorporate by reference.

Neither the Securities and Exchange Commission nor any other regulatory body has approved or disapproved of these securities or passed upon the accuracy or adequacy of this prospectus supplement or the accompanying prospectus. Any representation to the contrary is a criminal offense.

The underwriter has agreed to purchase the common stock from the selling stockholders at a price of \$51.91 per share, which will result in \$233,595,000 of proceeds to the selling stockholders before expenses. The underwriter may offer the shares of common stock from time to time for sale in one or more transactions on the New York Stock Exchange, in the over the counter market, through negotiated transactions or otherwise at market prices prevailing at the time of sale or at negotiated prices.

Citigroup

Prospectus Supplement dated November 27, 2012.

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Prospectus

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ABOUT THIS PROSPECTUS SUPPLEMENT

This document has two parts, a prospectus supplement and an accompanying prospectus dated March 13, 2012. This prospectus supplement and the accompanying prospectus are part of a registration statement on Form S-3 that we filed with the Securities and Exchange Commission, or SEC, utilizing a shelf registration process. Under this shelf registration process, the selling stockholders named in a prospectus supplement over time may offer and sell our common stock in one or more offerings or resales.

The accompanying prospectus provides you with a general description of our common stock, which the selling stockholders may offer pursuant to this prospectus supplement. This prospectus supplement, which describes certain matters relating to us and the specific terms of this offering of shares of our common stock, adds to and updates information contained in the accompanying prospectus and the documents incorporated by reference herein. Any statement that we make in the accompanying prospectus will be modified or superseded by any inconsistent statement made by us in this prospectus supplement. Please carefully read this prospectus supplement, the accompanying prospectus and any applicable pricing supplement, in addition to the information contained in the documents we refer to under the heading **Where You Can Find More Information**.

In this prospectus, unless indicated otherwise or the context otherwise requires, **we**, **us**, **our** and **FleetCor** refer to FleetCor Technologies, Inc., the issuer of the common stock, and its subsidiaries.

We have not authorized anyone to give you any information or to make any representations about our common stock or any offers by our selling stockholders, other than those contained in this prospectus supplement, the accompanying prospectus or any free writing prospectus prepared by us. If you are given any information or representation about these matters that is not discussed in this prospectus supplement, the accompanying prospectus or any free writing prospectus, you must not rely on that information. This prospectus supplement and the accompanying prospectus is not an offer to sell anywhere or to anyone where or to whom the selling stockholders are not permitted to offer to sell securities under applicable law.

You should not assume that the information incorporated by reference or provided in this prospectus supplement, the accompanying prospectus or any free writing prospectus prepared by us is accurate as of any date other than the date on the front cover of those documents. Our business, financial condition, results of operations and prospects may have changed since that date.

INCORPORATION OF CERTAIN INFORMATION BY REFERENCE

The SEC allows us to incorporate by reference into this prospectus supplement the information we file with it. This means that we can disclose important information to you by referring you to those documents. The information incorporated by reference is considered to be part of this prospectus supplement, and later information that we file with the SEC will automatically update and supersede this information. We incorporate by reference the documents listed below and any future filings made with the SEC under Section 13(a), 13(c), 14 or 15(d) of the Securities Exchange Act of 1934, as amended, or the Exchange Act; provided, however, that we are not incorporating by reference any information furnished (but not filed) under Item 2.02 or Item 7.01 of any Current Report on Form 8-K:

- (a) Annual Report on Form 10-K for the year ended December 31, 2011;
- (b) Quarterly Reports on Form 10-Q for the quarters ended March 31, 2012, June 30, 2012 and September 30, 2012;
- (c) Definitive Proxy Statement on Schedule 14A filed with the SEC on April 23, 2012 (excluding those portions that were not incorporated by reference into our Annual Report on Form 10-K for the year ended December 31, 2011);

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- (d) Current Reports on Form 8-K filed on February 8, 2012, March 13, 2012, March 15, 2012, May 1, 2012, May 23, 2012, June 7, 2012, June 13, 2012, November 8, 2012 and November 27, 2012 and Current Report on Form 8-K/A filed on February 27, 2012; and
- (e) The description of our common stock, \$0.001 par value per share, set forth in the registration statement on Form 8-A filed with the SEC on December 10, 2010, including any amendment or report filed with the SEC for the purpose of updating this description.

