



DIVISION OF
CORPORATION FINANCE

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

April 4, 2019

Alana L. Griffin
King & Spalding LLP
agriffin@kslaw.com

Re: FleetCor Technologies, Inc.
Incoming letter dated January 28, 2019

Dear Ms. Griffin:

This letter is in response to your correspondence dated January 28, 2019 and March 7, 2019 concerning the shareholder proposal (the "Proposal") submitted to FleetCor Technologies, Inc. (the "Company") by John Chevedden (the "Proponent") for inclusion in the Company's proxy materials for its upcoming annual meeting of security holders. We also have received correspondence from the Proponent dated February 3, 2019. Copies of all of the correspondence on which this response is based will be made available on our website at <http://www.sec.gov/divisions/corpfin/cf-noaction/14a-8.shtml>. For your reference, a brief discussion of the Division's informal procedures regarding shareholder proposals is also available at the same website address.

Sincerely,

M. Hughes Bates
Special Counsel

Enclosure

cc: John Chevedden

April 4, 2019

Response of the Office of Chief Counsel
Division of Corporation Finance

Re: FleetCor Technologies, Inc.
Incoming letter dated January 28, 2019

The Proposal relates to special meetings.

There appears to be some basis for your view that the Company may exclude the Proposal under rule 14a-8(e)(2) because the Company received it after the deadline for submitting proposals. Accordingly, we will not recommend enforcement action to the Commission if the Company omits the Proposal from its proxy materials in reliance on rule 14a-8(e)(2).

Sincerely,

Jacqueline Kaufman
Attorney-Adviser

DIVISION OF CORPORATION FINANCE
INFORMAL PROCEDURES REGARDING SHAREHOLDER PROPOSALS

The Division of Corporation Finance believes that its responsibility with respect to matters arising under Rule 14a-8 [17 CFR 240.14a-8], as with other matters under the proxy rules, is to aid those who must comply with the rule by offering informal advice and suggestions and to determine, initially, whether or not it may be appropriate in a particular matter to recommend enforcement action to the Commission. In connection with a shareholder proposal under Rule 14a-8, the Division's staff considers the information furnished to it by the company in support of its intention to exclude the proposal from the company's proxy materials, as well as any information furnished by the proponent or the proponent's representative.

Although Rule 14a-8(k) does not require any communications from shareholders to the Commission's staff, the staff will always consider information concerning alleged violations of the statutes and rules administered by the Commission, including arguments as to whether or not activities proposed to be taken would violate the statute or rule involved. The receipt by the staff of such information, however, should not be construed as changing the staff's informal procedures and proxy review into a formal or adversarial procedure.

It is important to note that the staff's no-action responses to Rule 14a-8(j) submissions reflect only informal views. The determinations reached in these no-action letters do not and cannot adjudicate the merits of a company's position with respect to the proposal. Only a court such as a U.S. District Court can decide whether a company is obligated to include shareholder proposals in its proxy materials. Accordingly, a discretionary determination not to recommend or take Commission enforcement action does not preclude a proponent, or any shareholder of a company, from pursuing any rights he or she may have against the company in court, should the company's management omit the proposal from the company's proxy materials.

KING & SPALDING

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March 7, 2019

By Electronic Mail (shareholderproposals@sec.gov)

Office of Chief Counsel
Division of Corporation Finance
U.S. Securities and Exchange Commission
100 F Street, N.E.
Washington, D.C. 20549

**Re: FleetCor Technologies, Inc.
No-Action Request Dated January 28, 2019 Relating to
Stockholder Proposal Submitted by John Chevedden**

Ladies and Gentlemen:

We are writing on behalf of our client, FleetCor Technologies, Inc. (the “Company”), to supplement our letter, dated January 28, 2019 (the “No-Action Request”), pursuant to which we requested that the Staff of the Division of Corporation Finance (the “Staff”) of the U.S. Securities and Exchange Commission (the “Commission”) concur with the Company’s view that it may omit the stockholder proposal and supporting statement (the “Proposal”) submitted by John Chevedden (the “Proponent”) from the proxy materials (the “2019 Proxy Materials”) to be distributed in connection with the Company’s annual meeting of stockholders for fiscal 2019 (the “2019 Annual Meeting”). We also refer to the letter submitted to the Commission by the Proponent on February 3, 2019.

