

FLEETCOR TECHNOLOGIES INC

Form 10-Q

May 10, 2013

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**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**FORM 10-Q**

x **QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the quarterly period ended March 31, 2013

OR

.. **TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the transition period from            to

Commission file number: 001-35004

**FleetCor Technologies, Inc.**

(Exact name of registrant as specified in its charter)

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<b>Delaware</b> (State or other jurisdiction of incorporation or organization)	<b>72-1074903</b> (I.R.S. Employer Identification No.)
<b>5445 Triangle Parkway, Norcross, Georgia</b> (Address of principal executive offices)	<b>30092</b> (Zip Code)
<b>Registrant's telephone number, including area code: (770) 449-0479</b>	

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes  No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes  No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act.

Large accelerated filer  Accelerated filer

Non-accelerated filer  (Do not check if a smaller reporting company) Smaller reporting company

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes  No

Indicate the number of shares outstanding of each of the issuer's classes of common stock, as of the latest practicable date.

Class	Outstanding at April 30, 2013
Common Stock, \$0.001 par value	81,403,795

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**FLEETCOR TECHNOLOGIES, INC. AND SUBSIDIARIES**

**FORM 10-Q**

**For the Three Month Period Ended March 31, 2013**

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**Table of Contents****PART I FINANCIAL INFORMATION****Item 1. Financial Statements****FleetCor Technologies, Inc. and Subsidiaries****Consolidated Balance Sheets***(In Thousands, Except Share and Par Value Amounts)*

	<b>March 31, 2013 (Unaudited)</b>	<b>December 31, 2012</b>
<b>Assets</b>		
Current assets:		
Cash and cash equivalents	\$ 224,613	\$ 283,649
Restricted cash	49,347	53,674
Accounts receivable (less allowance for doubtful accounts of \$19,576 and \$19,463, respectively)	626,464	525,441
Securitized accounts receivable restricted for securitization investors	385,000	298,000
Prepaid expenses and other current assets	24,932	28,126
Deferred income taxes	7,710	6,464
<b>Total current assets</b>	<b>1,318,066</b>	<b>1,195,354</b>
Property and equipment	97,104	93,902
Less accumulated depreciation and amortization	(51,212)	(48,706)
Net property and equipment	45,892	45,196
Goodwill	973,335	926,609
Other intangibles, net	502,103	463,864
Other assets	50,988	90,847
<b>Total assets</b>	<b>\$ 2,890,384</b>	<b>\$ 2,721,870</b>
<b>Liabilities and stockholders equity</b>		
Current liabilities:		
Accounts payable	\$ 501,036	\$ 418,609
Accrued expenses	61,383	75,812
Customer deposits	170,035	187,627
Securitization facility	385,000	298,000
Current portion of notes payable and other obligations	122,375	162,174
<b>Total current liabilities</b>	<b>1,239,829</b>	<b>1,142,222</b>
Notes payable and other obligations, less current portion	491,988	485,217
Deferred income taxes	175,554	180,609
<b>Total noncurrent liabilities</b>	<b>667,542</b>	<b>665,826</b>
Commitments and contingencies (Note 11)		
Stockholders equity:		
Common stock, \$0.001 par value; 475,000,000 shares authorized, 117,080,997 shares issued and 81,346,505 shares outstanding at March 31, 2013; and 475,000,000 shares authorized, 116,772,324 shares issued and	116	116

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81,037,832 shares outstanding at December 31, 2012

Additional paid-in capital	557,279	542,018
Retained earnings	815,359	750,697
Accumulated other comprehensive loss	(14,078)	(3,346)
Less treasury stock (35,734,492 shares at March 31, 2013 and December 31, 2012)	(375,663)	(375,663)
<b>Total stockholders' equity</b>	<b>983,013</b>	<b>913,822</b>
Total liabilities and stockholders' equity	\$ 2,890,384	\$ 2,721,870

*See accompanying notes to unaudited consolidated financial statements.*

**Table of Contents****FleetCor Technologies, Inc. and Subsidiaries****Unaudited Consolidated Statements of Income***(In Thousands, Except Per Share Amounts)*

	<b>Three months ended March 31,</b>	
	<b>2013</b>	<b>2012</b>
Revenues, net	\$ 193,651	\$ 146,165
Expenses:		
Merchant commissions	13,861	10,393
Processing	29,943	25,579
Selling	11,704	10,175
General and administrative	29,261	23,823
Depreciation and amortization	14,629	11,720
Operating income	94,253	64,475
Other expense, net	292	588
Interest expense, net	3,448	3,563
Total other expense	3,740	4,151
Income before taxes	90,513	60,324
Provision for taxes	25,851	18,245
Net income	\$ 64,662	\$ 42,079
Earnings per share:		
Basic earnings per share	\$ 0.80	\$ 0.51
Diluted earnings per share	\$ 0.77	\$ 0.49
Weighted average shares outstanding:		
Basic weighted average shares outstanding	81,222	82,565
Diluted weighted average shares outstanding	83,960	85,164

*See accompanying notes to unaudited consolidated financial statements.*

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**FleetCor Technologies, Inc. and Subsidiaries**  
**Consolidated Statements of Comprehensive Income**

*(In Thousands)*

	<b>Three Months Ended March 31,</b>	
	<b>2013</b>	<b>2012</b>
Net income	\$ 64,662	\$ 42,079
Other comprehensive income:		
Foreign currency translation adjustment (loss) gain, net of tax of \$0 at each date	(10,732)	9,072
Total other comprehensive income	(10,732)	9,072
Total comprehensive income	\$ 53,930	\$ 51,151

*See accompanying notes to unaudited consolidated financial statements.*

**Table of Contents****FleetCor Technologies, Inc. and Subsidiaries****Unaudited Consolidated Statements of Cash Flows***(In Thousands)*

	<b>Three months ended March 31,</b>	
	<b>2013</b>	<b>2012</b>
<b>Operating activities</b>		
Net income	\$ 64,662	\$ 42,079
Adjustments to reconcile net income to net cash used in operating activities:		
Depreciation	4,031	3,119
Stock-based compensation	4,162	3,834
Provision for losses on accounts receivable	4,460	4,957
Amortization of deferred financing costs	760	510
Amortization of intangible assets	9,022	7,276
Amortization of premium on receivables	816	816
Deferred income taxes	(1,012)	(17)
Changes in operating assets and liabilities (net of acquisitions):		
Restricted cash	4,327	(1,447)
Accounts receivable	(192,483)	(183,976)
Prepaid expenses and other current assets	3,194	(1,889)
Other assets	40,113	(37,821)
Excess tax benefits related to stock-based compensation	(5,843)	(8,883)
Accounts payable, accrued expenses and customer deposits	50,101	57,508
Net cash used in operating activities	(13,690)	(113,934)
<b>Investing activities</b>		
Acquisitions, net of cash acquired	(94,773)	(10)
Purchases of property and equipment	(4,762)	(3,563)
Net cash used in investing activities	(99,535)	(3,573)
<b>Financing activities</b>		
Excess tax benefits related to stock-based compensation	5,843	8,883
Proceeds from issuance of common stock	5,256	7,737
Borrowings on securitization facility, net	87,000	61,000
Deferred financing costs paid	(1,830)	(681)
Principal payments on notes payable	(7,500)	(3,750)
Payments on revolver	(25,000)	(110,000)
Borrowings from revolver		85,000
Borrowings from swing line of credit, net		63,960
Other	(178)	
Net cash provided by financing activities	63,591	112,149
Effect of foreign currency exchange rates on cash	(9,402)	7,318
Net (decrease) increase in cash and cash equivalents	(59,036)	1,960
Cash and cash equivalents, beginning of period	283,649	285,159
Cash and cash equivalents, end of period	\$ 224,613	\$ 287,119



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**Supplemental cash flow information**

Cash paid for interest	\$	3,863	\$	4,028
Cash paid for income taxes	\$	38,426	\$	6,004

*See accompanying notes to unaudited consolidated financial statements.*

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**FleetCor Technologies, Inc. and Subsidiaries**

**Notes to Unaudited Consolidated Financial Statements**

**March 31, 2013**

**1. Summary of Significant Accounting Policies**

**Basis of Presentation**

Throughout this report, the terms our, we, us, and the Company refers to FleetCor Technologies, Inc. and its subsidiaries. The Company prepared the accompanying interim consolidated financial statements in accordance with Rule 10-01 of Regulation S-X. Accordingly, they do not include all of the information and footnotes required by accounting principles generally accepted in the United States ( GAAP ). The unaudited consolidated financial statements reflect all adjustments considered necessary for fair presentation. These adjustments consist primarily of normal recurring accruals and estimates that impact the carrying value of assets and liabilities. Actual results may differ from these estimates. Operating results for the three month period ended March 31, 2013 are not necessarily indicative of the results that may be expected for the year ending December 31, 2013.

The unaudited consolidated interim financial statements should be read in conjunction with the audited consolidated financial statements and notes thereto included in the Company s Annual Report on Form 10-K for the year ended December 31, 2012.

**Foreign Currency Translation**

Assets and liabilities of foreign subsidiaries are translated into U.S. dollars at the rates of exchange in effect at period-end. The related translation adjustments are made directly to accumulated other comprehensive income. Income and expenses are translated at the average monthly rates of exchange in effect during the period. Gains and losses from foreign currency transactions of these subsidiaries are included in net income. The Company recognized foreign exchange losses of \$145,000 and \$175,000 for the three months ended March 31, 2013 and March 31, 2012, respectively, which are classified within other expense, net in the Unaudited Consolidated Statements of Income.

**Adoption of New Accounting Standards**

*Qualitative Impairment Test for Indefinite-Lived Intangibles*

In July 2012, the Financial Accounting Standards Board ( FASB ) issued Accounting Standards Update ( ASU ) 2012-02, Intangibles Goodwill and Other, which gives companies the option to first perform a qualitative assessment to determine whether it is more likely than not that an indefinite lived intangible asset is impaired. The proposed guidance is similar to ASU 2011-08 for goodwill. Companies would consider relevant events and circumstances that may affect the significant inputs used in determining the fair value of an indefinite-lived intangible asset. A company that concludes that it is more likely than not that the fair value of such an asset exceeds its carrying amount would not need to calculate the fair value of the asset in the current year. However, if a company concludes that it is more likely than not that the asset is impaired; it must calculate the fair value of the asset and compare that value with its carrying amount, as is required by current guidance. ASU 2012-02 will be applied prospectively for annual and interim impairment tests performed. ASU 2012-02 was effective for and adopted by the Company beginning January 1, 2013. The Company s adoption of this ASU did not affect the Company s results of operations, financial condition, or cash flows.