You may request a copy of these filings at no cost, by writing to or telephoning us at the following address:

FleetCor Technologies, Inc.

Attention: General Counsel

5445 Triangle Parkway, Suite 400

Norcross, Georgia 30092-2575

(770) 449-0479

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PROSPECTUS SUPPLEMENT SUMMARY

The following summary does not contain all the information that may be important to purchasers of our common stock. You should carefully read the entire prospectus supplement, the accompanying prospectus and the financial statements, notes to financial statements and other information incorporated by reference in this prospectus supplement before making any investment decision.

Our Company

FleetCor is a leading independent global provider of specialized payment products and services to businesses, commercial fleets, major oil companies, petroleum marketers and government entities in countries throughout North America, Latin America and Europe. Our payment programs enable our customers to better manage and control employee spending and provide card-accepting merchants with a high volume customer base that can increase their sales and customer loyalty. In 2011, we processed more than 215 million transactions on our proprietary networks and third-party networks. We believe that our size and scale, geographic reach, advanced technology and our expansive suite of products, services, brands and proprietary networks contribute to our leading industry position.

We provide our payment products and services in a variety of combinations to create customized payment solutions for our customers and partners. In order to deliver our payment programs and services and process transactions, we own and operate proprietary closed-loop networks through which we electronically connect to merchants and capture, analyze and report customized information. We also use third-party networks to deliver our payment programs and services in order to broaden our card acceptance and use. To support our payment products, we also provide a range of services, such as issuing and processing, as well as specialized information services that provide our customers with value-added functionality and data. Our customers can use this data to track important business productivity metrics, combat fraud and employee misuse, streamline expense administration and lower overall fleet operating costs.

We market our payment products directly to a broad range of commercial fleet customers, including vehicle fleets of all sizes and government fleets. Among these customers, we provide our products and services predominantly to small and medium commercial fleets. We believe these fleets represent an attractive segment of the global commercial fleet market given their relatively high use of less efficient payment products, such as cash and general purpose credit cards. We also manage commercial fleet card programs for major oil companies, such as British Petroleum (including its subsidiary Arco), Chevron and Citgo, and over 800 petroleum marketers.

These companies collectively maintain hundreds of thousands of end-customer relationships with commercial fleets. We refer to these major oil companies and petroleum marketers with whom we have strategic relationships as our partners.

Our Products and Services

We sell a range of customized fleet and lodging payment programs directly and indirectly through partners, such as major oil companies and petroleum marketers. We provide our customers with various card products that typically function like a charge card to purchase fuel, lodging and related products and services at participating locations. We support these cards with specialized issuing, processing and information services that enable us to manage card accounts, facilitate the routing, authorization, clearing and settlement of transactions, and provide value-added functionality and data including customizable card-level controls and productivity analysis tools. Depending on our customer's and partner's needs, we provide these services in a variety of outsourced solutions ranging from a comprehensive end-to-end solution (encompassing issuing, processing and network services) to

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limited back office processing services. In addition, we offer a telematics solution in Europe that combines global positioning, satellite tracking and other wireless technology to allow fleet operators to monitor the capacity utilization and movement of their vehicles and drivers. Furthermore, we offer prepaid fuel and food vouchers and cards in Mexico that may be used as a form of payment in restaurants, grocery stores and gas stations.

Concurrent Share Repurchase

We have entered into an agreement with certain of the selling stockholders to purchase, concurrently with this underwritten offering, up to \$200,000,000 of our common stock directly from certain of the selling stockholders in a private, non-underwritten transaction at a price per share equal to the price paid by the underwriter in this underwritten offering. We expect to fund the purchases with borrowings under our credit facilities. We refer to these purchases as the share repurchase.

The closing of the share repurchase is contingent on the closing of this offering. The closing of this offering is not contingent on the closing of the share repurchase.

The description and the other information in this prospectus supplement regarding the share repurchase is included in this prospectus supplement solely for informational purposes. Nothing in this prospectus supplement should be construed as an offer to sell, or the solicitation of an offer to buy, any of our common stock subject to the share repurchase.

Corporate Information

FleetCor's predecessor company was organized in the United States in 1986. Our principal executive offices are located at 5445 Triangle Parkway, Suite 400, Norcross, Georgia 30092-2575, and our telephone number at that address is (770) 449-0479. Our website is located at www.fleetcor.com. The information on, or accessible through, our website is not part of this prospectus supplement unless specifically incorporated by reference herein.