The No-Action Request stated that the 2019 Annual Meeting would be held on June 5, 2019. Subsequent to the date of the No-Action Request, due to unexpected conflicts, the date of the 2019 Annual Meeting was changed to June 12, 2019. The date of the 2019 Annual Meeting was disclosed on the cover page and in Part III of the Company’s Annual Report on Form 10-K for the year ended December 31, 2018, as filed with the Commission on March 1, 2019. Because the new date of the 2019 Annual Meeting still falls within thirty days of the date of the 2018 annual meeting, the December 28, 2018 deadline set forth in the Company’s 2018 proxy statement properly applied to stockholder proposals submitted for the 2019 Annual Meeting. Accordingly, as set forth in the No-Action Request, the Proposal is excludable pursuant to Rule 14a-8(e)(2) because the Company did not receive the Proposal at its principal executive offices until 21 days after the deadline for submission of stockholder proposals for inclusion in the 2019 Proxy Materials.

Office of Chief Counsel
Division of Corporation Finance
March 7, 2019
Page 2

Please do not hesitate to contact me at (404) 572-2450 if you require any additional information relating to this matter.

Sincerely,

A handwritten signature in blue ink, appearing to read "Alana L. Griffin", with a long horizontal flourish extending to the right.

Alana L. Griffin

cc: Eric Dey – FleetCor Technologies, Inc.
John Chevedden

JOHN CHEVEDDEN

February 3, 2019

Office of Chief Counsel
Division of Corporation Finance
Securities and Exchange Commission
100 F Street, NE
Washington, DC 20549

1 Rule 14a-8 Proposal
FleetCor Technologies, Inc. (FLT)
Special Shareholder Meeting
John Chevedden

Ladies and Gentlemen:

This is in regard to the January 28, 2019 no-action request.

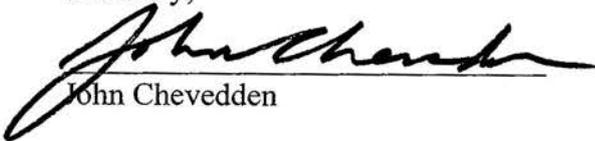
The 2018 company proxy states:

“However, in the event that the annual meeting is called for a date that is not within thirty days before or after June 6, 2019, notice by the stockholder must be received a reasonable time before we begin to print and mail our proxy materials for the 2019 annual meeting of stockholders.”

Thus if the company meeting is unexpectedly delayed then this proposal may be timely.

This is to request that the Securities and Exchange Commission allow this resolution to stand and be voted upon in the 2019 proxy.

Sincerely,


John Chevedden

cc: Eric R. Dey <eric.dey@fleetcor.com>

STOCKHOLDER PROPOSALS

Any proposal that a stockholder wishes to be considered for inclusion in our proxy statement and proxy card for the 2019 annual meeting of stockholders must comply with the requirements of Rule 14a-8 under the Exchange Act and must be received no later than December 28, 2018 at the following address, FLEETCOR Technologies, Inc., Attention: Corporate Secretary, 5445 Triangle Parkway, Peachtree Corners, Georgia 30092, STOCKHOLDER PROPOSAL. However, in the event that the annual meeting is called for a date that is not within thirty days before or after June 6, 2019, notice by the stockholder must be received a reasonable time before we begin to print and mail our proxy materials for the 2019 annual meeting of stockholders.

