SHOE CARNIVAL INC
Form PRE 14A
April 12, 2013

SCHEDULE 14A INFORMATION
Proxy Statement Pursuant to Section 14(a) of the Securities Exchange Act of 1934
(Amendment No. ___)

Filed by the Registrant x

Filed by a Party other than the Registrant ¨

Check the appropriate box:

x Preliminary Proxy Statement
¨ Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))
¨ Definitive Proxy Statement
¨ Definitive Additional Materials
¨ Soliciting Material Pursuant to §240.14a-12

SHOE CARNIVAL, INC.
(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement if other than the Registrant)

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1) Title of each class of securities to which transaction applies:

2) Aggregate number of securities to which transaction applies:

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1) Amount Previously Paid:

2) Form, Schedule or Registration Statement No.:

3) Filing Party:

4) Date Filed:

May 6, 2013

Dear Shareholder:

On behalf of the Board and management, we wish to extend an invitation to you to attend our 2013 annual meeting of shareholders to be held on Thursday, June 13, 2013 at the corporate headquarters for Shoe Carnival, Inc. located at 7500 East Columbia Street, Evansville, Indiana. The meeting will begin promptly at 9:00 a.m. C.D.T.

In addition to the matters described in the Notice of Annual Meeting of Common Shareholders and Proxy Statement, I will be providing a report on the financial position of the Company and opening the floor for questions from shareholders.

The members of the Board and management look forward to your attendance. However, whether or not you plan to attend personally, and regardless of the number of shares you own, it is important that your shares be represented. Please be sure you are represented at the meeting by signing, dating and mailing your proxy card promptly. A postage-paid return envelope is enclosed for your convenience.

Thank you for your ongoing support of and continued interest in Shoe Carnival.

Sincerely,

Clifton E. Sifford

President, Chief Executive Officer and

Chief Merchandising Officer

SHOE CARNIVAL, INC.

NOTICE OF ANNUAL MEETING OF COMMON SHAREHOLDERS
TO BE HELD ON JUNE 13, 2013

The annual meeting of common shareholders of Shoe Carnival, Inc. (the "Company") will be held at the Company's corporate headquarters located at 7500 East Columbia Street, Evansville, Indiana, on Thursday, June 13, 2013, at 9:00 a.m., C.D.T., for the following purposes:

(1) To elect two directors to serve until the 2016 annual meeting of shareholders and until their successors are elected and have qualified, as set forth in the accompanying proxy statement;

(2) To approve, in an advisory (non-binding) vote, the compensation paid to the Company's named executive officers;

(3) To approve an amendment to our Articles of Incorporation to implement majority voting for the election of directors in non-contested elections;

(4) To ratify the appointment of Deloitte & Touche LLP as the independent registered public accounting firm for the Company for fiscal 2013; and

(5) To transact such other business as may properly come before the meeting.

All common shareholders of record at the close of business on April 12, 2013 will be eligible to vote.

It is important that your stock be represented at this meeting. Whether or not you expect to be present, please fill in, date, sign and return the enclosed proxy form in the accompanying addressed, postage-paid envelope. If you attend the meeting, your proxy will be canceled at your request.

Important Notice Regarding the Availability of Proxy Materials for the Annual Meeting of Common Shareholders to be Held on June 13, 2013

In accordance with the rules of the Securities and Exchange Commission, we are advising our shareholders of the availability on the Internet of our proxy materials related to the annual meeting described above. These rules allow companies to provide access to proxy materials in one of two ways. Because we have elected to utilize the “full set delivery” option, we are delivering to all shareholders paper copies of all of the proxy materials, as well as providing access to those proxy materials on a publicly accessible website.

The notice of annual meeting of common shareholders, proxy statement, form of proxy card and annual report to shareholders are available at _________________________.

David A. Kapp, Secretary

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SHOE CARNIVAL, INC.
7500 East Columbia Street
Evansville, Indiana 47715

PROXY STATEMENT
Annual Meeting of Common Shareholders

June 13, 2013

Why am I receiving these proxy materials?

We are providing these proxy materials to you in connection with the solicitation by the Board of Directors (the "Board") of Shoe Carnival, Inc. (the "Company," "we", "us" or "our") for proxies to be voted at our annual meeting of commo shareholders. We are holding this annual meeting at 9:00 a.m., C.D.T., on Thursday, June 13, 2013, at our corporate headquarters located at 7500 East Columbia Street, Evansville, Indiana. The approximate date on which these proxy materials are first being sent to shareholders is on or about May 6, 2013.

In accordance with the rules of the Securities and Exchange Commission (the "SEC"), in addition to mailing a full set of the proxy materials to our shareholders, we are also providing access to our proxy materials on a publicly accessible website. Our notice of annual meeting of common shareholders, proxy statement, form of proxy card and annual report to shareholders are available at ____________________.

What proposals will be voted on at the annual meeting?

There are four proposals scheduled to be voted on at the annual meeting:

- To elect two directors to serve until the 2016 annual meeting of shareholders and until their successors are elected and have qualified;

- To approve, in an advisory (non-binding) vote, the compensation paid to our Executives (as defined below under "Executive and Director Compensation – Compensation Discussion and Analysis"), as disclosed in the Compensation Discussion and Analysis, the compensation tables and the related narratives in this proxy statement;

- To approve an amendment to our Articles of Incorporation to implement majority voting for the election of directors in non-contested elections; and

- To ratify the appointment of Deloitte & Touche LLP as our independent registered public accounting firm for fiscal 2013.