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The Offering

Common stock offered by the selling stockholders	4,500,000 shares.
Common stock outstanding after this offering and the concurrent share repurchase	80,531,914 shares.(1)
Use of proceeds	We will not receive any proceeds from the sale of any shares of our common stock offered by any selling stockholder.
Share repurchase	We have entered into an agreement with certain of the selling stockholders to purchase, concurrently with this underwritten offering, up to \$200,000,000 of our common stock directly from certain of the selling stockholders in a private, non-underwritten transaction at a price per share equal to the price paid by the underwriter in this underwritten offering. We expect to fund the purchases with borrowings under our credit facilities. The closing of the share repurchase is contingent on the closing of this offering. The closing of this offering is not contingent on the closing of the share repurchase.
Dividend policy	We currently expect to retain all future earnings, if any, for use in the operation and expansion of our business. We have never declared or paid any dividends on our common stock and do not anticipate paying cash dividends to holders of our common stock in the foreseeable future. In addition, our credit agreement restricts our ability to pay dividends. Any determination to pay dividends in the future will be at the discretion of our board of directors and will depend upon, among other factors, our results of operations, financial condition, capital requirements and covenants in our existing financing arrangements and any future financing arrangements.
New York Stock Exchange symbol	FLT.

(1) Based on shares outstanding as of September 30, 2012.

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RISK FACTORS

An investment in our common stock involves risk. Before investing in our common stock, you should carefully consider the information included in or incorporated by reference into this prospectus supplement, including the risk factors set forth in Item 1A. Risk Factors in our Annual Report on Form 10-K for the fiscal year ended December 31, 2011. Any such risks could materially and adversely affect our business, financial condition or results of operations. However, the risks incorporated by reference herein are not the only risks facing us. Additional risks and uncertainties not currently known to us or those we currently view to be immaterial may also materially and adversely affect our business, financial condition or results of operations. In such a case, the trading price of our common stock could decline and you may lose all or part of your investment in our company.

SPECIAL NOTE REGARDING FORWARD-LOOKING STATEMENTS

Certain statements contained in this prospectus supplement and the documents incorporated herein by reference are forward-looking statements within the meaning of Section 27A of the Securities Act, and Section 21E of the Exchange Act that express our opinions, expectations, beliefs, plans, objectives, assumptions or projections regarding future events or future results, in contrast with statements that reflect historical facts. In some cases, we have identified such forward-looking statements with typical conditional 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.

These forward-looking statements are not a guarantee of performance, and you should not place undue reliance on such statements. We have based these forward-looking statements largely on our current expectations and projections about future events. Forward-looking statements are subject to many uncertainties and other variable circumstances, including those discussed in this prospectus supplement under the heading Risk Factors and in Item 1A. Risk Factors in our Annual Report on Form 10-K for the year ended December 31, 2011 and our Quarterly Report on Form 10-Q for the quarter ended September 30, 2012, which is incorporated by reference in this prospectus supplement, many of which are outside of our control, that could cause our actual results and experience to differ materially from any forward-looking statement. Given these risks and uncertainties, you are cautioned not to place undue reliance on these forward-looking statements. The forward-looking statements contained in this prospectus supplement and the documents incorporated herein by reference speak only as of the date they were made. We do not undertake, and specifically decline, 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.

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USE OF PROCEEDS

We will not receive any proceeds from the sale of any shares of our common stock offered by any selling stockholder.

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The following table sets forth our cash and cash equivalents and our capitalization as of September 30, 2012:

on an actual basis; and

on an as adjusted basis giving effect to our expected repurchase of 3,852,822 shares from certain of the selling stockholders at a purchase price of \$51.91 per share for an aggregate purchase price of approximately \$200,000,000, including the additional borrowings under our securitization facility and revolving credit facility used to fund the repurchase.

You should read the following information together with the information contained in Management's Discussion and Analysis of Financial Condition and Results of Operations and our unaudited consolidated financial statements and the accompanying notes in our Quarterly Report on Form 10-Q for the quarter ended September 30, 2012, which is incorporated by reference in this prospectus supplement.