If a stockholder wishes to present a proposal before the 2019 annual meeting but does not wish to have a proposal considered for inclusion in our proxy statement and proxy in accordance with Rule 14a-8 or to nominate someone for election as a director, the stockholder must give written notice to our Corporate Secretary at the address noted above. To be timely, a stockholder's notice to the Corporate Secretary must be received no earlier than February 6, 2019, nor later than March 8, 2019. However, in the event that the annual meeting is called for a date that is not within thirty days before or after June 6, 2019, notice by the stockholder must be received by the later of the tenth day following the date of the Public Announcement (as defined in our bylaws) of the date of the annual meeting and the 90th day prior to the annual meeting. Our bylaws contain specific procedural requirements regarding a stockholder's ability to nominate a director or submit a proposal to be considered at a meeting of stockholders. The bylaws are available on our website at investor.fleetcor.com under Corporate Governance.

COMMUNICATIONS WITH THE BOARD OF DIRECTORS

The Board will give appropriate attention to written communications that are submitted by stockholders and other interested parties, and will respond if and as appropriate. We maintain on our corporate website a link explaining that stockholders and other interested parties who wish to communicate directly with the Board of Directors may do so by any of the following means:

Writing to the Board of Directors as a group or the non-management directors as a group at our headquarters mailing address to the attention of the Corporate Secretary:

Eric Dey
FLEETCOR Corporate Secretary
5445 Triangle Parkway, Suite 400
Peachtree Corners, GA, 30092

Sending an email to the Board of directors as a group or the non-management directors as a group at a specified email address provided by the Company:

FLEETCORBoard@FLEETCOR.com
FLEETCORNonManagementDirectors@FLEETCOR.com

The Corporate Secretary reviews all written and emailed correspondence received from stockholders and other interested parties and forwards such correspondence periodically to the directors if and as appropriate.

GOVERNANCE DISCLOSURES ON OUR WEBSITE

Complete copies of our corporate governance guidelines, committee charters and code of conduct are available on the Corporate Governance section of our website, at investor.fleetcor.com. In accordance with New York Stock Exchange rules, we may also make disclosure of the following on our website:

- the method for interested parties to communicate directly with the presiding director or with the independent directors as a group;
- the identity of any member of our audit committee who also serves on the audit committees of more than three public companies and a determination by our Board that such simultaneous service will not impair the ability of such member to effectively serve on our audit committee; and
- contributions by us to a tax exempt organization in which any independent director serves as an executive officer if, within the preceding three years, contributions in any single fiscal year exceeded the greater of \$1 million or 2% of such tax exempt organization's consolidated gross revenues.

[FLT – Rule 14a-8 Proposal, January 18, 2019]

[This line and any line above it is not for publication.]

Proposal [4] – Special Shareholder Meeting

Resolved, Shareowners ask our board to take the steps necessary (unilaterally if possible) to amend our bylaws and each appropriate governing document to give holders in the aggregate of 10% of our outstanding common stock the power to call a special shareowner meeting (or the closest percentage to 10% according to state law). This proposal does not impact our board's current power to call a special meeting.

Special meetings allow shareowners to vote on important matters, such as electing new directors that can arise between annual meetings. This proposal topic won more than 70%-support at Edwards Lifesciences and SunEdison in 2013. The 70% support would have been higher if all shareholders had access to independent proxy voting advice.

Any claim that a shareholder right to call a special meeting can be costly – may be moot. When shareholders have a good reason to call a special meeting – our Board of Directors should be able to take positive responding action to make a special meeting unnecessary.

Please vote yes:

Special Shareholder Meeting – Proposal [4]

[The line above is for publication.]

KING & SPALDING

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Alana L. Griffin
Direct Dial: +1 404 572 2450
Direct Fax: +1 404 572 5100
agriffin@kslaw.com

January 28, 2019

By Electronic Mail (shareholderproposals@sec.gov)

Office of Chief Counsel
Division of Corporation Finance
U.S. Securities and Exchange Commission
100 F Street, N.E.
Washington, D.C. 20549

**Re: FleetCor Technologies, Inc. 2019 Annual Meeting
Omission of Stockholder Proposal Submitted by John Chevedden**

Ladies and Gentlemen:

Pursuant to Rule 14a-8(j) promulgated under the Securities Exchange Act of 1934, as amended (the "Exchange Act"), our client, FleetCor Technologies, Inc. (the "Company"), requests confirmation that the Staff of the Division of Corporation Finance (the "Staff") of the Securities and Exchange Commission (the "Commission") will not recommend enforcement action if the Company omits the stockholder proposal and supporting statement (the "Proposal") described below submitted by John Chevedden (the "Proponent") from the proxy materials (the "2019 Proxy Materials") to be distributed in connection with the Company's annual meeting for fiscal 2019 (the "2019 Annual Meeting").