In addition, any other business that may properly come before the annual meeting will be considered and voted on. The Board currently knows of no additional business that is to be brought before the meeting. However, if other matters properly come before the meeting, the persons indicated on the enclosed proxy will vote that proxy based on their judgment on such matters.

How does the Board recommend that I vote on the proposals?

The Board recommends that you vote your shares:

- FOR the election of Mr. Sifford and Mr. Aschleman as directors (Proposal 1);

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- FOR the approval, on an advisory basis, of the compensation paid to our Executives, as disclosed in the Compensation Discussion and Analysis, the compensation tables and the related narratives in this proxy statement (Proposal 2);

- FOR the approval of the amendment to our Articles of Incorporation to implement majority voting for the election of directors in non-contested elections (Proposal 3); and

- FOR the ratification of Deloitte & Touche LLP as our independent registered public accounting firm for fiscal 2013 (Proposal 4).

Who may vote?

You may vote at the annual meeting or by proxy if you were a shareholder of record at the close of business on April 12, 2013, the record date for the meeting. As of April 12, 2013, there were _________________ shares of our common stock outstanding and entitled to vote at the meeting. On all matters, including the election of the directors, each common shareholder will have one vote for each share held.

What constitutes a quorum for the annual meeting?

In order to constitute a quorum, a majority of the votes entitled to be cast at the annual meeting must be present either in person or by proxy. Abstentions and broker non-votes will be considered as present for determining a quorum.

It is possible that a proxy would indicate that not all shares represented by it are being voted for specific proposals. For example, a broker cannot vote shares held in street name on certain proposals when the owner of those shares has not provided instructions on how he or she would like them to be voted, which are called “broker non-votes.” The election of directors, the proposal relating to executive compensation and the proposal to amend our Articles of Incorporation to implement majority voting fall into this category. Accordingly, if you hold your shares in street name and wish your shares to be voted on Proposal 1, 2 or 3, you must give your broker voting instructions.

What vote is required for each of the proposals to be approved?

For Proposal 1, the directors receiving a plurality of the votes cast “FOR” will be elected. Neither abstentions nor broker non-votes will affect the outcome of this proposal.

Proposals 2, 3 and 4 will be approved if more shares are voted "FOR" each proposal than "AGAINST." Neither abstentions nor broker non-votes will affect the outcome of these proposals.

How do I vote my shares?

Voting of Shares Registered Directly in the Name of the Shareholder. If you hold shares of our common stock in your own name as the holder of record, you may vote your shares by signing, dating and mailing the proxy card in the postage-paid envelope that has been provided to you. Shares held directly in your name as the shareholder of record may also be voted in person at the annual meeting. If you choose to vote in person at the meeting, please bring proof of identification. Even if you plan to attend the annual meeting, we recommend that you vote your shares in advance so that your vote will be counted if you later decide not to attend the meeting.

Voting of Shares Registered in the Name of a Brokerage Firm or Bank. If your shares of our common stock are held in "street name" through a brokerage account or by a bank or other nominee, you will receive instructions from your nominee, which you must follow in order to have your shares voted. If you are a "street name" shareholder and you wish to vote in person at the annual meeting, you must obtain a legal proxy from your nominee giving you the right to vote the shares. Even if you plan to attend the annual meeting, we recommend that you vote your shares in advance so that your vote will be counted if you later decide not to attend the meeting.

What if I return my proxy card but do not provide voting instructions?

Your shares will be voted in accordance with your instructions as specified on your proxy card. If you sign and return your proxy card but do not give voting instructions, your shares will be voted "FOR" the election of the nominees listed under Proposal 1 and "FOR" Proposals 2, 3 and 4. If any other matters properly come before the meeting, the persons indicated on the enclosed proxy will vote that proxy based on their judgment on such matters.

May I revoke my proxy?

If you have executed and submitted your proxy, you may still revoke it at any time as long as it has not been exercised. Your proxy may be revoked by giving written notice of revocation to us, executing a subsequently dated proxy that is delivered to us, or attending the annual meeting and voting in person.

How are votes counted?

Votes cast by proxy or in person at the annual meeting will be counted and certified by representatives of our transfer agent, Computershare Trust Company, N.A.

Where can I find the voting results of the annual meeting?

We will announce preliminary voting results at the annual meeting and publish the voting results in a Form 8-K to be filed with the SEC within four business days of the annual meeting.

Who pays for the cost of proxy preparation and solicitation?

The cost of this solicitation of proxies will be borne by us. Proxies may also be solicited personally or by telephone, facsimile transmission or other electronic means of communication by our employees acting without additional compensation.

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PROPOSAL NO. 1

ELECTION OF DIRECTORS

Nominee and Director Information

Our Board is divided into three classes, and generally, each director holds office for a three-year term expiring at the annual meeting of shareholders held in the year that is three years after his election and thereafter until his successor is elected and qualified. On October 17, 2012, our Board appointed Clifton E. Sifford as President, Chief Executive Officer and Chief Merchandising Officer effective October 27, 2012. Upon the recommendation of the Nominating and Corporate Governance Committee (the "Nominating Committee"), also on October 17, 2012, the Board appointed Mr. Sifford to serve as a director, effective October 27, 2012, with a term to expire at our 2013 annual meeting and until his successor is elected and qualified. Mr. Sifford succeeds our former President and Chief Executive Officer, Mark L. Lemond, who retired effective October 27, 2012.

At our 2013 annual meeting, our shareholders will be asked to elect two directors. Clifton E. Sifford and James A. Aschleman have been nominated by the Board, upon the recommendation of the Nominating Committee, for election as directors for a term to expire at the 2016 annual meeting of shareholders and until their successors are elected and qualified. Mr. Sifford is standing for re-election for the first time since being appointed as a director. Mr. Aschleman is standing for re-election for the first time since rejoining our Board on March 19, 2012, having previously served as a director from 2001 until 2006.