(dollars in thousands)	As of September 30, 2012	
	Actual (unaudited)	As Adjusted (unaudited)
Cash and cash equivalents (excluding restricted cash)	\$ 300,061	\$ 300,061
Total debt (including current portion):		
Term note payable - domestic	281,250	281,250
Revolving line of credit	207,830	332,830
Other debt	18,422	18,422
Total notes payable	507,502	632,502
Securitization facility	355,000	430,000
Total debt	862,502	1,062,502
Common stock, par value \$0.001 per share: 475,000,000 shares authorized, 116,266,406 shares issued and 84,384,736 shares outstanding, actual; 475,000,000 shares authorized, 116,266,406 shares issued and 80,531,914 shares outstanding, as adjusted	116	116
Additional paid-in capital	525,056	525,056
Retained earnings	690,626	690,626
Accumulated other comprehensive loss	(5,067)	(5,067)
Treasury stock 31,881,670 shares, actual; 35,734,492 shares, as adjusted	(175,663)	(375,663)
Total stockholders' equity	1,035,068	835,068
Total capitalization	\$ 1,897,570	\$ 1,897,570

The table above excludes:

as of September 30, 2012, 7,030,452 shares of common stock issuable upon the exercise of outstanding stock options at a weighted-average exercise price of \$21.22 per share; and

888,766 shares of common stock reserved for future issuance under our 2010 Equity Compensation Plan.

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Our common stock is traded on the New York Stock Exchange under the symbol FLT. Shares of our common stock commenced trading on December 15, 2010. On September 30, 2012 there were 84,384,736 shares of our common stock outstanding, held by approximately 57 stockholders of record. On November 26, 2012, the closing price of our common stock was \$51.20. The following table sets forth the high and low sales prices per share of our common stock for the periods indicated:

	High Sale Price	Low Sale Price
2012:		
Fourth Quarter (through November 26, 2012)	\$ 51.73	\$ 43.88
Third Quarter	\$ 45.60	\$ 34.36
Second Quarter	\$ 41.30	\$ 33.73
First Quarter	\$ 40.00	\$ 29.81
2011:		
Fourth Quarter	\$ 30.40	\$ 25.43
Third Quarter	\$ 30.35	\$ 24.28
Second Quarter	\$ 38.00	\$ 28.78
First Quarter	\$ 35.13	\$ 28.75
2010:		
Fourth Quarter (beginning December 15, 2010)	\$ 31.43	\$ 24.50

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The table below sets forth information with respect to the beneficial ownership of our shares of common stock held by the selling stockholders as of September 30, 2012.

In the table below, the percentage of shares beneficially owned is based on 84,384,736 shares of our common stock outstanding as of September 30, 2012, determined in accordance with Rule 13d-3 of the Exchange Act. Under such rule, beneficial ownership includes any shares over which the stockholder has sole or shared voting power or investment power and also any shares which the stockholder has the right to acquire within sixty days of such date through the exercise of any options or other rights. Unless otherwise indicated below, each stockholder has sole voting and investment power with respect to the shares of common stock shown as beneficially owned.

	Shares Beneficially Owned Before Offering		Number of Shares to be Sold in The Offering	Number of Shares to be Repurchased	Shares Beneficially Owned After the Offering and Concurrent Share Repurchase(11)	
	Number	Percentage			Number	Percentage
Selling Stockholders						
Summit Partners(1)(3)	15,040,170	17.82%	2,500,000	2,408,014	10,132,156	12.58%
Bain Capital Fund VIII, LLC and related entities(2)(3)	7,133,075	8.45%	1,301,743	1,444,808	4,386,524	5.45%
Boston Foundation, Inc.(4)(5)	6,857	*	6,857			
Combined Jewish Philanthropies Of Greater Boston, Inc.(4)(6)	52,056	*	52,056			
The Edgerley Family Foundation(4)(7)	12,624	*	12,624			
Fidelity Investments Charitable Gift Fund(4)(8)	122,810	*	122,810			
Tyler Charitable Foundation(4)(9)	3,910	*	3,910			
Ronald F. Clarke(10)	3,823,080	4.44%	500,000		3,323,080	4.04%