The Company intends to hold the 2019 Annual Meeting on or about June 5, 2019. The Company intends to begin printing the 2019 Proxy Materials on or about April 19, 2019, and to file its definitive 2019 Proxy Materials for the 2019 Annual Meeting with the Commission on or about April 23, 2019. In accordance with the requirements of Rule 14a-8(j), this letter has been filed not later than 80 calendar days before the Company intends to file the definitive 2019 Proxy Materials.

This request is being submitted by electronic mail. A copy of this letter and its exhibits are also being sent to the Proponent as notice of the Company's intent to omit the Proposal from the 2019 Proxy Materials. Rule 14a-8(k) and Staff Legal Bulletin No. 14D (Nov. 7, 2008) provide that shareholder proponents are required to send companies a copy of any correspondence that the shareholder proponents elect to submit to the Commission or the Staff. Accordingly, if the Proponent elects to submit additional correspondence to the Commission or the Staff with respect to the Proposal, a copy of that correspondence should concurrently be furnished to the undersigned on behalf of the Company.

The Proposal

The Proposal states:

Resolved, Shareowners ask our board to take the steps necessary (unilaterally if possible) to amend our bylaws and each appropriate governing document to give holders in the aggregate of 10% of our outstanding common stock the power to call a special shareowner meeting (or the closest percentage to 10% according to state law). This proposal does not impact our board's current power to call a special meeting.

A copy of the Proposal, supporting statement and related correspondence from the Proponent is attached to this letter as Exhibit A.

Basis for Exclusion

We believe the Proposal may properly be excluded from the 2019 Proxy Materials pursuant to Rule 14a-8(e)(2) because the Proposal was received by the Company after the deadline for submitting stockholder proposals for inclusion in the 2019 Proxy Materials.

Analysis

I. Exclusion Pursuant to Rule 14a-8(e)(2) – the Proposal was Received by the Company After the Deadline for Submitting Stockholder Proposals under Rule 14a-8(e)(2)

Under Rule 14a-8(f)(1) a company may exclude a stockholder proposal if the proponent fails to follow one of the eligibility or procedural requirements contained in Rule 14a-8. The Proposal is properly excludable from the 2019 Proxy Materials pursuant to Rule 14a-8(e)(2) because the Company did not receive the Proposal at its principal executive offices before the deadline for submitting stockholder proposals for inclusion in the 2019 Proxy Materials.

A. Rule 14a-8(e)(2) Background

Under Rule 14a-8(f)(1), for a stockholder proposal to be eligible for inclusion in a company's proxy materials for its annual meeting, the proposal must be submitted before the Rule 14a-8(e) deadline. Rule 14a-8(e)(2) requires that, for a company's "regularly scheduled" annual meeting, stockholder proposals "must be received at the company's principal executive offices not less than 120 calendar days before the date of the company's proxy statement released to shareholders in connection with the previous year's annual meeting." A meeting is considered "regularly scheduled" if it occurs within 30 days of the date of the prior year's annual meeting. Under Rule 14a-5(e), companies are required to disclose the deadline and address for submission of shareholder proposals for the next year's annual meeting in their definitive proxy statements.