The Nominating Committee is responsible for recommending to the Board the director nominees that collectively have the complementary experience, qualifications, skills and attributes to guide us and function effectively as a Board. Each nominee for election as a director is selected based on his experience, judgment, integrity, ability to make independent inquiries, an understanding of our business environment and a willingness to devote adequate time to Board duties. It is the Nominating Committee's general view to re-nominate an incumbent director who continues to satisfy the criteria for membership on the Board, continues to make important contributions to the Board and consents to continue his service on the Board.

Set forth below are the current nominees for director as well as our continuing directors and information regarding each person's service as a director, business experience, director positions held currently or at any time in the last five years, and the experiences, qualifications, attributes or skills that caused the Nominating Committee and the Board to recommend the director nominee and to determine that the continuing directors should serve as members of our Board. Unless otherwise indicated, the principal occupation of each director has been the same for the last five years. There is no family relationship between any of our directors or executive officers.

NOMINEES FOR DIRECTOR

Clifton E. Sifford, President, Chief Executive Officer and Chief Merchandising Officer

Mr. Sifford has served as our President, Chief Executive Officer and Chief Merchandising Officer since October 2012. From June 2001 to October 2012, Mr. Sifford served as our Executive Vice President, General Merchandise Manager and from April 1997 until May 2001, he served as our Senior Vice President, General Merchandise Manager.

Mr. Sifford, as our President, Chief Executive Officer and Chief Merchandising Officer and a long-standing member of our senior management team, brings to the Board an in-depth knowledge of our company and the retail industry. Mr. Sifford's areas of relevant experience include detailed knowledge and experience in executive leadership and retail merchandising encompassing merchandise procurement, building brand awareness, proprietary brand development and consumer behavior.

Term: Director nominee for a three-year term to expire at the annual meeting of shareholders in 2016
Director since: October 2012
Age: 59

James A. Aschleman

Mr. Aschleman retired from the law firm Baker & Daniels LLP (now Faegre Baker Daniels LLP) in December 2011. As a partner in the firm since 1976, Mr. Aschleman advised public and private companies on a wide range of issues, including corporate governance, executive compensation, mergers and acquisitions and compliance with SEC rules and regulations. Additionally, Mr. Aschleman previously served on our Board from 2001 until 2006 and has extensive knowledge of our operations.

Mr. Aschleman's areas of relevant experience include strategic planning, capital markets and corporate finance, corporate governance and legal and regulatory analysis.

Term: Director nominee for a three-year term to expire at the annual meeting of shareholders in 2016
Director since: March 2012
Age: 68

DIRECTORS CONTINUING IN OFFICE

J. Wayne Weaver, Chairman of the Board

Mr. Weaver presently serves as the managing member of LC Footwear, LLC, a footwear distributor.

From 1993 until January 2012 when the franchise was sold, Mr. Weaver served as Chairman and Chief Executive Officer of the Jacksonville Jaguars, LTD, a professional football franchise. From 1978 until February 2, 1993, Mr. Weaver's principal occupation was as president and chief executive officer of Nine West Group, Inc., a designer, developer and marketer of women's footwear. From November 2000 until April 2008, Mr. Weaver also served as a director on the Board of Stein Mart, Inc., a publicly traded chain of off-price retail stores.

Mr. Weaver's areas of relevant experience include strategic planning, marketing/branding, economic indicators and issues, and industry trends.

Term: Director with term expiring at the annual meeting of shareholders in 2014
Director since: 1988
Age: 78

Gerald W. Schoor

Mr. Schoor presently is a self-employed merchant banker. Prior to January 1997, he was employed as president of Corporate Finance Associates, St. Louis, a financial intermediary, and as executive vice president of National Industrial Services, Inc., an industrial asset management company.

Mr. Schoor's areas of relevant experience include capital markets, banking and corporate finance, insurance and risk management, economic indicators and issues, and government regulation.

Term: Director with term expiring at the annual meeting of shareholders in 2014
Director since: 1993
Age: 78

Kent A. Kleeberger

Mr. Kleeberger has served as Executive Vice President, Chief Operating Officer of Chico's FAS Inc., a publicly traded specialty apparel retailer, since February 2011.

From November 2007 until January 2011, Mr. Kleeberger served as Executive Vice President, Chief Financial Officer and Treasurer of Chico's FAS Inc. From July 2004 until October 2007, Mr. Kleeberger served as senior vice president and chief financial officer for Dollar Tree Stores, Inc., a publicly traded single price-point retailer. From April 1998 until June 2004, he served in various positions with Tween Brands, Inc. (formerly Too, Inc.), a publicly traded apparel retailer, including as executive vice president, chief financial officer, treasurer and secretary.

Mr. Kleeberger's areas of relevant experience include tax, financial reporting, accounting and controls, insurance and risk management, economic indicators and issues, marketing/branding, and government regulation.

Term: Director with term expiring at the annual meeting of shareholders in 2015
Director since: 2003
Age: 61

Joseph W. Wood

Mr. Wood presently is a self-employed footwear industry consultant. Since July 2010, he has participated in various consulting engagements in the footwear industry.

From January 2008 until July 2010, Mr. Wood served as Division President – Retail of Brown Shoe Company, Inc., a global wholesale and retail footwear company. Prior to that, from January 2002 until December 2007, Mr. Wood served as President of Famous Footwear, a division of Brown Shoe Company, Inc.