*Accumulated Other Comprehensive Income*

In February 2013, the FASB issued ASU 2013-02, Reporting of Amounts Reclassified Out of Accumulated Other Comprehensive Income (AOCI) (ASU 2013-02). Under ASU 2013-02, an entity is required to provide information about the amounts reclassified out of AOCI by component. In addition, an entity is required to present, either on the face of the financial statements or in the notes, significant amounts reclassified out of AOCI by the respective line items of net income, but only if the amount reclassified is required to be reclassified in its entirety in the same reporting period. For amounts that are not required to be reclassified in their entirety to net income, an entity is required to cross-reference to other disclosures that provide additional details about those amounts. ASU 2013-02 does not change the current requirements for reporting net income or other comprehensive income in the financial statements. ASU 2013-02 was effective for and adopted by the Company beginning January 1, 2013. The Company has not reclassified any items out of AOCI to the income statement during the three months ended March 31, 2013.

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### *Disclosures about Offsetting Assets and Liabilities*

In December 2011, the FASB issued FASB ASU 2011-11, *Disclosures about Offsetting Assets and Liabilities*, which requires entities to disclose information about offsetting and related arrangements to enable users of financial statements to understand the effect of those arrangements on an entity's financial position. The amendments require enhanced disclosures about financial instruments and derivative instruments that are either (i) offset in accordance with current literature or (ii) subject to an enforceable master netting arrangement or similar agreement, irrespective of whether they are offset in accordance with current literature. ASU 2011-11 is effective for fiscal years, and interim periods within those years, beginning on or after January 1, 2013. This standard will become effective for us beginning October 2013. In January 2013, the FASB issued Accounting Standards Update 2013-01, *Scope Clarification of Disclosures about Offsetting Assets and Liabilities*, to limit the scope of the new balance sheet offsetting disclosure requirements to derivatives (including bifurcated embedded derivatives), repurchase agreements and reverse repurchase agreements, and securities borrowing and lending transactions. As we are not party to any derivatives, repurchase agreements, reverse repurchase agreements, securities borrowing and lending transactions we do not expect the adoption of these standards will have a material impact on the presentation of or disclosures within our financial statements.

### **Pending Adoption of Recently Issued Accounting Standards**

#### *Foreign Currency*

In March 2013, the FASB issued ASU 2013-05 *Parent's Accounting for the Cumulative Translation Adjustment upon Derecognition of Certain Subsidiaries or Groups of Assets within a Foreign Entity or of an Investment in a Foreign Entity*, which indicates that the entire amount of a cumulative translation adjustment (CTA) related to an entity's investment in a foreign entity should be released

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when there has been a sale of a subsidiary or group of net assets within a foreign entity and the sale represents the substantially complete liquidation of the investment in the foreign entity, loss of a controlling financial interest in an investment in a foreign entity (i.e., the foreign entity is deconsolidated) or step acquisition for a foreign entity (i.e., when an entity has changed from applying the equity method for an investment in a foreign entity to consolidating the foreign entity). The ASU does not change the requirement to release a pro rata portion of the CTA of the foreign entity into earnings for a partial sale of an equity method investment in a foreign entity. This ASU is effective for the Company for fiscal years and interim periods within those fiscal years beginning on or after December 15, 2013. The Company's adoption of this ASU is not expected to affect the Company's results of operations, financial condition, or cash flows unless transactions within the scope of the ASU occur.

**2. Accounts Receivable**

The Company maintains a \$500 million revolving trade accounts receivable Securitization Facility. Pursuant to the terms of the Securitization Facility, the Company transfers certain of its domestic receivables, on a revolving basis, to FleetCor Funding LLC (Funding) a wholly-owned bankruptcy remote subsidiary. In turn, Funding sells, without recourse, on a revolving basis, up to \$500 million of undivided ownership interests in this pool of accounts receivable to a multi-seller, asset-backed commercial paper conduit (Conduit). Funding maintains a subordinated interest, in the form of over-collateralization, in a portion of the receivables sold to the Conduit. Purchases by the Conduit are financed with the sale of highly-rated commercial paper.

The Company utilizes proceeds from the sale of its accounts receivable as an alternative to other forms of debt, effectively reducing its overall borrowing costs. The Company has agreed to continue servicing the sold receivables for the financial institution at market rates, which approximates the Company's cost of servicing. The Company retains a residual interest in the accounts receivable sold as a form of credit enhancement. The residual interest's fair value approximates carrying value due to its short-term nature. Funding determines the level of funding achieved by the sale of trade accounts receivable, subject to a maximum amount.

On February 4, 2013, the Company extended the term of its asset Securitization Facility to February 3, 2014. The Company capitalized \$0.6 million in deferred financing fees in connection with this extension.

The Company's accounts receivable and securitized accounts receivable include the following at March 31, 2013 and December 31, 2012 (in thousands):

	<b>March 31, 2013</b>	<b>December 31, 2012</b>
Gross domestic accounts receivable	\$ 137,517	\$ 96,964
Gross domestic securitized accounts receivable	385,000	298,000
Gross foreign receivables	508,523	447,940
Total gross receivables	1,031,040	842,904
Less allowance for doubtful accounts	(19,576)	(19,463)
Net accounts and securitized accounts receivable	\$ 1,011,464	\$ 823,441

All foreign receivables are Company owned receivables and are not included in the Company's accounts receivable securitization program. At March 31, 2013 and December 31, 2012, there was \$385 million and \$298 million, respectively, of short-term debt outstanding under the Company's accounts receivable Securitization Facility.

A rollforward of the Company's allowance for doubtful accounts related to accounts receivable for three months ended March 31 is as follows (in thousands):

	<b>2013</b>	<b>2012</b>
Allowance for doubtful accounts beginning of period	\$ 19,463	\$ 15,315
Add:		

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Provision for bad debts	4,460	4,957
Less:		
Write-offs	(4,347)	(2,530)
Allowance for doubtful accounts end of period	\$ 19,576	\$ 17,742

### 3. Fair Value Measurements

The Company measures certain financial assets and liabilities at fair value on a recurring basis. The carrying value of the Company's cash, accounts receivable, securitized accounts receivable and related facility, prepaid expenses and other current assets, accounts

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payable, accrued expenses, customer deposits and short-term borrowings approximate their respective carrying values due to the short-term maturities of the instruments. The carrying value of the Company's debt obligations approximates fair value as the interest rates on the debt are variable market based interest rates that reset on a quarterly basis.

The Company's nonfinancial assets which are measured at fair value on a nonrecurring basis include property, plant and equipment, goodwill and other intangible assets. As necessary, the Company generally uses projected cash flows, discounted as appropriate under the relevant guidance, to estimate the fair values of the assets using key inputs such as management's projections of cash flows on a held-and-used basis (if applicable), management's projections of cash flows upon disposition and discount rates. Accordingly, these fair value measurements fall in Level 3 of the fair value hierarchy. These assets and certain liabilities are measured at fair value on a nonrecurring basis as part of the Company's annual impairment assessments and as circumstances require.

Fair value is a market-based measurement that should be determined based on assumptions that market participants would use in pricing an asset or liability. The authoritative guidance discusses valuation techniques, such as the market approach (comparable market prices), the income approach (present value of future income or cash flow), and the cost approach (cost to replace the service capacity of an asset or replacement cost). These valuation techniques are based upon observable and unobservable inputs. Observable inputs reflect market data obtained from independent sources, while unobservable inputs reflect the Company's market assumptions.

As the basis for evaluating such inputs, a three-tier value hierarchy prioritizes the inputs used in measuring fair value as follows:

Level 1: Observable inputs such as quoted prices for identical assets or liabilities in active markets.

Level 2: Observable inputs other than quoted prices that are directly or indirectly observable for the asset or liability, including quoted prices for similar assets or liabilities in active markets; quoted prices for similar or identical assets or liabilities in markets that are not active; and model-derived valuations whose inputs are observable or whose significant value drivers are observable.

Level 3: Unobservable inputs that reflect the reporting entity's own assumptions.

Level 2 fair value determinations are derived from directly or indirectly observable (market based) information. Such inputs are the basis for the fair values of the Company's derivative instruments. The Company has certain cash and cash equivalents that are invested on an overnight basis in repurchase agreements. The value of overnight repurchase agreements is determined based upon the quoted market prices for the treasury securities associated with the repurchase agreements. Certificates of deposit are valued at cost, plus interest accrued. Given the short term nature of these instruments (less than 90 days), the carrying value approximates fair value.

Level 3 fair value determinations are derived from the Company's estimate of recovery based on historical collection trends. There were no Level 3 assets or liabilities which required fair value determinations at March 31, 2013 and December 31, 2012.

The following table presents the Company's financial assets and liabilities which are measured at fair values on a recurring basis and that are subject to the disclosure requirements as of March 31, 2013 and December 31, 2012 (in thousands).

	Fair Value	Level 1	Level 2	Level 3
<b>March 31, 2013</b>				
Assets:				
Overnight repurchase agreements	\$ 129,784	\$	\$ 129,784	\$
Total	\$ 129,784	\$	\$ 129,784	\$
<b>December 31, 2012</b>				
Assets:				
Overnight repurchase agreements	\$ 128,629	\$	\$ 128,629	\$
Certificates of deposit	11,849		11,849	

Total	\$ 140,118	\$	\$ 140,118	\$
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**4. Share Based Compensation**

The Company has Stock Incentive Plans (the Plans) pursuant to which the Company's board of directors may grant stock options or restricted stock to employees. The Company is authorized to issue grants of restricted stock and stock options to purchase up to 26,963,150 shares as of March 31, 2013 and December 31, 2012. There were 783,266 additional shares remaining available for grant under the Plans at March 31, 2013.

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The table below summarizes the expense recognized related to share-based payments recognized for the three month periods ended March 31 (in thousands):

	<b>Three Months Ended March 31,</b>	
	<b>2013</b>	<b>2012</b>
Stock options	\$ 2,871	\$ 2,277
Restricted stock	1,291	1,557
<b>Stock-based compensation</b>	<b>\$ 4,162</b>	<b>\$ 3,834</b>

The tax benefits recorded on stock based compensation were \$1.3 million and \$1.2 million for the three month periods ended March 31, 2013 and 2012, respectively.

The following table summarizes the Company's total unrecognized compensation cost related to stock-based compensation as of March 31, 2013 (in thousands):

	<b>Unrecognized Compensation Cost</b>	<b>Weighted Average Period of Expense Recognition (in Years)</b>
Stock options	\$ 26,535	2.25
Restricted stock	6,213	1.19
<b>Total</b>	<b>\$ 32,748</b>	



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Stock options are granted with an exercise price estimated to be equal to the fair market value on the date of grant as authorized by the Company's board of directors. Options granted have vesting provisions ranging from one to six years. Stock option grants are generally subject to forfeiture if employment terminates prior to vesting.

The following summarizes the changes in the number of shares of common stock under option for the three month period ended March 31, 2013 (shares and aggregate intrinsic value in thousands):

	Shares	Weighted Average Exercise Price	Options Exercisable at End of Period	Weighted Average Exercise Price of Exercisable Options	Weighted Average Fair Value of Options Granted During the Period	Aggregate Intrinsic Value
Outstanding at December 31, 2012	6,565	\$ 22.17	2,666	\$ 14.71		\$ 206,636
Granted	60	58.02			\$ 16.29	
Exercised	(298)	18.20				17,404
Outstanding at March 31, 2013	6,327	\$ 22.70	2,476	\$ 14.42		\$ 341,471
Expected to vest as of March 31, 2013	6,327	\$ 22.70				

The aggregate intrinsic value of stock options exercisable at March 31, 2013 was \$154.1 million. The weighted average contractual term of options exercisable at March 31, 2013 was 5.9 years.

