

FLEETCOR TECHNOLOGIES INC

Form 8-K

January 27, 2015

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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):

January 22, 2015

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 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

On January 22, 2015, FleetCor's Board of Directors decreased the size of the Board from 10 directors to 9 directors and reclassified Mr. Mark A. Johnson from Class I to Class II. This was done to fill a vacancy in Class II and to equalize the Classes. Below is a list of the Classes and directors in each class:

Class I (2017)

Michael Buckman  
Thomas W. Hagerty  
Steven T. Stull

Class II (2015)

Andrew B. Balson  
Mark A. Johnson  
Jeffrey S. Sloan

Class III (2016)

Ronald F. Clarke  
Joseph W. Farrelly  
Richard Macchia

In addition, the Board formed an Information Technology and Security Committee. The committee is chaired by Mr. Farrelly and Messrs. Buckman, Macchia and Sloan are also committee members.

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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.

*January 26, 2015*

By: */s/ Sean Bowen*

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*Name: Sean Bowen*

*Title: General Counsel*