Mr. Wood’s areas of relevant experience include strategic planning, competitive positioning, marketing/branding and an in-depth knowledge of the footwear industry.

Term: Director with term expiring at the annual meeting of shareholders in 2015
Age: 65

The Board recommends a vote FOR the director nominees listed above.

INFORMATION REGARDING THE BOARD OF

DIRECTORS AND COMMITTEES

The primary functions of our Board are:

- To oversee management performance on behalf of our shareholders;
- To ensure that the long-term interests of our shareholders are being served; and
- To monitor adherence to and the effectiveness of our internal standards and policies.

Board Meetings

During fiscal 2012, the Board held eight meetings, with five of these meetings being held via teleconference. During fiscal 2012, each of our current directors attended at least 75% of the total Board meetings held during the period in which he served and the meetings of the respective committees on which he served. Additionally, our directors are expected to attend the annual meeting of shareholders each year. Each of our current directors attended our 2012 annual meeting of shareholders.

Board Leadership Structure

Our Corporate Governance Guidelines provide that the Board should be free to choose its Chairman based upon the Board's view of what is in the best interests of the Company at a particular point in time, based on the recommendation of the Nominating Committee. Our Board does not have a policy on whether the role of Chairman and Chief Executive Officer should be separate or combined and, if separate, whether the Chairman should be selected from the non-employee directors or be an employee.

The Board has determined at this time that the separation of the offices of Chairman of the Board and President/Chief Executive Officer enhances Board independence and oversight. Moreover, the separation of these positions allows the President/Chief Executive Officer to better focus on his responsibilities of running the Company, enhancing shareholder value and expanding and strengthening our brand while allowing the Chairman of the Board to lead the Board in its fundamental role of providing advice to and independent oversight of management. We believe this structure facilitated a smooth leadership transition during fiscal 2012, when our former President/Chief Executive Officer retired and the Board appointed Mr. Sifford to succeed him.

A majority of our directors are "independent directors" as defined by the listing standards of The NASDAQ Stock Market LLC ("NASDAQ"), and the Board has determined that such independent directors have no relationship with us that would interfere with the exercise of their independent judgment in carrying out the responsibilities of a director. The independent directors are Messrs. Aschleman, Kleeberger, Schoor and Wood. Mr. Schoor has been designated as the Lead Director and presides at all executive sessions of the non-management directors. Following an executive session, the Lead Director discusses any issues or requested actions to be taken with the President/Chief Executive Officer.

The Board evaluates its leadership structure on an ongoing basis and may change it as circumstances warrant.

Board Committees

The Board has an Audit Committee, a Compensation Committee, and a Nominating and Corporate Governance Committee. Each of the committees operates pursuant to a written charter, which can be viewed on our website at www.shoecarnival.com under Investors–Corporate Governance.

Audit Committee

The Audit Committee is solely responsible for the selection and hiring of the independent registered public accounting firm to audit our books and records and pre-approves audit and permitted non-audit services undertaken by the independent registered public accounting firm. It is also responsible for the review of our (i) financial reports and other financial information, (ii) systems of internal controls regarding finance, accounting, legal compliance and ethics, (iii) auditing, accounting and financial reporting processes, and (iv) financial and enterprise risk exposures. See “Board and Committee Role in Risk Oversight.” The committee approves all related person transactions, including our relationships with LC Footwear, LLC and PL Footwear, Inc. described under “Transactions with Related Persons – Current Transactions” and meets with management and our independent registered public accounting firm as necessary.

The Audit Committee consists of our four non-employee directors: Messrs. Kleeberger (Chair), Aschleman, Schoor and Wood. The Board and the Audit Committee believe the current member composition satisfies the listing standards of NASDAQ governing audit committee composition, including the requirement that the audit committee members all be “independent” directors, as that term for audit committee members is defined in the listing standards of NASDAQ and Rule 10A-3 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”). The Board has also determined that Mr. Kleeberger qualifies as an “audit committee financial expert” as defined by the SEC rules adopted pursuant to the Sarbanes-Oxley Act of 2002. The Audit Committee met seven times during fiscal 2012, with four of these meetings being conducted via teleconference.

Compensation Committee

The Compensation Committee is responsible for evaluating and approving our director and officer compensation plans, policies and programs. The committee also administers our equity compensation and retirement plans and reviews the risks related to our compensation policies and programs. For a detailed description of the roles of the Compensation Committee and management in setting compensation, see “Executive and Director Compensation – Compensation Discussion and Analysis.”

The Compensation Committee consists of three non-employee directors: Messrs. Schoor (Chair), Kleeberger and Wood. Each of the members meets the independence requirements of the NASDAQ listing standards and Rule 10C-1(b)(1) promulgated under the Exchange Act. Each member is a “Non-Employee Director” as defined in Rule 16b-3 under the Exchange Act and each is an “Outside Director” as defined by the regulations under Section 162(m) of the Internal Revenue Code of 1986, as amended (the “Internal Revenue Code”). During fiscal 2012, none of the members were involved in a relationship requiring disclosure as an interlocking executive officer/director or as a former officer or employee. In addition, none of the members were involved in a relationship requiring disclosure under Item 404(a) of Regulation S-K. The Compensation Committee held five meetings during fiscal 2012, with two of these meetings being conducted via teleconference.

Nominating and Corporate Governance Committee

The Nominating Committee exercises a leadership role in shaping our corporate governance and recommends to the Board corporate governance principles on a number of topics, including (i) Board organization, membership and function, (ii) committee structure and membership, and (iii) oversight of evaluation of the Board. As the nominating body of the Board, the committee also interviews, evaluates, nominates and recommends individuals for membership on the Board and on the various committees of the Board. Nominees will be evaluated based on their experience, judgment, integrity, ability to make independent inquiries, understanding of our business environment and willingness to devote adequate time to Board duties.