The fair value of stock option awards granted was estimated using the Black-Scholes option pricing model during the three months ended March 31, 2013, with the following weighted-average assumptions for grants during the period.

Risk-free interest rate	0.57%
Dividend yield	
Expected volatility	34.84%
Expected life (in years)	4.0

There were no stock option awards granted in the three months ended March 31, 2012.

The Company considered the retirement and forfeiture provisions of the options and utilized its historical experience to estimate the expected life of the options.

Prior to June 30, 2012, the Company estimated the volatility of the share price of the Company's common stock by considering the historical volatility of the stock of similar public entities. In determining the appropriateness of the public entities included in the volatility assumption the Company considered a number of factors, including the entity's life cycle stage, size, financial leverage, and products offered. Beginning July 1, 2012, the Company began utilizing the volatility of the share price of the Company's common stock to estimate the volatility assumption for the Black-Scholes option pricing model.

The risk-free interest rate is based on the yield of a zero coupon U.S. Treasury security with a maturity equal to the expected life of the option from the date of the grant.

The weighted-average remaining contractual life for options outstanding was 7.3 and 7.4 years at March 31, 2013 and December 31, 2012, respectively.

**Restricted Stock**

Awards of restricted stock and restricted stock units are independent of stock option grants and are generally subject to forfeiture if employment terminates prior to vesting. The vesting of the restricted stock and restricted stock units granted is generally based on the passage of time, performance or market conditions. Shares vesting based on the passage of time have vesting provisions ranging from one to four years.

The fair value of restricted stock granted based on market conditions was estimated using the Monte Carlo option pricing model at the grant date. The risk-free interest rate and volatility assumptions for restricted stock shares granted with market conditions were calculated consistently with those applied in the Black-Scholes options pricing model utilized in determining the fair value of the stock option awards. No such awards were granted during the three months ended March 31, 2013.

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The following table summarizes the changes in the number of shares of restricted stock and restricted stock units for the three months ended March 31, 2013 (shares in thousands):

	Shares	Weighted Average Grant Date Fair Value
Unvested at December 31, 2012	472	\$ 28.98
Granted	36	58.02
Vested	(21)	30.02
Cancelled	(25)	29.99
Unvested at March 31, 2013	462	\$ 33.39

**5. Acquisition****2013 Acquisitions**

During the three months ended March 31, 2013, the Company completed foreign acquisitions with an aggregate purchase price of \$94.8 million.

**Fleet Card**

On March 25, 2013, the Company acquired certain fuel card assets from GE Capital Australia's Custom Fleet leasing business. The consideration for the transaction was paid using the Company's existing cash and credit facilities. GE Capital's Fleet Card is a multi-branded fuel card product with acceptance in over 6,000 fuel outlets and over 7,000 automotive service and repair centers across Australia. Through this transaction, the Company acquired the Fleet Card product, brand, acceptance network contracts, supplier contracts, and approximately one-third of the customer relationships with regards to fuel cards. The remaining customer relationships will be retained by Custom Fleet, and are comprised of companies which have commercial relationships with Custom Fleet beyond fueling, such as fleet management and leasing. The purpose of this acquisition was to establish the Company's presence in the Australian marketplace. This business acquisition was not material to the Company's consolidated financial statements.

Goodwill recognized is comprised primarily of expected synergies from combining the operations of the Company and the Australian fuel card company. The goodwill related to this acquisition is not deductible for tax purposes. The allocation of purchase price is preliminary due to the timing of the acquisition and our quarter end.

**2013 Totals**

The following table summarizes the preliminary allocation of the purchase price for all acquisitions during the three months ended March 31, 2013 (in thousands):

Goodwill	\$ 47,666
Other intangible assets	47,666
Other liabilities	(559)
Aggregate purchase price	\$ 94,773

**2012 Acquisitions**

During 2012, the Company completed several foreign acquisitions with an aggregate purchase price of \$207.4 million, net of cash acquired, which includes a deferred payment of \$11.3 million and a contingent earn-out payment of \$5.2 million.

Russian Fuel Card Company

On June 15, 2012, the Company acquired all of the outstanding stock of a leading Russian fuel card company. The consideration for the transaction was paid using the Company's existing cash and credit facilities. The acquired company is a Russian leader in fuel card systems and serves major oil clients and hundreds of independent fuel card issuers. Its technology allows issuers to share their retail network, thereby expanding the reach of their networks. Results from the acquired Russian business have been reported in the Company's International segment since the date of acquisition. The purpose of this acquisition was to further expand the Company's presence in the Russian fuel card marketplace. This business acquisition was not material to the Company's consolidated financial statements. Goodwill recognized is comprised primarily of expected synergies from combining the operations of the Company and the Russian fuel card company. The goodwill acquired with this business is not deductible for tax purposes. The purchase price allocation related to this acquisition is preliminary.

**Table of Contents**CTF Technologies, Inc.

On July 3, 2012, the Company acquired all of the outstanding stock of CTF Technologies, Inc. (CTF), a British Columbia organization, for \$156 million. The consideration for the transaction was paid using the Company's existing cash and credit facilities. CTF Technologies Do Brasil Ltda and certain of the Company's other subsidiaries are wholly-owned entities of CTF. The acquisition was carried out pursuant to a plan of arrangement under the Business Corporations Act (British Columbia) and was approved by final order of the Supreme Court of British Columbia. The purpose of the transaction was to establish the Company's presence in the Brazilian marketplace.

CTF provides fuel payment processing services for over-the-road fleets, ships, mining equipment, and railroads in Brazil. CTF's payment platform links together fleet operators, banks, and oil companies. CTF earns revenue primarily from a recurring transaction fee paid by the oil companies who purchase services for their fleet customers under multi-year customer contracts. Goodwill recognized is comprised primarily of expected synergies from combining the operations of the Company and CTF. The goodwill acquired with this business is not deductible for tax purposes. The purchase price allocation related to this acquisition is preliminary.

2012 Totals

The following table summarizes the preliminary allocation of the purchase price for all acquisitions during 2012, net of cash acquired (in thousands):

Trade and other receivables	\$ 13,196
Prepaid expenses and other	6,185
Property and equipment	6,701
Goodwill	165,398
Other intangible assets	109,758
Notes and other liabilities assumed	(42,912)
Deferred tax liabilities	(50,936)
 Aggregate purchase prices	 \$ 207,390

The purchase price is net of cash and cash equivalents acquired, totaling \$1.9 million, and also includes a deferred payment of \$11.3 million and a contingent earn-out payment of \$5.2 million.

Intangible assets allocated in connection with the preliminary purchase price allocations consisted of the following (in thousands):

	<b>Weighted Average Useful Lives (in Years)</b>	<b>Value</b>
Customer relationships	10-20	\$ 77,654
Trade names and trademarks - indefinite	N/A	16,900
Merchant network	10	4,604
Software	3-10	9,800
Non-compete	2-6	800
		 \$ 109,758

At March 31, 2013, approximately \$238 million of the Company's goodwill is deductible for tax purposes. The Company incurred acquisition related costs of \$1.7 million and \$0.1 million in the three months ended March 31, 2013 and 2012, which are included within general and administrative expenses in the Consolidated Statements of Income. These acquisitions did not materially affect revenues and earnings during 2012.

**6. Goodwill and Other Intangible Assets**

A summary of changes in the Company's goodwill by reportable business segment is as follows (in thousands):

<b>Segment</b>	<b>December 31, 2012</b>	<b>Acquisitions</b>	<b>Purchase Accounting Adjustments</b>	<b>Foreign Currency</b>	<b>March 31, 2013</b>
North America	\$ 276,714	\$	\$	\$	\$ 276,714
International	649,895	47,666	(90)	(850)	696,621
	\$ 926,609	47,666	(90)	\$ (850)	\$ 973,335

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As of March 31, 2013 and December 31, 2012 other intangible assets consisted of the following (in thousands):

	Useful Lives (Years)	March 31, 2013			December 31, 2012		
		Gross Carrying Amounts	Accumulated Amortization	Net Carrying Amount	Gross Carrying Amounts	Accumulated Amortization	Net Carrying Amount
		Customer and vendor agreements	5 to 20	\$ 534,979	\$ (99,190)	\$ 435,789	\$ 487,718
Trade names and trademarks indefinite lived	N/A	53,926		53,926	53,926		53,926
Trade names and trademarks other	3 to 15	3,160	(1,475)	1,685	3,160	(1,420)	1,740
Software	3 to 10	15,330	(5,741)	9,589	15,330	(5,208)	10,122
Non-compete agreements	2 to 6	3,271	(2,157)	1,114	3,271	(1,993)	1,278
Total other intangibles		\$ 610,666	\$ (108,563)	502,103	\$ 563,405	\$ (99,541)	\$ 463,864

Purchase accounting adjustments recorded during the three months ended March 31, 2013 relate to purchase price adjustments related to our Russian business acquisitions completed in 2012. Amortization expense related to intangible assets for the three month periods ended March 31, 2013 and 2012 was \$9.0 million and \$7.3 million, respectively.

**7. Debt**

The Company's debt instruments are as follows (in thousands):

	March 31, 2013	December 31, 2012
Term note payable domestic(a)	\$ 517,500	\$ 525,000
Revolving line of credit domestic(a)	75,000	100,000
Other debt	21,863	22,391
Total notes payable and other obligations	614,363	647,391
Securitization Facility(b)	385,000	298,000
Total notes payable, credit agreements and Securitization Facility	\$ 999,363	\$ 945,391
Current portion	\$ 507,375	\$ 460,174
Long-term portion	491,988	485,217
Total notes payable, credit agreements and Securitization Facility	\$ 999,363	\$ 945,391

- (a) The Company entered into a Credit Agreement on June 22, 2011. On March 13, 2012, the Company entered into the first amendment to the Credit Agreement. This Amendment added two United Kingdom entities as designated borrowers and added a \$110 million foreign currency swing line of credit sub facility under the existing revolver, which allows for alternate currency borrowing on the swing line. On November 6, 2012, the Company entered into a second amendment to the Credit Agreement to add an additional term loan of \$250 million and increase the borrowing limit on the revolving line of credit from \$600 million to \$850 million. In addition, we increased the accordion feature from \$150 million to \$250 million. As amended, the Credit Agreement provides for a \$550 million term loan facility and an \$850 million revolving credit facility. On March 20, 2013, the Company entered into a third amendment to the Credit Agreement to extend the term of the facility for an additional five years from the amendment date, with a new maturity date of March 20, 2018, separated the revolver into two tranches (a \$815 million Revolving A facility and a \$35 million Revolving B facility), added a designated borrower in

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Australia and another in New Zealand with the ability to borrow in local currency and US Dollars under the Revolving B facility and removed a cap to allow for additional investments in certain business relationships. The revolving line of credit contains a \$20 million sublimit for letters of credit, a \$20 million sublimit for swing line loans and sublimits for multicurrency borrowings in Euros, Sterling, Japanese Yen, Australian Dollars and New Zealand Dollars.