- (1) Represents 177,742 shares held by Summit VI Advisors Fund, L.P., 272,893 shares held by Summit VI Entrepreneurs Fund, L.P., 8,546,411 shares held by Summit Ventures VI-A, L.P., 3,564,195 shares held by Summit Ventures VI-B, L.P., 71,560 shares held by Summit Investors VI, L.P., 221,280 shares held by Summit Subordinated Debt Fund II, L.P., 1,360,378 shares held by Summit Partners Private Equity Fund VII-A, L.P., 817,063 shares held by Summit Partners Private Equity Fund VII-B, L.P., 7,827 shares held by Summit Investors I, LLC and 821 shares held by Summit Investors I (UK), L.P. In this offering, each of the Summit Partners entities will sell the following number of shares of common stock: Summit VI Advisors Fund, L.P., 29,545; Summit VI Entrepreneurs Fund, L.P., 45,361; Summit Ventures VI-A, L.P., 1,420,598; Summit Ventures VI-B, L.P., 592,446; Summit Investors VI, L.P., 11,895; Summit Subordinated Debt Fund II, L.P., 36,781; Summit Partners Private Equity Fund VII-A, L.P., 226,124; Summit Partners Private Equity Fund VII-B, L.P., 135,813; Summit Investors I, LLC, 1,301; Summit Investors I (UK), L.P. 136. Summit Partners, L.P. is (i) the managing member of Summit Partners VI (GP), LLC, which is the general partner of Summit Partners VI (GP), L.P., which is the general partner of each of Summit Ventures VI-A, L.P., Summit Ventures VI-B, L.P., Summit VI Advisors Fund, L.P., Summit VI Entrepreneurs Fund, L.P. and Summit Investors VI, L.P., (ii) the managing member of Stamps, Woodsum & Co. IV, which is the

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managing member of Summit Partners SD II, LLC, which is the general partner of Summit Subordinated Debt Fund II, L.P., (iii) the managing member of Summit Partners PE VII, LLC, which is the general partner of Summit Partners PE VII, L.P., which is the general partner of Summit Partners Private Equity Fund VII-A, L.P. and Summit Partners Private Equity Fund VII-B, L.P., and (iv) the manager of Summit Investors Management, LLC, which is manager of Summit Investors I, LLC and the general partner of Summit Investors I (UK), L.P. Summit Partners, L.P., through a two-person investment committee composed of Martin J. Mannion and Bruce R. Evans, has voting and dispositive authority over the shares held by the Summit Partners entities, and therefore may beneficially own such shares. Mr. Mannion and Mr. Evans, as members of the two-person investment committee, have voting and dispositive authority over the shares held by the Summit Partners entities, and therefore may beneficially own the shares. Each of the Summit Partners entities, Mr. Mannion and Mr. Evans disclaim beneficial ownership of the shares, except, in each case, to the extent of such person or entity's pecuniary interest therein. The address for each of these entities is 222 Berkeley Street, 18th Floor, Boston, MA 02116. Entities affiliated with Summit Partners hold private equity investments in one or more broker dealers, and as a result Summit Partners is an affiliate of a broker dealer. However, affiliates of Summit Partners acquired the securities to be sold in this offering in the ordinary course of business for investment for their own account and not as a nominee or agent and, at the time of that purchase, had no contract, undertaking, agreement, understanding or arrangement, directly or indirectly, with any person to sell, transfer, distribute or grant participations to such person or to any third person with respect to those securities.