Our Corporate Governance Guidelines provide that in identifying potential director nominees, our Nominating Committee is to take into account geographic, occupational, gender, race and age diversity. Broadly defined, diversity means diversity of viewpoints, background, experience and other demographics. The committee implements that policy, and assesses its effectiveness, by examining the diversity of all of the directors on the Board when it selects nominees for directors. The diversity of directors is one of the factors that the Nominating Committee considers, along with the other selection criteria described above.

The Nominating Committee also will consider director candidates recommended by shareholders. A shareholder who wishes to recommend a director candidate for consideration should send such recommendation to our Secretary at 7500 East Columbia Street, Evansville, Indiana 47715, who will forward it to the Nominating Committee. Any such recommendation should include a description of the candidate's qualifications for board service, the candidate's written consent to be considered for nomination and to serve if nominated and elected, and addresses and telephone numbers for contacting the shareholder and the candidate for more information. A shareholder who wishes to nominate an individual as a director candidate at an annual meeting of shareholders, rather than recommend the individual to the Nominating Committee as a nominee, must comply with the advance notice requirements set forth in our by-laws, a copy of which may be obtained from our Secretary. A summary of such requirements is provided in this proxy statement under “Shareholder Proposals for 2014 Annual Meeting.” The Nominating Committee’s process for identifying and evaluating nominees for director will be the same whether the nominee is from the Nominating Committee’s search for a candidate, or whether the nominee was recommended by a shareholder.

The Nominating Committee consists of our four non-employee directors: Messrs. Aschleman (Chair), Kleeberger Schoor and Wood. Each member is “independent,” as such term for nominating committee members is defined in the NASDAQ listing standards. The Nominating Committee met three times during fiscal 2012.

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Board and Committee Role in Risk Oversight

While the Board has the ultimate oversight responsibility for the risk management process, various committees assist in fulfilling its oversight responsibilities in certain areas of risk. In particular, the Audit Committee focuses on financial and enterprise risk exposures, including internal controls. The Audit Committee discusses with management, internal audit, and the independent registered public accounting firm our major financial risk exposures, including risks related to fraud, liquidity and regulatory compliance, our policies with respect to risk assessment and risk management, and the steps management has taken to monitor and control such exposures. The Board also periodically receives information about our risk management activities and the most significant risks we face. This is principally accomplished through Audit Committee reports to the Board and summary briefings provided by management. The Audit Committee members, as well as each other director, also have access to our Chief Financial Officer and any other members of our management for discussions between meetings as warranted. For a description of the Compensation Committee's role in overseeing compensation related risks, see "Executive and Director Compensation – Compensation-Related Risk Assessment" in this proxy statement.

Code of Business Conduct and Ethics

We have adopted a Code of Business Conduct and Ethics (the "Ethics Code") that applies to all of our directors, officers and employees, including our principal executive officer, principal financial officer, and principal accounting officer. The Ethics Code is posted on our website at www.shoecarnival.com under Investors–Corporate Governance. We intend to disclose any amendments to the Ethics Code by posting such amendments on our website. In addition, any waivers of the Ethics Code for our directors or executive officers will be disclosed in a Current Report on Form 8-K.

Section 16(a) Beneficial Ownership Reporting Compliance

Section 16(a) of the Exchange Act requires our executive officers and directors, and persons who own more than 10% of our common stock, to file initial reports of ownership and reports of changes in ownership with the SEC. Such persons are required by SEC regulations to furnish us with copies of all Section 16(a) forms they file.

Based solely on a review of the copies of such forms furnished to us and written representations from certain reporting persons, we believe that during fiscal 2012 all filing requirements applicable to our executive officers, directors and greater than 10% shareholders were timely satisfied, except that one Form 4 filed by Mr. Schoor reporting his December 12, 2012 exercise of 1,500 stock options was not filed until April 12, 2013 due to an administrative error.

Proposal No. 2

Advisory Vote on the Compensation Paid to our Executives

As we did last year, we are asking you to approve the compensation paid to our Executives, as disclosed pursuant to the compensation disclosure rules of the SEC, including the Compensation Discussion and Analysis, the compensation tables and the related narratives in this proxy statement. This proposal, commonly known as a "say-on-pay" proposal, gives our shareholders the opportunity to express their views on the compensation of our Executives. In accordance with the advisory vote conducted at our 2011 annual meeting of shareholders on the frequency of future say-on-pay votes, we are currently conducting say-on-pay votes on an annual basis. The next advisory vote on the frequency of say-on-pay votes will be conducted no later than our 2017 annual meeting of shareholders.

Our compensation philosophy seeks to closely align the interests of Executives with the interests of our shareholders. Our compensation programs are designed to reward our Executives for the achievement of short-term and long-term strategic and operational goals and the attainment of increased total shareholder return. Additionally, it is important in the current retail climate that management emphasizes financial stability and liquidity while working to increase our market share through new store growth.

The Compensation Committee and our Board believe that our fiscal 2012 Executive compensation aligned with our philosophy and corporate performance and was effective in fulfilling the Compensation Committee's compensation objectives. An Executive Summary is provided at the beginning of the Compensation Discussion and Analysis section followed by a more detailed discussion of our Executive compensation programs, how they reflect our philosophy and are linked to Company performance and the impact of our 2012 say-on-pay vote on Executive compensation decisions. We encourage our shareholders to read the Compensation Discussion and Analysis section, along with the compensation tables and narrative discussion contained in this proxy statement.