Interest ranges from the sum of the Base Rate plus 0.25% to 1.25% or the Eurodollar Rate plus 1.25% to 2.25%. The term note is payable in quarterly installments and is due on the last business day of each March, June, September, and December with the final principal payment due in March 2018. Borrowings on the revolving line of credit are repayable at our option of one, two, three or



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six months after borrowing, depending on the term of the borrowing on the facility. Borrowings on the foreign swing line of credit are due no later than ten business days after such loan is made. This facility is referred to as the Credit Facility. Principal payments of \$7.5 million were made on the term loan during the three months ended March 31, 2013. This facility includes a foreign currency swing line of credit on which the Company borrowed funds during the periods presented. The Company did not have an outstanding unpaid balance on the foreign currency swing line of credit at March 31, 2013.

- (b) The Company is party to a \$500 million receivables purchase agreement (Securitization Facility). The Securitization Facility was amended for the eighth time on February 4, 2013 to extend the facility termination date to February 3, 2014. There is a program fee equal to the Commercial Paper Rate of 0.24%, plus 0.75% and 0.22% plus 0.675% as of December 31, 2012 and March 31, 2013, respectively. The unused facility fee is payable at a rate of 0.35% per annum as of December 31, 2012 and 0.30% per annum as of March 31, 2013. The Securitization Facility provides for certain termination events, which includes nonpayment, upon the occurrence of which the administrator may declare the facility termination date to have occurred, may exercise certain enforcement rights with respect to the receivables, and may appoint a successor servicer, among other things.
- (c) In connection with the purchase of one of our businesses, there is a final payment of \$11.3 million due on December 15, 2013. The Company also is party to another acquisition agreement that includes contingent earn-out payments of \$3.8 million, which is payable in two installments in November 2013 and May 2016. Other debt also includes deferred liabilities (other than taxes) associated with certain of our businesses.

The Company was in compliance with all financial and non-financial covenants at March 31, 2013.

The Company has deferred debt issuance costs associated with its new Credit Facility of \$8.8 million as of March 31, 2013, which is classified in Other Assets within the Company's unaudited Consolidated Balance Sheet.

**8. Income Taxes**

The provision for income taxes differs from amounts computed by applying the U.S. federal tax rate of 35% to income before income taxes for the three months ended March 31, 2013 and 2012 due to the following (in thousands):

	2013		2012	
Income tax expense at federal statutory rate	\$ 31,680	35.0%	\$ 21,112	35.0%
Changes resulting from:				
Foreign income tax differential	(3,633)	(4.0)	(2,716)	(4.5)
State taxes, net of federal benefit	985	1.1	792	1.3
Foreign-sourced nontaxable income	(4,318)	(4.8)	(1,894)	(3.1)
Other	1,137	1.3	951	1.5
Provision for income taxes and rate	\$ 25,851	28.6%	\$ 18,245	30.2%

At March 31, 2013 and December 31, 2012, notes payable and other obligations noncurrent, included liabilities for unrecognized income tax benefits of \$7.5 million and \$7.1 million, respectively. During the three months ended March 31, 2013 and 2012 the Company recognized additional liabilities of \$0.4 million and \$0.4 million, respectively. During the three months ended March 31, 2013 and 2012, amounts recorded for accrued interest and penalties expense related to the unrecognized income tax benefits were not significant.

The Company files numerous consolidated and separate income tax returns in the U.S. federal jurisdiction and various state and foreign jurisdictions. The statute of limitations for the Company's U.S. federal income tax returns has expired for years prior to 2009. The statute of limitations for the Company's U.K. income tax returns has expired for years prior to 2011. The statute of limitations has expired for years prior to 2009 for the Company's Czech Republic income tax returns.

**9. Earnings Per Share**

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The Company reports basic and diluted earnings per share. Basic earnings per share is computed by dividing net income attributable to shareholders of the Company by the weighted average number of common shares outstanding during the reported period. Diluted earnings per share reflect the potential dilution related to equity-based incentives using the if-converted and treasury stock method, where applicable.

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The calculation and reconciliation of basic and diluted earnings per share for the three months ended March 31 (in thousands, except per share data):

	<b>Three Months Ended March 31,</b>	
	<b>2013</b>	<b>2012</b>
Net income	\$ 64,662	\$ 42,079
Denominator for basic and diluted earnings per share:		
Weighted-average shares outstanding	80,746	81,702
Share-based payment awards classified as participating securities	476	863
Denominator for basic earnings per share	81,222	82,565
Dilutive securities	2,738	2,599
Denominator for diluted earnings per share	83,960	85,164
Basic earnings per share	\$ 0.80	\$ 0.51
Diluted earnings per share	\$ 0.77	\$ 0.49

Diluted earnings per share exclude the effect of common stock that may be issued upon the exercise of employee stock options if the effect of inclusion would be antidilutive. There were no antidilutive shares for the three months ended March 31, 2013 and 2012.

**10. Segments**

The Company's reportable segments represent components of the business for which separate financial information is evaluated regularly by the chief operating decision maker in determining how to allocate resources and in assessing performance. The Company operates in two reportable segments, North America and International. The Company has identified these segments due to commonality of the products in each of their business lines having similar economic characteristics, services, customers and processes. There were no significant inter-segment sales.

The results from the Company's Russian fuel card business acquired during the second quarter of 2012, CTF Technologies, Inc. acquired during the third quarter of 2012 and Fleet Card acquired during the first quarter of 2013 are reported in the Company's International segment.

The Company's segment results are as follows as of and for the three month periods ended March 31 (in thousands):

	<b>Three months ended March 31,</b>	
	<b>2013</b>	<b>2012</b>
Revenues, net:		
North America	\$ 100,594	\$ 82,812
International	93,057	63,353
	\$ 193,651	\$ 146,165
Operating income:		
North America	\$ 49,426	\$ 38,113
International	44,827	26,362
	\$ 94,253	\$ 64,475
Depreciation and amortization:		

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North America	\$ 5,172	\$ 4,994
International	9,457	6,726
	\$ 14,629	\$ 11,720
Capital expenditures:		
North America	\$ 1,064	\$ 2,095
International	3,698	1,468
	\$ 4,762	\$ 3,563

### 11. Commitments and Contingencies

In the ordinary course of business, the Company is involved in various pending or threatened legal actions. The Company has recorded reserves for certain legal proceedings. The amounts recorded are estimated and as additional information becomes available,

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the Company will reassess the potential liability related to its pending litigation and revise its estimate in the period that information becomes known. In the opinion of management, the amount of ultimate liability, if any, with respect to these actions will not have a material adverse effect on the Company's consolidated financial position, results of operations, or liquidity.

Since 2010, the Company has been involved in an investigation by the Office of Fair Trading in the United Kingdom, relating to its Keyfuels product line. This product line consists of the Company's proprietary payment card and associated site network in the United Kingdom. A competitor alleged the Company was dominant in a relevant market with its Keyfuels product. The Office of Fair trading has investigated the allegations and following an extensive enquiry process, the Company was advised in April 2013 that the Office of Fair Trading has reached the provisional conclusion to close the case on the basis that there are no grounds for action. The Company was further advised to expect a provisional reasoned closure decision in the summer of 2013. The provisional opinion will be open to interested third parties to make representations before any final decision is made. A final decision is expected in late 2013.

### **12. Subsequent Event**

On April 30, 2013, the Company acquired all of the outstanding stock of CardLink Systems Limited and assets from CardLink Processing Limited, CardLink Software Trust and Cecam Taxi Dispatch Trust, collectively referred to as CardLink. The consideration for the transaction was paid using the Company's existing cash and credit facilities. CardLink, a fuel card issuing and payment processing company, based in Auckland, New Zealand. CardLink provides a market-leading proprietary fuel card program with near universal acceptance at retail fueling stations across New Zealand. CardLink markets its fuel cards directly to mostly small-to-midsized businesses, and provides processing and outsourcing services to oil companies and other partners. Cardlink's clients and partners have been developed over the past 25 years, and include a number of major oil companies and corporate brands. With this transaction, the Company assumed a \$12.0 million New Zealand dollar (\$10.0 million) revolving line of credit, which will be used to fund the working capital needs of the CardLink business. The purpose of this transaction was to establish the Company's presence in the New Zealand marketplace. This business combination is not material to the consolidated financial statements.

**Table of Contents****Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations**

The following discussion and analysis of our financial condition and results of operations should be read in conjunction with the unaudited consolidated financial statements and related notes appearing elsewhere in this report. In addition to historical information, this discussion contains forward-looking statements that involve risks, uncertainties and assumptions that could cause actual results to differ materially from management's expectations. Factors that could cause such differences include, but are not limited to, those identified below and those described in Part I, Item 1A "Risk Factors" appearing in our Annual Report on Form 10-K. All foreign currency amounts that have been converted into U.S. dollars in this discussion are based on the exchange rate as reported by Oanda for the applicable periods.

This management's discussion and analysis should also be read in conjunction with the management's discussion and analysis and consolidated financial statements included in our Annual Report on Form 10-K for the year ended December 31, 2012.

**Overview**

FleetCor is a leading independent global provider of fuel cards and workforce 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 2012, we processed approximately 304 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. We sell these products and services directly and indirectly through partners with whom we have strategic relationships, such as major oil companies and petroleum marketers. We refer to these major oil companies and petroleum marketers as our "partners." We provide our customers with various card products that typically function like a charge card to purchase fuel, lodging, food and related products and services at participating locations. Our payment programs enable businesses 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 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.

**Our segments, sources of revenue and expenses****Segments**

We operate in two segments, which we refer to as our North America and International segments. The results from our Russian business acquired during the second quarter of 2012, CTF Technologies, Inc. acquired during the third quarter of 2012 and our Australian Fleet Card business acquired during the first quarter of 2013 are reported in our International segment. Our revenue is reported net of the wholesale cost for underlying products and services. In this report, we refer to this net revenue as "revenue." For the three months ended March 31, 2013 and 2012, our North America and International segments generated the following revenue:

(dollars in millions)	Three months ended March 31, 2013		2012	
	Revenue	% of total revenue	Revenue	% of total revenue
North America	\$ 100.6	51.9%	\$ 82.8	56.7%
International	93.1	48.1%	63.4	43.3%

\$ 193.7	100.0%	\$ 146.2	100.0%
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**Sources of Revenue**

**Transactions** In both of our segments, we derive revenue from transactions and the related revenue per transaction. As illustrated in the diagram below, a transaction is defined as a purchase by a customer. Our customers include holders of our cards and payment products and those of our partners, for whom we manage card programs. Revenue from transactions is derived from our merchant and

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network relationships, as well as our customers and partners. Through our merchant and network relationships we primarily offer fuel, vehicle maintenance, products, food or lodging services to our customers. We also earn revenue from our customers and partners through program fees and charges, which can be fixed fees, cost plus a mark-up or based on a percentage discount from retail prices. The following diagram illustrates a typical transaction flow.