The Staff has strictly construed the Rule 14a-8 deadline for submission of stockholder proposals and consistently concurred in the exclusion of proposals received after the deadline.¹ Even where a company received a proposal a mere one day after the deadline, the Staff has granted no-action relief.²

Generally, Rule 14a-8(f)(1) provides that the company must notify the proponent in writing of any procedural or eligibility deficiency within 14 days of receiving the proposal and the proponent must fail to correct such deficiency within 14 days of receiving the notice before exclusion is warranted. However, Rule 14a-8(f)(1) states that, where the defect in a proposal cannot be remedied, such as if the proponent fails to submit a proposal by the company's properly determined deadline, a company need not provide the proponent with notice of the deficiency. A proponent's failure to submit a proposal by the submission deadline cannot be remedied and, thus, is not subject to Rule 14a-8(f)(1)'s notice requirement. *See, e.g.*, Rule 14a-8(f)(1) (“[a] company need not provide you such notice of a deficiency if the deficiency cannot

2. *See, e.g.*, *DTE Energy Company* (avail. Dec. 18, 2018) (proposal delivered to company two days after the submission deadline and received by corporate secretary eight days after the submission deadline); *Sprint Corporation* (avail. Aug. 1, 2018) (proposal received 150 days after the submission deadline); *Bristol-Myers Squibb Company* (avail. Jan. 22, 2018) (proposal received thirteen days after the submission deadline); *Verizon Communications, Inc.* (avail. Jan. 4, 2018) (“Verizon Communication”) (proposal received one day after the submission deadline); *CoreCivic, Inc.* (avail. Jan. 2, 2018) (“CoreCivic”) (proposal received one day after the submission deadline); *salesforce.com, inc.* (avail. Mar. 24, 2017) (proposal received seventy days after the submission deadline); *Wal-Mart Stores, Inc.* (avail. Feb. 13, 2017) (proposal received six days after the submission deadline); *International Business Machines Corporation* (avail. Feb. 19, 2016) (proposal received over two months after the submission deadline); *Symantec Corporation* (avail. Oct. 15, 2015) (proposal received sixty-nine days after the submission deadline); *Ellie Mae Inc.* (avail. Mar. 12, 2015) (proposal received twenty-seven days after the submission deadline); *Amphenol Corporation* (avail. Feb. 13, 2015) (proposal received three days after the submission deadline); *Applied Materials, Inc.* (“Applied Materials”) (avail. Nov. 20, 2014) (proposal received one day after the submission deadline); *Whole Foods Market, Inc.* (avail. Oct. 30, 2014) (proposal received two weeks after the submission deadline); *BioMarin Pharmaceutical Inc.* (avail. Mar. 14, 2014) (proposal received five days after the submission deadline); *Dean Foods Company* (avail. Jan. 27, 2014) (proposal received three days after the submission deadline); *PepsiCo, Inc.* (avail. Jan. 3, 2014) (proposal received three days after the submission deadline); *General Electric Company* (avail. Jan. 24, 2013) (“General Electric”) (proposal received one day after the submission deadline); *QEP Resources, Inc.* (avail. Jan. 4, 2013) (revised proposal received two days after the submission deadline); *Hess Corporation* (avail. Mar. 19, 2012) (proposal received ninety days after the submission deadline); *Equity LifeStyle Properties, Inc.* (avail. Feb. 10, 2012) (proposal received seven days after the submission deadline); *General Electric Company* (avail. Jan. 17, 2012) (proposal received thirty-seven days after the submission deadline); *American Express Company* (avail. Jan. 10, 2012) (proposal received twenty-five days after the submission deadline); *The Gap, Inc.* (avail. Mar. 18, 2011) (proposal received fifty-six days after the submission deadline); *RTI Biologics, Inc.* (avail. Feb. 15, 2011) (proposal received seventy-seven days after the submission deadline); *Jack in the Box Inc.* (avail. Nov. 12, 2010) (proposal received thirty-five days after the submission deadline); *Cisco Systems, Inc.* (avail. Oct. 18, 2010) (proposal received over four months after the submission deadline); *Merck & Co., Inc.* (avail. May 4, 2010) (proposal received over three months after the submission deadline); *Wal-Mart Stores, Inc.* (avail. Mar. 26, 2010) (proposal received one day after the submission deadline); *Bank of America Corporation* (avail. Mar. 1, 2010) (proposal received over two months after the submission deadline); *Johnson & Johnson* (avail. Jan. 13, 2010) (“Johnson & Johnson”) (proposal received one day after the submission deadline).