We are asking our shareholders to indicate their support for the compensation paid to our Executives as described in this proxy statement. This vote is not intended to address any specific item of compensation but rather the overall compensation of our Executives and the philosophy, policies and practices described in this proxy statement. Accordingly, we recommend that our shareholders vote "FOR" the following resolution at the annual meeting:

"RESOLVED, that the Company's shareholders approve, on an advisory basis, the compensation of the Executives, as disclosed in the Company's Proxy Statement for the 2013 Annual Meeting of Shareholders pursuant to the compensation disclosure rules of the Securities and Exchange Commission, including the Compensation Discussion and Analysis, the compensation tables and the other related disclosure."

As an advisory vote, this proposal will not be binding upon us or our Board or Compensation Committee. However, our Board and Compensation Committee value the opinion of our shareholders, and to the extent that there is any significant vote against the Executives' compensation as disclosed in this proxy statement, we will consider our shareholders' concerns and the Compensation Committee will evaluate whether any actions are necessary to address those concerns.

The Board recommends that our shareholders vote FOR the approval, on an advisory basis, of the compensation paid to our Executives, as disclosed in this proxy statement.

EXECUTIVE AND DIRECTOR COMPENSATION

Compensation Discussion and Analysis

Overview

The “Compensation Discussion and Analysis” section of this proxy statement is intended to help our shareholders understand our overall executive compensation programs, objectives, framework and elements and to discuss and analyze the basis for, and the decisions of our Compensation Committee (the “Committee”) and our Board of Directors with respect to, the compensation paid to our named executive officers shown in the Summary Compensation Table and in the other tables and narrative discussion that follow. Our named executive officers (the “Executives”) for fiscal 2012 were:

Officer Name and Position
Clifton E. Sifford, President, Chief Executive Officer and Chief Merchandising Officer
W. Kerry Jackson, Senior Executive Vice President - Chief Operating and Financial Officer and Treasurer
Timothy T. Baker, Executive Vice President – Store Operations
Carl N. Scibetta, Executive Vice President – General Merchandise Manager
Kathy A. Yearwood, Senior Vice President – Controller and Chief Accounting Officer
Mark L. Lemond, former President and Chief Executive Officer (retired October 2012)

In October 2012, Mark L. Lemond retired from his positions as President and Chief Executive Officer and as a Director. In connection with his retirement, we made the following promotions and hiring to reallocate key responsibilities:

- Appointment of new President and Chief Executive Officer – during October 2012, the Board appointed Mr. Sifford, who was then serving as Executive Vice President – General Merchandise Manager, to serve as our President and Chief Executive Officer following Mr. Lemond's retirement. Mr. Sifford was also appointed Chief Merchandising Officer and was appointed to serve as a director on our Board.

- Addition of Chief Operating Officer role – coinciding with Mr. Sifford's appointment, our Board promoted Mr. Jackson, who was then serving as Executive Vice President – Chief Financial Officer, to Senior Executive Vice President – Chief Operating and Financial Officer. Mr. Jackson's responsibilities were expanded as they relate to oversight of daily operations and strategic planning.

- Appointment of new General Merchandise Manager – during December 2012, Mr. Scibetta was hired as our Executive Vice President – General Merchandise Manager to take over the responsibilities as General Merchandise Manager from Mr. Sifford. Mr. Scibetta brings over 32 years of footwear industry experience to his position.

The compensation decisions associated with the above senior leadership transition are detailed in this Compensation Discussion and Analysis.

Executive Summary

We seek to closely align the interests of our Executives with the interests of our shareholders. Our compensation programs are designed to reward our Executives for the achievement of short-term and long-term strategic and operational goals and the attainment of increased total shareholder return. Additionally, it is important in the current retail climate that management emphasizes financial stability and liquidity while working to increase our market share through new store growth.

Total compensation for our Executives is comprised of a mix of base salary, annual cash incentives and long-term equity based compensation in the form of service-based and performance-based restricted stock awards. We believe our management team continues to be driven to a higher level of performance by the pay-for-performance compensation philosophy of our compensation programs.

The following table highlights the year-over-year comparison of some of the key financial metrics that we use in evaluating our performance for the purposes of making compensation decisions.

Key Financial Metrics	Fiscal 2012	Fiscal 2011
Net Sales	$854,998	$762,534
Comparable Store Sales Increase	4.5 %	

Stock-Based Payment Awards with Performance Targets

In June 2014, the FASB issued ASU 2014-12, Share-Based Payment Awards With Perf
Attainable After the Requisite Service Period , for companies that grant their employees
terms of the award provide that a performance target that affects vesting could be achiev
period. The Company adopted this new guidance on January 1, 2015. This adoption of th
impact on the results of operations, financial condition, or cash flows.

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Simplification of Guidance on Debt Issuance Costs

In April 2015, the FASB issued ASU 2015-03, Interest Imputation of Interest , which
issuance costs in financial statements as a direct deduction from the related debt liability
is effective for the Company for fiscal years ending after December 15, 2015 and interim
permitted. While the adoption of this ASU is not expected to have a material impact on t
condition, or cash flows, it will impact the presentation on the Company s balance sheet
December 31, 2014, the Company had deferred financing costs of $20.7 million and $23

2. Accounts Receivable

The Company maintains a $1.2 billion revolving trade accounts receivable Securitization
the Securitization Facility, the Company transfers certain of its domestic receivables, on
Funding LLC (Funding) a wholly-owned bankruptcy remote subsidiary. In turn, Funding
revolving basis, up to $1.2 billion of undivided ownership interests in this pool of accoun
asset-backed commercial paper conduit (Conduit). Funding maintains a subordinated inte
over-collateralization, in a portion of the receivables sold to the Conduit. Purchases by th
sale of highly-rated commercial paper.