**Illustrative Transaction Flow**

From our merchant and network relationships, we mostly derive revenue from the difference between the price charged to a customer for a transaction and the price paid to the merchant or network for the same transaction. As illustrated in the table below, the price paid to a merchant or network may be calculated as (i) the merchant's wholesale cost of fuel plus a markup; (ii) the transaction purchase price less a percentage discount; or (iii) the transaction purchase price less a fixed fee per unit. The difference between the price we pay to a merchant and the merchant's wholesale cost for the underlying products and services is considered a merchant commission and is recognized as an expense. Approximately 48.6% and 50.7% of our revenue was derived from our merchant and network relationships during the three months ended March 31, 2013 and 2012, respectively.

The following table presents an illustrative revenue model for transactions with the merchant, which is primarily applicable to fuel based product transactions, but may also be applied to our vehicle maintenance, lodging and food products, substituting transactions for gallons.

**Illustrative Revenue Model for Fuel Purchases**

(unit of one gallon)

Illustrative Revenue Model		Merchant Payment Methods					
		i) Cost Plus Mark-up:		ii) Percentage Discount:		iii) Fixed Fee:	
Retail Price	\$ 3.00	Wholesale Cost	\$ 2.86	Retail Price	\$ 3.00	Retail Price	\$ 3.00
Wholesale Cost	(2.86)	Wholesale Cost	\$ 2.86	Discount (3%)	(0.09)	Fixed Fee	(0.09)
		Mark-up	0.05				
FleetCor Revenue	\$ 0.14						
Merchant Commission	\$ (0.05)	Price Paid to Merchant	\$ 2.91	Price Paid to Merchant	\$ 2.91	Price Paid to Merchant	\$ 2.91
Price Paid to Merchant	\$ 2.91						

From our customers and partners, we derive revenue from a variety of program fees such as transaction fees, card fees, network fees and report fees. Our payment programs include other fees and charges associated with late payments and based on customer credit risk. Approximately 51.4% and 49.3% of our revenue was derived from customer and partner program fees and charges during the three months ended March 31, 2013 and 2012, respectively.



**Table of Contents****Key operating metrics**

**Transaction volume and revenue per transaction** Set forth below is revenue per transaction information for the three months ended March 31, 2013 and 2012:

	<b>Three months ended March 31,</b>	
	<b>2013</b>	<b>2012</b>
<b>Transactions (in millions)</b>		
North America	38.3	36.8
International <sup>1</sup>	35.9	35.2
Total transactions <sup>1</sup>	74.2	72.0
<b>Revenue per transaction</b>		
North America	\$ 2.63	\$ 2.25
International <sup>1</sup>	2.59	1.80
Consolidated revenue per transaction <sup>1</sup>	2.61	2.03

<sup>1</sup> The presentation of prior quarters presented herein has been conformed to the current period presentation that eliminates certain intercompany transactions.

Revenue per transaction is derived from the various revenue types as discussed above and can vary based on geography, the relevant merchant relationship, the payment product utilized and the types of products or services purchased, the mix of which would be influenced by our acquisitions, organic growth in our business and the overall macroeconomic environment, including fluctuations in foreign currency exchange rates. Revenue per transaction per customer changes as the level of services we provide to a customer increases or decreases, as macroeconomic factors change and as adjustments are made to merchant and customer rates.

Revenue per transaction can vary based on geography, the relevant merchant and customer relationship, the payment product utilized and the types of products or services purchased. A mix of which will be influenced by our acquisitions, organic growth in the business and fluctuations in the macroeconomic environment. When we talk about the macroeconomic environment, we are referring to the impact of market spread margins, fuel prices, foreign exchange rates, and the economy in general can have on our business. In 2012, we acquired a Russian business and CTF Technologies, Inc. (CTF), which have higher revenue per transaction products in comparison to our other businesses.

From 2012 to 2013, total transactions increased from 72.0 million to 74.2 million, an increase of 2.2 million transactions or 3.0%. We experienced an increase in transactions in our North American and International segments primarily due to organic growth in certain of our payment programs and the impact of acquisitions completed in 2012.

**Sources of Revenue** Set forth below is information on our sources of revenue for the three months ended March 31, 2013 and 2012 expressed as a percentage of consolidated revenues:

	<b>Three months ended March 31,</b>	
	<b>2013</b>	<b>2012</b>
Revenue from customers and partners	51.4%	49.3%
Revenue from merchants and networks	48.6%	50.7%
Revenue tied to fuel-price spreads	15.9%	15.1%
Revenue influenced by absolute price of fuel	20.8%	19.2%
Revenue from program fees, late fees, interest and other	63.3%	65.7%

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**Adjusted Revenues, EBITDA, Adjusted Net Income and Adjusted Net Income Per Diluted Share.** Set forth below are adjusted revenues, EBITDA, adjusted net income and diluted adjusted net income per share for the three months ended March 31, 2013 and 2012.

	Three Months Ended March 31,	
	2013	2012
(in thousands except per share amounts)		
Adjusted revenues	\$ 179,790	\$ 135,772
EBITDA	\$ 108,882	\$ 76,195
Adjusted net income	\$ 75,206	\$ 50,754
Adjusted net income per diluted share	\$ 0.90	\$ 0.60

We use adjusted revenues as a basis to evaluate our revenues, net of the commissions that are paid to merchants to participate in our card programs. The commissions paid to merchants can vary when market spreads fluctuate in much the same way as revenues are impacted when market spreads fluctuate. Thus, we believe this is a more effective way to evaluate our revenue performance on a consistent basis. We use EBITDA, calculated as earnings before interest, taxes, depreciation and amortization to eliminate the impact of certain non-core items during the period. We use adjusted net income and adjusted net income per diluted share to eliminate the effect of items that we do not consider indicative of our core operating performance on a consistent basis. Adjusted revenues, EBITDA, adjusted net income and adjusted net income per diluted share are supplemental non-GAAP financial measures of operating performance. See the heading entitled Management's Use of Non-GAAP Financial Measures.

**Factors and trends impacting our business**

We believe that the following factors and trends are important in understanding our financial performance:

**Fuel prices** Our fleet customers use our products and services primarily in connection with the purchase of fuel. Accordingly, our revenue is affected by fuel prices, which are subject to significant volatility. A change in retail fuel prices could cause a decrease or increase in our revenue from several sources, including fees paid to us based on a percentage of each customer's total purchase. We believe that approximately 21% and 19% of our consolidated revenue during the three months ended March 31, 2013 and 2012, respectively, was directly influenced by the absolute price of fuel. Changes in the absolute price of fuel may also impact unpaid account balances and the late fees and charges based on these amounts.

**Fuel-price spread volatility** A portion of our revenue involves transactions where we derive revenue from fuel-price spreads, which is the difference between the price charged to a fleet customer for a transaction and the price paid to the merchant for the same transaction. In these transactions, the price paid to the merchant is based on the wholesale cost of fuel. The merchant's wholesale cost of fuel is dependent on several factors including, among others, the factors described above affecting fuel prices. The fuel price that we charge to our customer is dependent on several factors including, among others, the fuel price paid to the merchant, posted retail fuel prices and competitive fuel prices. We experience fuel-price spread contraction when the merchant's wholesale cost of fuel increases at a faster rate than the fuel price we charge to our customers, or the fuel price we charge to our customers decreases at a faster rate than the merchant's wholesale cost of fuel. Approximately 16% and 15% of our consolidated revenue during the three months ended March 31, 2013 and 2012, respectively, was derived from transactions where our revenue is tied to fuel-price spreads.

**Acquisitions** Since 2002, we have completed over 50 acquisitions of companies and commercial account portfolios. Acquisitions have been an important part of our growth strategy, and it is our intention to continue to seek opportunities to increase our customer base and diversify our service offering through further strategic acquisitions. The impact of acquisitions has, and may continue to have, a significant impact on our results of operations and may make it difficult to compare our results between periods.

**Interest rates** Our results of operations are affected by interest rates. We are exposed to market risk changes in interest rates on our cash investments and debt.

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**Global economic downturn** Our results of operations are materially affected by conditions in the economy generally, both in North America and internationally. Factors affected by the economy include our transaction volumes and the credit risk of our customers. These factors affected our businesses in both our North American and International segments.

*Foreign currency changes* Our results of operations are impacted by changes in foreign currency rates; namely, by movements of the British pound, Czech koruna, Russian ruble, Canadian dollar, Euro, Brazilian Real and Mexican Peso relative to the U.S. dollar. Approximately 52.0% and 56.5% of our revenue during the three months ended March 31, 2013 and 2012, respectively, was derived in U.S. dollars and was not affected by foreign currency exchange rates.

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*Expenses* Over the long term, we expect that our general and administrative expense will decrease as a percentage of revenue as our revenue increases. To support our expected revenue growth, we plan to continue to incur additional sales and marketing expense by investing in our direct marketing, third-party agents, internet marketing, telemarketing and field sales force

**Results of Operations****Three months ended March 31, 2013 compared to the three months ended March 31, 2012**

The following table sets forth selected consolidated statement of income data for the three months ended March 31, 2013 and 2012 (in thousands).

	Three months ended March 31, 2013	% of total revenue	Three months ended March 31, 2012	% of total revenue	Increase (decrease)	% Change
Revenues, net:						
North America	\$ 100,594	51.9%	\$ 82,812	56.7%	\$ 17,782	21.5%
International	93,057	48.1%	63,353	43.3%	29,704	46.9%
Total revenues, net	193,651	100.0%	146,165	100.0%	47,486	32.5%
Consolidated operating expenses:						
Merchant commissions	13,861	7.2%	10,393	7.1%	3,468	33.4%
Processing	29,943	15.5%	25,579	17.5%	4,364	17.1%
Selling	11,704	6.0%	10,175	7.0%	1,529	15.0%
General and administrative	29,261	15.1%	23,823	16.3%	5,438	22.8%
Depreciation and amortization	14,629	7.6%	11,720	8.0%	2,909	24.8%
Operating income	94,253	48.7%	64,475	44.1%	29,778	46.2%
Other expense, net	292	0.2%	588	0.4%	(296)	(50.3)%
Interest expense, net	3,448	1.8%	3,563	2.4%	(115)	(3.2)%
Provision for income taxes	25,851	13.3%	18,245	12.5%	7,606	41.7%
Net income	\$ 64,662	33.4%	\$ 42,079	28.8%	\$ 22,583	53.7%
Operating income for segments:						
North America	\$ 49,426		\$ 38,113		\$ 11,313	29.7%
International	44,827		26,362		18,465	70.0%
Operating income	\$ 94,253		\$ 64,475		\$ 29,778	46.2%
Operating margin for segments:						
North America	49.1%		46.0%		3.1%	
International	48.2%		41.6%		6.6%	
Total	48.7%		44.1%		4.6%	

**Revenues and revenue per transaction**

Our consolidated revenues increased from \$146.2 million in the three months ended March 31, 2012 to \$193.7 million in the three months ended March 31, 2013, an increase of \$47.5 million, or 32.5%. The increase in our consolidated revenue was primarily due to:

organic growth in certain of our payment programs driven primarily by increases in both volume and revenue per transaction; and

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the full quarter impact of acquisitions completed in 2012, which contributed approximately \$16 million in additional revenue in the three months ended March 31, 2013 over the comparable period in 2012.