- (2) Includes (a) 6,846,660 shares held by Bain Capital Fund VIII, LLC, whose sole member is Bain Capital Fund VIII, L.P., whose general partner is Bain Capital Partners VIII, L.P., whose general partner is Bain Capital Investors, LLC (BCI), (b) 156,611 shares held by BCIP Associates III, LLC, whose sole member is BCIP Associates III, whose managing general partner is BCI, (c) 75,831 shares held by BCIP T Associates III, LLC, whose sole member is BCIP Trust Associates III, whose managing general partner is BCI, (d) 11,760 shares held by BCIP Associates III-B, LLC, whose sole member is BCIP Associates III-B, whose managing general partner is BCI, (e) 40,342 shares held by BCIP T Associates III-B, LLC, whose sole member is BCIP Trust Associates III-B, whose managing general partner is BCI and (f) 1,871 shares held by BCIP Associates-G, whose managing general partner is BCI. As a result of the relationships described above, BCI may be deemed to own the shares held by entities in the foregoing sentence (the Bain Capital Entities). BCI disclaims beneficial ownership of such shares except to the extent of its pecuniary interest therein. Voting and investment determinations with respect to the shares held by the Bain Capital Entities are made by an investment committee comprised of the following managing directors of BCI: Andrew Balson, Steven Barnes, Joshua Bekenstein, John Connaughton, Todd Cook, Paul Edgerley, Christopher Gordon, Blair Hendrix, Jordan Hitch, Jon Kilgallon, Lew Klessel, Matthew Levin, Ian Loring, Philip Loughlin, Seth Meisel, Mark Nunnally, Stephen Pagliuca, Ian Reynolds, Mark Verdi and Stephen Zide. As a result, and by virtue of the relationships described in this footnote, the investment committee of BCI may be deemed to exercise voting and dispositive power with respect to the shares held by the Bain Capital Entities. The investment committee of BCI disclaims ownership of such shares except to the extent of its pecuniary interest therein. In this offering each of the Bain Capital Entities will sell the following number of shares of common stock: (a) Bain Capital Fund VIII, LLC, 1,248,048; (b) BCIP Associates III, LLC, 27,943; (c) BCIP T Associates III, LLC, 15,515; (d) BCIP Associates III-B, LLC, 1,600; (e) BCIP T Associates III-B, LLC, 8,254; and (f) BCIP Associates-G, 383. The address for each of these entities is John Hancock Tower, 200 Clarendon Street, Boston, MA 02116.
- (3) Each of the selling stockholders is a party to the sixth amended and restated registration rights agreement, as amended. See Description of Capital Stock Registration Rights in the accompanying prospectus.
- (4) Represents shares received by such entities as a result of charitable contributions made by certain partners and other employees of the Bain Capital Entities prior to the offering.
- (5) The address of Boston Foundation, Inc. is 75 Arlington Street, Boston, MA 02116.
- (6) The address of Combined Jewish Philanthropies of Greater Boston, Inc. is 126 High Street, Boston, MA 02110.

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- (7) The address of The Edgerley Family Foundation is c/o Bain Capital Investors, LLC, 200 Clarendon Street, Boston, MA 02116.
- (8) The address of Fidelity Investments Charitable Gift Fund is 200 Seaport Boulevard, ZE7, Boston, MA 02210.
- (9) The address of Tyler Charitable Foundation is c/o R. Bradford Malt, Ropes & Gray LLP, Prudential Tower, 800 Boylston Street, Boston, MA 02199.
- (10) Includes options to purchase 1,661,797 shares vested or vesting within 60 days of September 30, 2012.
- (11) Reflects the expected repurchase of 3,852,822 shares of our common stock from certain of the selling stockholders concurrently with the closing of this offering.

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UNDERWRITING

Citigroup Global Markets Inc. is acting as underwriter of the offering. Subject to the terms and conditions stated in the underwriting agreement dated November 27, 2012, the underwriter has agreed to purchase, and the selling stockholders have agreed to sell to the underwriter, all 4,500,000 shares of common stock offered hereby.

The underwriting agreement provides that the obligation of the underwriter to purchase the shares included in this offering is subject to approval of legal matters by counsel and to other conditions. The underwriter is obligated to purchase all the shares if it purchases any of the shares.

The underwriter may receive from purchasers of the shares normal brokerage commissions in amounts agreed with such purchasers. The underwriter proposes to offer the shares of common stock from time to time for sale in one or more transactions on the New York Stock Exchange, in the over-the-counter market, through negotiated transactions or otherwise at market prices prevailing at the time of sale, at prices related to prevailing market prices or at negotiated prices, subject to receipt and acceptance by it and subject to its right to reject any order in whole or in part. The underwriter may effect such transactions by selling shares of common stock to or through dealers, and such dealers may receive compensation in the form of discounts, concessions or commissions from the underwriter and/or purchasers of shares of common stock for whom they may act as agents or to whom they may sell as principal. The difference between the price at which the underwriter purchases shares and the price at which the underwriter resells such shares may be deemed underwriting compensation.

FleetCor and the selling stockholders, other than any recipient charities, have agreed that, for a period of 60 days from the date of the underwriting agreement, they will not, without the prior written consent of the underwriter, sell, dispose of or hedge any shares of our common stock or any securities convertible into or exchangeable for our common stock, subject to specified exceptions. The underwriter in its sole discretion may release any of the securities subject to these lock-up agreements at any time without notice.

The shares are listed on the New York Stock Exchange under the symbol FLT.

We estimate tha