The Company utilizes proceeds from the sale of its accounts receivable as an alternative
its overall borrowing costs. The Company has agreed to continue servicing the sold recei
at market rates, which approximates the Company s cost of servicing. The Company ret
accounts receivable sold as a form of credit enhancement. The residual interest s fair val
to its short-term nature. Funding determines the level of funding achieved by the sale of t
to a maximum amount.

The Company s accounts receivable and securitized accounts receivable include the foll
December 31, 2014 (in thousands):

	June 30, 2015
Gross domestic accounts receivable	$ 378,314
Gross domestic securitized accounts receivable	764,000
Gross foreign receivables	455,563
Total gross receivables	1,597,877
Less allowance for doubtful accounts	(22,400)
Net accounts and securitized accounts receivable	$ 1,575,477

Foreign receivables are not included in the Company s accounts receivable securitizatio
December 31, 2014, there was $764 million and $675 million, respectively, of short-term
Company s accounts receivable Securitization Facility.

A rollforward of the Company s allowance for doubtful accounts related to accounts rec
June 30 is as follows (in thousands):

	2015
Allowance for doubtful accounts beginning of period	$ 23,8
Add:	
Provision for bad debts	13,0
Less:	
Write-offs	(14,4
Allowance for doubtful accounts end of period	$ 22,4

3. Fair Value Measurements

Fair value is a market-based measurement that reflects assumptions that market participa
or liability. GAAP discusses valuation techniques, such as the market approach (compara
approach (present value of future income or cash flow), and the cost approach (cost to re
asset or replacement cost). These valuation techniques are based upon observable and un
inputs reflect market data obtained from independent sources, while unobservable inputs
assumptions.

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As the basis for evaluating such inputs, a three-tier value hierarchy prioritizes the inputs
follows:

Level 1: Observable inputs such as quoted prices for identical assets or liabiliti

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

Level 3: Unobservable inputs for which there is little or no market data, which
entity to develop its own assumptions. The fair value hierarchy also requires an
use of observable inputs and minimize the use of unobservable inputs when me

The following table presents the Company s financial assets and liabilities which are me
basis as of June 30, 2015 and December 31, 2014, (in thousands).

	Fair Value	Level
June 30, 2015		
Assets:		
Repurchase agreements	$ 140,826	$
Money market	55,004	
Certificates of deposit	6,438	
Total cash equivalents	$ 202,268	$

	Fair Value	Level
December 31, 2014		
Assets:		
Repurchase agreements	$ 196,616	$
Money market	50,000	
Certificates of deposit	3,570	
Total cash equivalents	$ 250,186	$
Liabilities:		
Acquisition related contingent consideration	$ 43,486	$

The Company has highly liquid investments classified as cash equivalents, with original
included in our Consolidated Balance Sheets. The Company utilizes Level 2 fair value de
directly or indirectly observable (market based) information to determine the fair value o
The Company has certain cash and cash equivalents that are invested on an overnight bas
money markets and certificates of deposit. The value of overnight repurchase agreements
quoted market prices for the treasury securities associated with the repurchase agreement
valued at cost, plus interest accrued. Given the short term nature of these instruments, the

value.

The level within the fair value hierarchy and the measurement technique are reviewed qu
are deemed to have occurred at the end of the quarter. There were no transfers between fa
presented for 2015 and 2014.

The Company s nonfinancial assets that are measured at fair value on a nonrecurring bas
testing for impairment include property, plant and equipment, equity method investment,
assets. As necessary, the Company generally uses projected cash flows, discounted as ap
values of the assets using key inputs such as management s projections of cash flows on
applicable), management s projections of cash flows upon disposition and discount rates
measurements are in Level 3 of the fair value hierarchy. These assets and liabilities are re
nonrecurring basis if an impairment is identified.

The carrying value of the Company s cash, accounts receivable, securitized accounts rec
expenses and other current assets, accounts payable, accrued expenses, customer deposits
approximate their respective carrying values due to the short-term maturities of the instru
Company s debt obligations approximates fair value as the interest rates on the debt are
that reset on a quarterly basis. These are each level 2 fair value measurements, except for
measurement.

4. Share Based Compensation

The Company has Stock Incentive Plans (the Plans) pursuant to which the Company s b
options or restricted stock to employees. The table below summarizes the expense recogn
payments recognized for the three and six month periods ended June 30 (in thousands):

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	Three Months Ended June 30,	
	2015	2014
Stock options	$ 4,484	$ 2,889
Restricted stock	9,065	4,798
Stock-based compensation	$ 13,549	$ 7,687

The tax benefits recorded on stock based compensation were $10.8 million and $6.2 mill
ended June 30, 2015 and 2014, respectively.

The following table summarizes the Company s total unrecognized compensation cost r
as of June 30, 2015 (in thousands):

	Unrecognized Compensation Cost
Stock options	$ 71,153
Restricted stock	19,811
Total	$ 90,964

Stock Options

Stock options are granted with an exercise price estimated to be equal to the fair market v
authorized by the Company s board of directors. Options granted have vesting provision
Certain stock option awards also have performance vesting provisions. Stock option gran
forfeiture if employment terminates prior to vesting.