Although we cannot precisely measure the impact of the macroeconomic environment, in total we believe it positively impacted our consolidated revenue for the three months ended March 31, 2013 over the comparable period in 2012. The macroeconomic environment was primarily impacted by higher fuel spread margins in the three months ended March 31, 2013 over the comparable period in 2012. Changes in foreign exchange rates were mixed and overall had a slightly unfavorable impact on our business during the three months end March 31, 2013 over the comparable period in 2012. Fuel prices were mostly neutral in the US and internationally and we believe had a minimal impact on revenue in the three months ended March 31, 2013 over the comparable period in 2012.

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Consolidated revenue per transaction increased from \$2.03 in the three months ended March 31, 2012 to \$2.61 in the three months ended March 31, 2013, an increase of \$0.58 or 28.6%. This increase is primarily due to the full year impact in 2013 of acquisitions completed in 2012, which have higher revenue per transaction products in comparison to our other businesses, as well as the reasons discussed above.

### ***North America segment revenues and revenue per transaction***

North America revenues increased from \$82.8 million in the three months ended March 31, 2012 to \$100.6 million in the three months ended March 31, 2013, an increase of \$17.8 million, or 21.5%. The increase in our North America segment revenue was primarily due to:

organic growth in certain of our payment programs driven primarily by increases in both volume and revenue per transaction.

Although we cannot precisely measure the impact of the macroeconomic environment, in total we believe it positively impacted our North American segment revenue for the three months ended March 31, 2013 over the comparable period in 2012, primarily due to the impact of higher fuel spread margins. Fuel prices were neutral in the US and we believe had a minimal impact on revenue in the three months ended March 31, 2013 over the comparable period in 2012.

North America segment revenue per transaction increased from \$2.25 in the three months ended March 31, 2012 to \$2.63 in the three months ended March 31, 2013, an increase of \$0.38 or 16.9%. North America revenue per transaction was impacted by the reasons discussed above.

### ***International segment revenues and revenue per transaction***

International segment revenues increased from \$63.4 million in the three months ended March 31, 2012 to \$93.1 million in the three months ended March 31, 2013, an increase of \$29.7 million, or 46.9%. The increase in our International segment revenue was primarily due to:

organic growth in certain of our payment programs driven primarily by increases in both volume and revenue per transaction; and

the full quarter impact of acquisitions completed in 2012, which contributed approximately \$16 million in additional revenue in the three months ended March 31, 2013 over the comparable period in 2012.

Although we cannot precisely measure the impact of the macroeconomic environment, in total we believe it had a generally neutral impact on our International segment revenue for the three months ended March 31, 2013 over the comparable period in 2012. We believe that fuel spread margins had a slightly favorable impact on revenues and changes in foreign exchange rates were mixed and had a slightly unfavorable impact on revenues in the three months ended March 31, 2013 over the comparable period in 2012. Fuel prices were mostly neutral internationally and we believe had a minimal impact on revenue in the three months ended March 31, 2013 over the comparable period in 2012.

International segment revenue per transaction increased from \$1.80 in the three months ended March 31, 2012 to \$2.59 in the three months ended March 31, 2013, an increase of \$0.79 or 43.9%. This increase is primarily due to the full year impact in 2013 of acquisitions completed in 2012, which have higher revenue per transaction products in comparison to our other businesses, as well as the reasons discussed above.

### ***Consolidated operating expenses***

***Merchant commissions*** Merchant commissions increased from \$10.4 million in the three months ended March 31, 2012 to \$13.9 million in the three months ended March 31, 2013, an increase of \$3.5 million, or 33.4%. This increase was due primarily to the fluctuation of the margin between the wholesale cost and retail price of fuel, which impacted merchant commissions.

***Processing*** Processing expenses increased from \$25.6 million in the three months ended March 31, 2012 to \$29.9 million in the three months ended March 31, 2013, an increase of \$4.4 million, or 17.1%. Our processing expenses primarily increased due to acquisitions completed in 2012, which have a higher rate of processing expenses as a percentage of consolidated revenues in comparison to our other businesses.

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**Selling** Selling expenses increased from \$10.2 million in the three months ended March 31, 2012 to \$11.7 million in the three months ended March 31, 2013, an increase of \$1.5 million, or 15.0%. The increase was primarily due to acquisitions completed in 2012, as well as additional sales and marketing spending in certain markets.

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**General and administrative** General and administrative expenses increased from \$23.8 million in the three months ended March 31, 2012 to \$29.3 million in the three months ended March 31, 2013, an increase of \$5.4 million, or 22.8%. The increase was primarily due to the impact of acquisitions completed in 2012, additional deal related costs and additional stock based compensation.

**Depreciation and amortization** Depreciation and amortization increased from \$11.7 million in the three months ended March 31, 2012 to \$14.6 million in the three months ended March 31, 2013, an increase of \$2.9 million, or 24.8%. The increase was primarily due to acquisitions completed during 2012, which resulted in an increase of \$2.3 million related to the amortization of acquired intangible assets for customer and vendor relationships, trade names and trademarks, non-compete agreements and software, as well as acquired fixed assets, as well as additional amortization related to debt issuance costs.

### ***Operating income and operating margin***

#### ***Consolidated operating income***

Operating income increased from \$64.5 million in the three months ended March 31, 2012 to \$94.3 million in the three months ended March 31, 2013, an increase of \$29.8 million, or 46.2%. Our operating margin was 44.1% and 48.7% for the three months ended March 31, 2012 and 2013, respectively. The increase in operating income was due primarily to the impact of acquisitions completed during 2012, organic growth in the business driven by increases in volume and revenue per transaction and the positive effect of the macroeconomic environment, including higher fuel spread revenues. The impact of changes in foreign exchange rates and changes in fuel prices on consolidated operating income was neutral.

For the purpose of segment operating results, we calculate segment operating income by subtracting segment operating expenses from segment revenue. Similarly, segment operating margin is calculated by dividing segment operating income by segment revenue.

#### ***North America segment operating income***

North America operating income increased from \$38.1 million in the three months ended March 31, 2012 to \$49.4 million in the three months ended March 31, 2013, an increase of \$11.3 million, or 29.7%. North America operating margin was 46.0% and 49.1% for the three months ended March 31, 2012 and 2013, respectively. The increase in operating income and operating margin was due primarily to organic growth in the business driven by increases in volume and revenue per transaction and the impact of the positive macroeconomic environment, including higher fuel spread revenues. The impact of changes in fuel prices on North American segment operating income was neutral.

#### ***International segment operating income***

International operating income increased from \$26.4 million in the three months ended March 31, 2012 to \$44.8 million in the three months ended March 31, 2013, an increase of \$18.5 million, or 70.0%. International operating margin was 41.6% and 48.2% for the three months ended March 31, 2012 and 2013, respectively. The increase in operating income and margin was due primarily to the impact of acquisitions completed in 2012, organic growth in the business driven by increases in volume and revenue per transaction. The macroeconomic environment had a generally neutral effect on International segment operating income, with a slightly favorable impact of fuel spread margins, slightly unfavorable impact of changes in foreign exchange rates and neutral impact of changes in fuel prices in the three months ended March 31, 2013 over the comparable period in 2012.

#### ***Other expense, net***

Other expense, net decreased from \$0.6 million in the three months ended March 31, 2012 to \$0.3 million in the three months ended March 31, 2013, a decrease of \$0.3 million, or 50.3%. The decrease was due primarily to expenses related to our secondary stock offering incurred in the three months ended March 31, 2012 being fully funded by the Company versus secondary stock offering expenses incurred in the three months ended March 31, 2013 being partially funded by selling stockholders.

#### ***Interest expense, net***

Interest expense decreased from \$3.6 million in the three months ended March 31, 2012 to \$3.4 million in the three months ended March 31, 2013, a decrease of \$0.1 million, or 3.2%. The decrease is due to fewer borrowings in the three months ended March 31, 2013 over the comparable period in 2012. The average interest rate paid on borrowings on our Credit Facility (including the unused credit facility fee) was 1.97% during each of the three months ended March 31, 2013 and 2012.



*Provision for income taxes*

The provision for income taxes increased from \$18.2 million in the three months ended March 31, 2012 to \$25.9 million in the three months ended March 31, 2013, an increase of \$7.6 million, or 41.7%. We provide for income taxes during interim periods based on an estimate of our effective tax rate for the year. Discrete items and changes in the estimate of the annual tax rate are recorded in the period they occur. Our effective tax rate decreased from 30.2% for three months ended March 31, 2012 to 28.6% for the three months

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ended March 31, 2013. The decrease in our effective tax rate was primarily due to the reversal of \$1.9 million of tax booked in the fourth quarter of 2012 related to the controlled foreign corporation look-through exclusion expiring for us on December 1, 2012. The exclusion was retroactively extended in January 2013, resulting in the reversal of the additional taxes recorded in 2012 prior to extension.

We pay taxes in many different taxing jurisdictions, including the U.S., most U.S. states and many non-U.S. jurisdictions. The tax rates in certain non-U.S. taxing jurisdictions are lower than the U.S. tax rate. Consequently, as our earnings fluctuate between taxing jurisdictions, our effective tax rate fluctuates.

### ***Net income***

For the reasons discussed above, our net income increased from \$42.1 million in the three months ended March 31, 2012 to \$64.7 million in the three months ended March 31, 2013, an increase of \$22.6 million, or 53.7%.

### **Liquidity and capital resources**

Our principal liquidity requirements are to service and repay our indebtedness, make acquisitions of businesses and commercial account portfolios and meet working capital, tax and capital expenditure needs.

#### ***Sources of liquidity***

At March 31, 2013, our unrestricted cash and cash equivalent balance totaled \$224.6 million. Our restricted cash balance at March 31, 2013 totaled \$49.3 million. Restricted cash primarily represents customer deposits in the Czech Republic, which we are restricted from using other than to repay customer deposits.

At March 31, 2013, cash and cash equivalents held in foreign subsidiaries where we have determined such cash and cash equivalents are permanently reinvested is \$188.7 million. All of the cash and cash equivalents held by our foreign subsidiaries, excluding restricted cash, are available for general corporate purposes. Our current intent is to permanently reinvest these funds outside of the U.S. Our current expectation for funds held in our foreign subsidiaries is to use the funds to finance foreign organic growth, to pay for potential future foreign acquisitions and to repay any foreign borrowings that may arise from time to time. We currently believe that funds generated from our U.S. operations, along with potential borrowing capabilities in the U.S. will be sufficient to fund our U.S. operations for the foreseeable future, and therefore do not foresee a need to repatriate cash held by our foreign subsidiaries in a taxable transaction to fund our U.S. operations. However, if at a future date or time these funds are needed for our operations in the U.S. or we otherwise believe it is in the best interests of the Company to repatriate all or a portion of such funds, we may be required to accrue and pay U.S. taxes to repatriate these funds. No assurances can be provided as to the amount or timing thereof, the tax consequences related thereto or the ultimate impact any such action may have on our results of operations or financial condition.