3. *See, e.g.*, *Verizon Communications*; *CoreCivic*; *Applied Materials*; *General Electric*; *Alpha Natural Resources, Inc.* (avail. Mar. 5, 2012); *Johnson & Johnson*.

be remedied, such as if you fail to submit a proposal by the company's properly determined deadline.”); Staff Legal Bulletin No. 14 (July 13, 2001), Section C.6.c, (“The company does not need to provide the shareholder with a notice of defect(s) if the defect(s) cannot be remedied. In the example provided in the question, because the shareholder cannot remedy this defect after the fact, no notice of the defect would be required. The same would apply, for example, if . . . the shareholder failed to submit a proposal by the company's properly determined deadline.”).

B. Application of Commission and Staff Precedent to the Proposal

On January 18, 2019, the Company received the Proposal via electronic mail from the Proponent, 21 days after the submission deadline of December 28, 2018, specified in the Company's 2018 proxy statement.

The Company filed its definitive 2018 proxy statement with the Commission on April 27, 2018. As calculated under Rule 14a-8(e), the deadline for submission of stockholder proposals for inclusion in the 2019 Proxy Materials was December 28, 2018 (120 days before April 27, 2019, the anniversary of the release date of the Company's 2018 proxy statement). In accordance with Rule 14a-5(e), the Company disclosed this deadline on page 14 of its 2018 proxy statement, a copy of which is attached to this letter as Exhibit B. Specifically, the Company included the following language on page 14:

STOCKHOLDER PROPOSALS

Any proposal that a stockholder wishes to be considered for inclusion in our proxy statement and proxy card for the 2019 annual meeting of stockholders must comply with the requirements of Rule 14a-8 under the Exchange Act and must be received no later than December 28, 2018 at the following address, FLEETCOR Technologies, Inc., Attention: Corporate Secretary, 5445 Triangle Parkway, Peachtree Corners, Georgia 30092, STOCKHOLDER PROPOSAL. However, in the event that the annual meeting is called for a date that is not within thirty days before or after June 6, 2019, notice by the stockholder must be received a reasonable time before we begin to print and mail our proxy materials for the 2019 annual meeting of stockholders.

The Company's 2018 annual meeting of stockholders was held on June 6, 2018. The Company intends to hold the 2019 Annual Meeting on or about June 5, 2019. Because the anticipated date for the 2019 Annual Meeting is within 30 days of the date of the 2018 annual meeting, the December 28, 2018 deadline set forth in the Company's 2018 proxy statement properly applied to stockholder proposals submitted for the 2019 Annual Meeting.

As noted above, the Company did not receive the Proposal until January 18, 2019, 21 days after the deadline. To be considered timely, the Company needed to receive the Proposal on or before December 28, 2018. Consistent with the no-action letters cited above, the Company's exclusion of the Proposal from the 2019 Proxy Materials is proper under Rule 14a-8(e)(2) because the Proponent submitted the Proposal after the properly calculated deadline.

Office of Chief Counsel
Division of Corporation Finance
January 28, 2019
Page 5

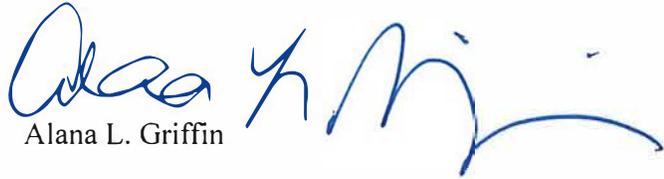
Conclusion

On the basis of the foregoing, the Company respectfully requests the concurrence of the Staff that the Proposal may be excluded from the Company's 2019 Proxy Materials.

Should the Staff disagree with the conclusions set forth in this letter, or should any additional information be desired in support of the Company's position, we would appreciate the opportunity to confer with the Staff concerning these matters prior to the issuance of the Staff's response.

Please do not hesitate to contact me at (404) 572-2450 if you require any additional information relating to this matter.

Sincerely,



Alana L. Griffin

Enclosures

cc: Eric Dey – FleetCor Technologies, Inc.
John Chevedden

Exhibit A

From:

Date: January 18, 2019 at 11:34:06 PM EST

To: "Eric R. Dey" <eric.dey@fleetcor.com>

Cc: Brad Slutsky <brad.slutsky@fleetcor.com>

Subject: [EXTERNAL] Rule 14a-8 Proposal (FLT)``

Mr. Dey,

Please see the attached rule 14a-8 proposal to improve corporate governance and enhance long-term shareholder value at de minimis up-front cost – especially considering the substantial market capitalization of the company.

Sincerely,

John Chevedden

JOHN CHEVEDDEN

Mr. Eric R. Dey
Secretary and Chief Financial Officer
FleetCor Technologies, Inc. (FLT)
5445 Triangle Parkway
Norcross, Georgia 30092
PH: 770-449-0479

Dear Mr. Dey,

This Rule 14a-8 proposal is respectfully submitted in support of the long-term performance of our company.

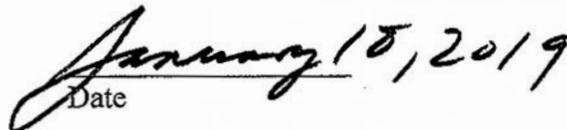
This Rule 14a-8 proposal is intended as a low-cost method to improve company performance – especially compared to the substantial capitalization of our company.

This proposal is for the annual shareholder meeting. Rule 14a-8 requirements will be met including the continuous ownership of the required stock value until after the date of the respective shareholder meeting and presentation of the proposal at the annual meeting. This submitted format, with the shareholder-supplied emphasis, is intended to be used for definitive proxy publication. This proposal is intended to be implement as soon as possible.

Your consideration and the consideration of the Board of Directors is appreciated in support of the long-term performance of our company. Please acknowledge receipt of this proposal by email to ***

Sincerely,


John Chevedden


Date

cc: Brad Slutsky <brad.slutsky@fleetcor.com>
General Counsel

[FLT – Rule 14a-8 Proposal, January 18, 2019]
[This line and any line above it is not for publication.]

Proposal [4] – Special Shareholder Meeting

Resolved, Shareowners ask our board to take the steps necessary (unilaterally if possible) to amend our bylaws and each appropriate governing document to give holders in the aggregate of 10% of our outstanding common stock the power to call a special shareowner meeting (or the closest percentage to 10% according to state law). This proposal does not impact our board's current power to call a special meeting.

Special meetings allow shareowners to vote on important matters, such as electing new directors that can arise between annual meetings. This proposal topic won more than 70%-support at Edwards Lifesciences and SunEdison in 2013. The 70% support would have been higher if all shareholders had access to independent proxy voting advice.

Any claim that a shareholder right to call a special meeting can be costly – may be moot. When shareholders have a good reason to call a special meeting – our Board of Directors should be able to take positive responding action to make a special meeting unnecessary.

Please vote yes:

Special Shareholder Meeting – Proposal [4]

[The line above is for publication.]

Notes:

John Chevedden,

sponsored this proposal.

Proposal [4] – Means [4] is the placeholder for the company to assign the number in the proxy.

Please note that the title of the proposal is part of the proposal. In the interest of clarity and to avoid confusion the title of this and each other ballot item is requested to be consistent throughout all the proxy materials.

This proposal is believed to conform with Staff Legal Bulletin No. 14B (CF), September 15, 2004 including (emphasis added):

Accordingly, going forward, we believe that it would not be appropriate for companies to exclude supporting statement language and/or an entire proposal in reliance on rule 14a-8(l)(3) in the following circumstances:

- the company objects to factual assertions because they are not supported;
- the company objects to factual assertions that, while not materially false or misleading, may be disputed or countered;
- the company objects to factual assertions because those assertions may be interpreted by shareholders in a manner that is unfavorable to the company, its directors, or its officers; and/or
- the company objects to statements because they represent the opinion of the shareholder proponent or a referenced source, but the statements are not identified specifically as such.