We utilize an accounts receivable Securitization Facility to finance a majority of our domestic fuel card receivables, to lower our cost of funds and more efficiently use capital. We generate and record accounts receivable when a customer makes a purchase from a merchant using one of our card products and generally pay merchants within seven days of receiving the merchant billing. As a result, we utilize the asset Securitization Facility as a source of liquidity to provide the cash flow required to fund merchant payments prior to collecting customer balances. These balances are primarily composed of charge balances, which are typically billed to the customer on a weekly, semimonthly or monthly basis, and are generally required to be paid within 14 days of billing. We also consider the undrawn amounts under our Securitization Facility and Credit Facility as funds available for working capital purposes and acquisitions. At March 31, 2013, we had approximately \$752 million available under our Credit Facility.

Based on our current forecasts and anticipated market conditions, we believe that our current cash balances, our available borrowing capacity and our ability to generate cash from operations, will be sufficient to fund our liquidity needs for at least the next twelve months, absent any major acquisition opportunities that might arise. However, we regularly evaluate our cash requirements for current operations, commitments, capital requirements and acquisitions, and we may elect to raise additional funds for these purposes in the future, either through the issuance of debt or equity securities. We may not be able to obtain additional financing on terms favorable to us, if at all.

**Table of Contents****Cash flows**

The following table summarizes our cash flows for the three months ended March 31, 2013 and 2012.

(in millions)	Three months ended March 31,	
	2013	2012
Net cash used in operating activities	\$ (13.7)	\$ (113.9)
Net cash used in investing activities	(99.5)	(3.6)
Net cash provided by financing activities	63.6	112.1

**Operating activities** Net cash used in operating activities decreased from \$113.9 million in the three months ended March 31, 2012 to \$13.7 million in the three months ended March 31, 2013. The decrease is primarily due to a liability acquired with the Allstar acquisition of \$108 million and customer deposit of \$37 million, each of which were paid during the three months ended March 31, 2012. The remaining fluctuation is due to changes in working capital, as well as additional net income during the three months ended March 31, 2013 over the comparable period in 2012.

**Investing activities** Net cash used in investing activities increased from \$3.6 million in the three months ended March 31, 2012 to \$99.5 million in the three months ended March 31, 2013. This increase is primarily due to the increase in cash paid for acquisitions in the three months ended March 31, 2013.

**Financing activities** Net cash provided by financing activities decreased from \$112.1 million in the three months ended March 31, 2012 to \$63.6 million in the three months ended March 31, 2013. The decrease is primarily due to zero net borrowings on our swing line of credit in the three months ended March 31, 2013 compared to \$64.0 in borrowings in the comparable period of 2012, partially offset by additional borrowings on our Securitization Facility of \$26.0 million in the three months ended March 31, 2013 over the comparable period in 2012.

**Capital spending summary**

Our capital expenditures increased from \$3.6 million in the three months ended March 31, 2012 to \$4.8 million in the three months ended March 31, 2013, an increase of \$1.2 million, or 33.7%. The increase was primarily related to additional investments to continue to enhance our existing processing systems and continued development of our European processing system. We anticipate our capital expenditures to increase to approximately \$22 million for 2013 as we continue to enhance our existing processing systems.

**Credit Facility**

We are party to a five-year, \$1.4 billion Credit Agreement (the "Credit Agreement") with a syndicate of banks, which we originally entered into on June 22, 2011 and have amended three times since. The Credit Agreement provides for a \$550 million term loan facility and an \$850 million revolving credit facility, with sublimits for letters of credit, swing line loans and multicurrency borrowings. Subject to certain conditions, including obtaining commitments of lenders, we have the option to increase the facility up to an additional \$250 million via an accordion feature. The Credit Agreement contains representations, warranties and events of default, as well as certain affirmative and negative covenants, customary for financings of this nature. These covenants include limitations on our ability to pay dividends and make other restricted payments under certain circumstances and compliance with certain financial ratios. Proceeds from this new Credit Facility may also be used for working capital purposes, acquisitions, and other general corporate purposes.

On March 13, 2012, we entered into the first amendment to the Credit Agreement. This Amendment added two United Kingdom entities as designated borrowers and added a \$110 million foreign currency swing line of credit sub facility under the existing revolver, which allows for alternate currency borrowing on the swing line. On November 6, 2012, we entered into a second amendment to the Credit Agreement to add an additional term loan of \$250 million and increase the borrowing limit on the revolving line of credit from \$600 million to \$850 million. In addition, we increased the accordion feature from \$150 million to \$250 million. On March 20, 2013, we entered into a third amendment to the Credit Agreement to extend the term of the facility for an additional five years from the amendment date, with a new maturity date of March 20, 2018, separated the revolver into two tranches (a \$815 million Revolving A facility and a \$35 million Revolving B facility), added a designated borrower in Australia and another in New Zealand, with the ability to borrow in local currency and US Dollars under the Revolving B facility and removed a cap to allow for additional investments in certain business relationships. The revolving line of credit contains a \$20 million sublimit for letters of credit, a \$20 million sublimit for swing line loans and sublimits for multicurrency borrowings in Euros, Sterling, Japanese Yen, Australian Dollars and New Zealand Dollars.

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At March 31, 2013, we had \$517.5 million in outstanding term loans, \$75.0 million in borrowings outstanding on the domestic revolving line and \$0 in borrowings outstanding on the foreign swing line of credit.

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Interest on amounts outstanding under the Credit Agreement accrues based on the British Bankers Association LIBOR Rate (the Eurocurrency Rate), plus a margin based on a leverage ratio, or at our option, the Base Rate (defined as the rate equal to the highest of (a) the Federal Funds Rate plus 0.50%, (b) the prime rate announced by Bank of America, N.A., or (c) the Eurocurrency Rate plus 1.00%) plus a margin based on a leverage ratio. Interest is payable quarterly in arrears. In addition, we have agreed to pay a quarterly commitment fee at a rate per annum ranging from 0.20% to 0.40% of the daily unused portion of the credit facility. At March 31, 2013, the interest rate on the term loan and domestic revolving line of credit was 1.95%, the unused credit facility fee was 0.30% and the interest rate on the foreign swing line of credit was 1.98%.

The stated maturity date for our term loan and revolving loans and letters of credit under the Credit Agreement is March 20, 2018. The term loan is payable in quarterly installments and are due on the last business day of each March, June, September, and December with the final principal payment due in March 2018. Borrowings on the revolving line of credit are repayable at our option of one, two, three or six months after borrowing, depending on the term of the borrowing on the facility. Borrowings on the foreign swing line of credit are due no later than ten business days after such loan is made. During the three months ended March 31, 2013, we made principal payments of \$7.5 million on the term loan and \$25.0 million on the domestic revolving line of credit. As of March 31, 2013, we were in compliance with each of the covenants under the new Credit Facility agreement.

### ***Other Debt***

In connection with the purchase of one of our businesses, there is a final payment of \$11.3 million due on December 15, 2013. We are also party to another acquisition agreement that includes contingent earn-out payments of \$3.8 million, which is payable in two installments in November 2013 and May 2016. Other debt also includes deferred liabilities (other than taxes) associated with certain of our businesses.

### ***Securitization Facility***

We are a party to a receivables purchase agreement among FleetCor Funding LLC, as seller, PNC Bank, National Association as administrator, and the various purchaser agents, conduit purchasers and related committed purchasers parties thereto, with a purchase limit of \$500 million. We refer to this arrangement as the Securitization Facility in this report. The facility was amended for the eighth time on February 4, 2013 to extend the facility termination date to February 3, 2014. There is a program fee equal to the commercial paper rate of 0.22%, plus 0.675% as of March 31, 2013. The unused facility fee is payable at a rate of 0.30% per annum as of March 31, 2013.

Under a related purchase and sale agreement, dated as of December 20, 2004, and most recently amended on July 7, 2008, between FleetCor Funding LLC, as purchaser, and certain of our subsidiaries, as originators, the receivables generated by the originators are deemed to be sold to FleetCor Funding LLC immediately and without further action upon creation of such receivables. At the request of FleetCor Funding LLC, as seller, undivided percentage ownership interests in the receivables are ratably purchased by the purchasers in amounts not to exceed their respective commitments under the facility. Collections on receivables are required to be made pursuant to a written credit and collection policy and may be reinvested in other receivables, may be held in trust for the purchasers, or may be distributed. Fees are paid to each purchaser agent for the benefit of the purchasers and liquidity providers in the related purchaser group in accordance with the Securitization Facility and certain fee letter agreements.

The Securitization Facility provides for certain termination events, upon the occurrence of which the administrator may declare the facility termination date to have occurred, may exercise certain enforcement rights with respect to the receivables, and may appoint a successor servicer, among other things. There are no financial covenant requirements related to our Securitization Facility.

### **Critical accounting policies and estimates**

In applying the accounting policies that we use to prepare our consolidated financial statements, we necessarily make accounting estimates that affect our reported amounts of assets, liabilities, revenue and expenses. Some of these estimates require us to make assumptions about matters that are highly uncertain at the time we make the accounting estimates. We base these assumptions and the resulting estimates on historical information and other factors that we believe to be reasonable under the circumstances, and we evaluate these assumptions and estimates on an ongoing basis. In many instances, however, we reasonably could have used different accounting estimates and, in other instances, changes in our accounting estimates could occur from period to period, with the result in each case being a material change in the financial statement presentation of our financial condition or results of operations. We refer to estimates of this type as critical accounting estimates.

Accounting estimates necessarily require subjective determinations about future events and conditions. During the three months ended March 31, 2013, we have not adopted any new critical accounting policies that had a significant impact upon our consolidated financial statements, have not changed any critical accounting policies and have not changed the application of any critical accounting policies from the year ended December 31, 2012. For critical accounting policies, refer to the Critical Accounting Estimates in Item 7 Management's Discussion

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and Analysis of Financial Condition and Results of Operations included in our Annual Report on Form 10-K for the year ended December 31, 2012 and our summary of significant accounting policies in Note 1 of our notes to the unaudited consolidated financial statements in this Form 10-Q.

**Table of Contents****Management's Use of Non-GAAP Financial Measures**

We have included in the discussion under the caption Adjusted Revenues, EBITDA, Adjusted Net Income and Adjusted Net Income Per Diluted Share above certain financial measures that were not prepared in accordance with GAAP. Any analysis of non-GAAP financial measures should be used only in conjunction with results presented in accordance with GAAP. Below, we define the non-GAAP financial measures, provide a reconciliation of the non-GAAP financial measure to the most directly comparable financial measure calculated in accordance with GAAP, and discuss the reasons that we believe this information is useful to management and may be useful to investors.

***Adjusted revenues***

We have defined the non-GAAP measure adjusted revenues as revenues, net less merchant commissions as reflected in our income statement.