We believe that it is appropriate under rule 14a-8 for companies to address these objections in their statements of opposition.

See also: Sun Microsystems, Inc. (July 21, 2005).

Stock will be held until after the annual meeting and the proposal will be presented at the annual meeting.
Please acknowledge this proposal promptly by email

Exhibit B

STOCKHOLDER PROPOSALS

Any proposal that a stockholder wishes to be considered for inclusion in our proxy statement and proxy card for the 2019 annual meeting of stockholders must comply with the requirements of Rule 14a-8 under the Exchange Act and must be received no later than December 28, 2018 at the following address, FLEETCOR Technologies, Inc., Attention: Corporate Secretary, 5445 Triangle Parkway, Peachtree Corners, Georgia 30092, STOCKHOLDER PROPOSAL. However, in the event that the annual meeting is called for a date that is not within thirty days before or after June 6, 2019, notice by the stockholder must be received a reasonable time before we begin to print and mail our proxy materials for the 2019 annual meeting of stockholders.

If a stockholder wishes to present a proposal before the 2019 annual meeting but does not wish to have a proposal considered for inclusion in our proxy statement and proxy in accordance with Rule 14a-8 or to nominate someone for election as a director, the stockholder must give written notice to our Corporate Secretary at the address noted above. To be timely, a stockholder's notice to the Corporate Secretary must be received no earlier than February 6, 2019, nor later than March 8, 2019. However, in the event that the annual meeting is called for a date that is not within thirty days before or after June 6, 2019, notice by the stockholder must be received by the later of the tenth day following the date of the Public Announcement (as defined in our bylaws) of the date of the annual meeting and the 90th day prior to the annual meeting. Our bylaws contain specific procedural requirements regarding a stockholder's ability to nominate a director or submit a proposal to be considered at a meeting of stockholders. The bylaws are available on our website at investor.fleetcor.com under Corporate Governance.

COMMUNICATIONS WITH THE BOARD OF DIRECTORS

The Board will give appropriate attention to written communications that are submitted by stockholders and other interested parties, and will respond if and as appropriate. We maintain on our corporate website a link explaining that stockholders and other interested parties who wish to communicate directly with the Board of Directors may do so by any of the following means:

Writing to the Board of Directors as a group or the non-management directors as a group at our headquarters mailing address to the attention of the Corporate Secretary:

Eric Dey
FLEETCOR Corporate Secretary
5445 Triangle Parkway, Suite 400
Peachtree Corners, GA, 30092

Sending an email to the Board of directors as a group or the non-management directors as a group at a specified email address provided by the Company:

FLEETCORBoard@FLEETCOR.com
FLEETCORNonManagementDirectors@FLEETCOR.com

The Corporate Secretary reviews all written and emailed correspondence received from stockholders and other interested parties and forwards such correspondence periodically to the directors if and as appropriate.

GOVERNANCE DISCLOSURES ON OUR WEBSITE

Complete copies of our corporate governance guidelines, committee charters and code of conduct are available on the Corporate Governance section of our website, at investor.fleetcor.com. In accordance with New York Stock Exchange rules, we may also make disclosure of the following on our website:

- the method for interested parties to communicate directly with the presiding director or with the independent directors as a group;
- the identity of any member of our audit committee who also serves on the audit committees of more than three public companies and a determination by our Board that such simultaneous service will not impair the ability of such member to effectively serve on our audit committee; and
- contributions by us to a tax exempt organization in which any independent director serves as an executive officer if, within the preceding three years, contributions in any single fiscal year exceeded the greater of \$1 million or 2% of such tax exempt organization's consolidated gross revenues.

We will provide any of the foregoing information without charge upon written request to Corporate Secretary, FLEETCOR Technologies, Inc., 5445 Triangle Parkway, Suite 400, Peachtree Corners, Georgia 30092.