We use adjusted revenues as a basis to evaluate our revenues, net of the commissions that are paid to merchants to participate in our card programs. The commissions paid to merchants can vary when market spreads fluctuate in much the same way as revenues are impacted when market spreads fluctuate. We believe that adjusted revenue is an appropriate supplemental measure of financial performance and may be useful to investors to understanding our revenue performance on a consistent basis. Adjusted revenues are not intended to be a substitute for GAAP financial measures and should not be used as such.

Set forth below is a reconciliation of adjusted revenues to the most directly comparable GAAP measure, revenues, net (in thousands):

	<b>Three Months Ended March 31,</b>	
	<b>2013</b>	<b>2012</b>
Revenues, net	\$ 193,651	\$ 146,165
Merchant commissions	(13,861)	(10,393)
<b>Total adjusted revenues</b>	<b>\$ 179,790</b>	<b>\$ 135,772</b>

***EBITDA***

We have defined the non-GAAP measure EBITDA, as net income as reflected in our income statement, adjusted to eliminate (a) interest expense, (b) tax expense, (c) depreciation of long-lived assets, and (d) amortization of intangible assets.

We use EBITDA as a basis to evaluate our operating performance net of the impact of certain non-core items during the period. We believe that EBITDA may be useful to investors to understanding our operating performance on a consistent basis. EBITDA is not intended to be a substitute for GAAP financial measures and should not be used as such.

Set forth below is a reconciliation of EBITDA to the most directly comparable GAAP measure, net income (in thousands):

	<b>Three Months Ended March 31,</b>	
	<b>2013</b>	<b>2012</b>
Net income	\$ 64,662	\$ 42,079
Provision for income taxes	25,851	18,245
Interest expense, net	3,448	3,563
Depreciation and amortization	14,629	11,720
Other expense (income), net	292	588
<b>EBITDA</b>	<b>\$ 108,882</b>	<b>\$ 76,195</b>

***Adjusted net income and adjusted net income per diluted share***

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We have defined the non-GAAP measure adjusted net income as net income as reflected in our income statement, adjusted to eliminate (a) non-cash stock based compensation expense related share-based compensation awards, (b) amortization of deferred financing costs and intangible assets, (c) amortization of the premium recognized on the purchase of receivables, and (d) loss on the early extinguishment of debt.



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We have defined the non-GAAP measure adjusted net income per diluted share as the calculation previously noted divided by the weighted average diluted shares outstanding as reflected in our income statement.

We use adjusted net income to eliminate the effect of items that we do not consider indicative of our core operating performance. We believe it is useful to exclude non-cash stock based compensation expense from adjusted net income because non-cash equity grants made at a certain price and point in time do not necessarily reflect how our business is performing at any particular time and stock based compensation expense is not a key measure of our core operating performance. We also believe that amortization expense can vary substantially from company to company and from period to period depending upon their financing and accounting methods, the fair value and average expected life of their acquired intangible assets, their capital structures and the method by which their assets were acquired. Therefore, we have excluded amortization expense from adjusted net income. We also exclude loss on the early extinguishment of debt from adjusted net income, as this expense is non-cash and is one-time in nature and does not reflect the ongoing operations of the business. We believe that adjusted net income and adjusted net income per diluted share are appropriate supplemental measures of financial performance and may be useful to investors to understanding our operating performance on a consistent basis. Adjusted net income and adjusted net income per diluted share are not intended to be a substitute for GAAP financial measures and should not be used as such.

Set forth below is a reconciliation of adjusted net income and adjusted net income per diluted share to the most directly comparable GAAP measure, net income and net income per diluted share (in thousands, except per share amounts):

	<b>Three Months Ended March 31,</b>	
	<b>2013</b>	<b>2012</b>
Net income	\$ 64,662	\$ 42,079
Net income per diluted share	\$ 0.77	\$ 0.49
Stock based compensation	4,162	3,834
Amortization of intangible assets	9,022	7,276
Amortization of premium on receivables	816	816
Amortization of deferred financing costs	760	510
<b>Total pre-tax adjustments</b>	<b>14,760</b>	<b>12,436</b>
Income tax impact of pre-tax adjustments at the effective tax rate	(4,216)	(3,761)
<b>Adjusted net income</b>	<b>\$ 75,206</b>	<b>\$ 50,754</b>
Adjusted net income per diluted share	\$ 0.90	\$ 0.60
Diluted shares	83,960	85,164

**Special Cautionary Notice Regarding Forward-Looking Statements**

This report contains forward-looking statements within the meaning of the federal securities laws. Statements that are not historical facts, including statements about our beliefs, expectations and future performance, are forward-looking statements. Forward-looking statements can be identified by the use of words such as anticipate, intend, believe, estimate, plan, seek, project or expect, may, will, would, 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, such as delays or failures associated with implementation; fuel price and spread volatility; changes in credit risk of customers and associated losses; the actions of regulators relating to payment cards or investigations; failure to maintain or renew key business relationships; failure to maintain competitive offerings; failure to maintain or renew sources of financing; failure to complete, or delays in completing, anticipated new partnership arrangements or acquisitions and the failure to successfully integrate or otherwise achieve anticipated benefits from such partnerships or acquired businesses; failure to successfully expand business internationally; the impact of foreign exchange rates on operations, revenue and income; the effects of general economic conditions on fueling patterns and the commercial activity of fleets, as well as the other risks and uncertainties identified under the caption Risk Factors in our Annual Report on Form 10-K for the year ended December 31, 2012. These factors 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 included in this report are made only as of the date hereof. 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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**Item 3. Quantitative and Qualitative Disclosures About Market Risk**

As of March 31, 2013 there have been no material changes to our market risk from that disclosed in our Annual Report on Form 10-K for the year ended December 31, 2012.

**Item 4. Controls and Procedures**

As of March 31, 2013, management carried out, under the supervision and with the participation of our Chief Executive Officer and Chief Financial Officer, an evaluation of the effectiveness of the design and operation of our disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) under the Securities Exchange Act of 1934). Based on this evaluation, our Chief Executive Officer and Chief Financial Officer concluded that, as of March 31, 2013, our disclosure controls and procedures were effective in ensuring that information required to be disclosed by us in the reports that we file or submit under the Securities Exchange Act of 1934, as amended, is recorded, processed, summarized and reported within the time periods specified in applicable rules and forms and are designed to ensure that information required to be disclosed in those reports is accumulated and communicated to management, including our Chief Executive Officer and Chief Financial Officer, as appropriate to allow timely decisions regarding required disclosure.

There were no changes in our internal control over financial reporting during the quarter ended March 31, 2013, that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

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**PART II OTHER INFORMATION**

**Item 1. Legal Proceedings**

As of the date of this filing, we are not currently party to any legal proceedings or governmental inquiries or investigations that we consider to be material, except as described below, and we were not involved in any material legal proceedings that terminated during the fourth quarter. We are and may become, however, subject to lawsuits from time to time in the ordinary course of our business. Since 2010, we have been involved in an investigation by the Office of Fair Trading in the United Kingdom, relating to our Keyfuels product line. This product line consists of our proprietary payment card and associated site network in the United Kingdom. A competitor alleged we were dominant in a relevant market with our Keyfuels product. The Office of Fair trading has investigated the allegations and following an extensive enquiry process, we were advised in April 2013, that the Office of Fair Trading has reached the provisional conclusion to close the case on the basis that there are no grounds for action. We are further advised to expect a provisional reasoned closure decision in the summer of 2013. The provisional opinion will be open to interested third parties to make representations before any final decision is made. A final decision is expected in late 2013.

**Item 1A. Risk Factors**

In addition to the other information set forth in this report, you should carefully consider the factors discussed in Part I, Item 1A. Risk Factors in our Annual Report on Form 10-K for the year ended December 31, 2012, which could materially affect our business, financial condition or future results.

**Item 2. Unregistered Sales of Equity Securities and Use of Proceeds**

Not applicable.

**Item 3. Defaults Upon Senior Securities**

Not applicable.

**Item 4. Mine Safety Disclosures**

Not applicable.

**Item 5. Other Information**

Not applicable.

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**Item 6. Exhibits**

**Exhibit**

<b>No.</b>	
3.1	Amended and Restated Certificate of Incorporation of FleetCor Technologies, Inc. (incorporated by reference to Exhibit 3.1 to the Registrant's Annual Report on Form 10-K, File No. 001-35004, filed with the Securities and Exchange Commission (the "SEC") on March 25, 2011)
3.2	Amended and Restated Bylaws of FleetCor Technologies, Inc. (incorporated by reference to Exhibit 3.2 to the Registrant's Annual Report on Form 10-K, File No. 001-35004, filed with the SEC on March 25, 2011)
4.1	Form of Stock Certificate for Common Stock (incorporated by reference to Exhibit 4.1 to Amendment No. 3 to the Registrant's Registration Statement on Form S-1, File No. 333-166092, filed with the SEC on June 29, 2010)
10.1	Eighth Amendment to the Fourth Amended and Restated Receivables Purchase Agreement, dated February 4, 2013, among FleetCor Funding LLC, FleetCor Technologies Operating Company, LLC, the various purchaser agents, conduit purchasers and related committed purchasers listed on the signature pages thereto, and PNC Bank, National Association, as administrator. (incorporated by reference to Exhibit No. 10.1 to the Registrant's Form 8-K, filed with the SEC on February 5, 2013)
10.2	Third Amendment to the Credit Agreement, dated March 20, 2013, by and among FleetCor Technologies, Inc. and certain of its subsidiaries, as borrowers and guarantors, Bank of America, N.A., as administrative agent and the other lenders party thereto (incorporated by reference to Exhibit No. 10.1 to the Registrant's Form 8-K, filed with the SEC on February 26, 2013)
10.3	Offer Letter, dated February 3, 2012, between FleetCor Technologies, Inc. and Donovan H. Williams, Jr.
31.1	Certification of Chief Executive Officer pursuant to Rule 13a-14(a) and rule 15d-14(a) of the Securities Exchange Act, as amended
31.2	Certification of Chief Financial Officer pursuant to Rule 13a-14(a) and rule 15d-14(a) of the Securities Exchange Act, as amended
32.1	Certification of Chief Executive Officer pursuant to 18 U.S.C. 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2001
32.2	Certification of Chief Financial Officer pursuant to 18 U.S.C. 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2001
101	The following financial information for the Registrant formatted in XBRL (Extensible Business Reporting Language): (i) the Consolidated Balance Sheets, (ii) the Unaudited Consolidated Statements of Income, (iii) the Unaudited Consolidated Statements of Comprehensive Income; (iv) the Unaudited Consolidated Statements of Cash Flows and (v) the Notes to Unaudited Consolidated Financial Statements

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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; thereunto duly authorized, in their capacities indicated on May 10, 2013.

FleetCor Technologies, Inc.  
(Registrant)

<b>Signature</b>	<b>Title</b>
/s/ Ronald F. Clarke Ronald F. Clarke	President, Chief Executive Officer and Chairman of the Board of Directors (Duly Authorized Officer and Principal Executive Officer)
/s/ Eric R. Dey Eric R. Dey	Chief Financial Officer (Principal Financial Officer and Principal Accounting Officer)