The following summarizes the changes in the number of shares of common stock under o
ended June 30, 2015 (shares and aggregate intrinsic value in thousands):

	Shares	Weighted Average Exercise Price	Options Exercisable at End of Period	Weigh Avera Exerc Price Exercis Optio
Outstanding at December 31, 2014	5,131	$ 58.71	2,370	$ 21
Granted	271	155.95		
Exercised	(209)	33.90		
Forfeited	(25)	105.36		
Outstanding at June 30, 2015	5,168	$ 64.60	2,476	$ 23

Expected to vest as of June 30, 2015	5,168	$	64.60

The aggregate intrinsic value of stock options exercisable at June 30, 2015 was $327.8 m
contractual term of options exercisable at June 30, 2015 was 5.4 years.

The fair value of stock option awards granted was estimated using the Black-Scholes opt
months ended June 30, 2015 and 2014, with the following weighted-average assumption

	2(
Risk-free interest rate	
Dividend yield	
Expected volatility	2:
Expected life (in years)	

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Restricted Stock

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

The following table summarizes the changes in the number of shares of restricted stock a
six months ended June 30, 2015 (shares in thousands):

	Share
Unvested at December 31, 2014	71
Granted	8
Vested	(10
Cancelled	(
Unvested at June 30, 2015	70

5. Acquisitions

For the six months ended June 30, 2015, the Company completed acquisitions with an ag
million and has made deferred payments of purchase price of $2.1 million related to 201

2014 Acquisitions

During 2014, the Company completed acquisitions with an aggregate purchase price of $
of $165.8 million.

Comdata

On November 14, 2014, the Company acquired Comdata Inc. (Comdata) from Ceridi
affiliated with Thomas H. Lee Partners, L.P. (THL) and Fidelity National Financial In
net of cash acquired. Comdata is a business-to-business provider of innovative electroni
and a processor, Comdata provides fleet, virtual card and gift card solutions. This acquis
Company s current fuel card business in the U.S. and add a new product with the virtua
financed the acquisition with approximately $2.4 billion of new debt and the issuance of
of FleetCor common stock, including amounts applied at the closing to the repayment of
acquired business have been reported in the Company s North America segment since t

The following table summarizes the preliminary acquisition accounting for Comdata (in

Restricted cash
Trade and other receivables
Prepaid expenses and other
Property and equipment
Goodwill
Other intangible assets
Notes and other liabilities assumed
Deferred tax liabilities
Other long term liabilities
Aggregate purchase price

Acquisition accounting adjustments recorded during the six months ended June 30, 2015
acquisitions completed in 2014 and included reallocation of certain deferred tax liabilitie
entities and a change in the estimated fair value of acquired accounts receivable. These a
not have a significant impact on the 2014 consolidated income statement, balance sheet c
Company has not recast these statements.

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The preliminary fair value of intangible assets acquired and the related estimated useful l
thousands):

	Useful Live (in Years)
Customer relationships	19
Trade names and trademarks indefinite	N/A
Software	4
Non-competes	3

The acquisition accounting related to this acquisition is preliminary as the Company is st
intangible assets, income taxes, certain acquired contingencies, off market contract revie
adjustment period remains open. Goodwill recognized is comprised primarily of expecte
operations of the Company and Comdata and assembled workforce. The goodwill acquir
deductible for tax purposes.

Other

During 2014, the Company acquired Pacific Pride, a U.S. fuel card business, and a fuel c
Germany. The following table summarizes the preliminary acquisition accounting for the
thousands):

Trade and other receivables	
Prepaid expenses and other	
Property and equipment	
Goodwill	
Other intangible assets	
Notes and other liabilities assumed	
Aggregate purchase price	

The preliminary estimated fair value of intangible assets acquired and the related estimat
following (in thousands):

	Useful L (in Yea
Customer relationships	
Trade names and trademarks indefinite	N
Franchisee Agreements	

The acquisition accounting for these transactions is preliminary as the Company is still c
intangible assets and certain acquired contingencies and the working capital adjustment p
acquisitions were not material individually or in the aggregate to the Company s consoli

6. Goodwill and Other Intangible Assets

A summary of changes in the Company s goodwill by reportable business segment is as

	December 31, 2014	Acquisition Accounting Adjustments
Segment		
North America	$ 2,659,417	$ (5,569)
International	1,152,445	
	$ 3,811,862	(5,569)

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As of June 30, 2015 and December 31, 2014 other intangible assets consisted of the follo

	June 30, 2015				
	Weighted-Avg Useful Lives (Years)	Gross Carrying Amounts	Accumulated Amortization	Net Carrying Amount	Gros Carry Amou
Customer and vendor agreements	18.4	$ 2,124,658	$ (267,629)	$ 1,857,029	$ 2,139
Trade names and trademarks indefinite lived	N/A	335,149		335,149	337
Trade names and trademarks other	14.5	3,314	(1,953)	1,361	3
Software	5.1	173,602	(37,914)	135,688	174
Non-compete agreements	5.6	16,613	(7,692)	8,921	17
Total other intangibles		$ 2,653,336	$ (315,188)	2,338,148	$ 2,672

Changes in foreign exchange rates resulted in a $24.5 million decrease to the carrying va
the six months ended June 30, 2015. Amortization expense related to intangible assets fo
2015 and 2014 was $80.2 million and $36.5 million, respectively.

7. Debt

The Company s debt instruments consist primarily of term notes, revolving lines of cred
follows (in thousands):

	June 30, 2015
Term note payable domestic(a)	$ 2,210,227
Revolving line of credit A Facility domestic(a)	370,000
Revolving line of credit A Facility foreign(a)	
Revolving line of credit A Facility swing line(a)	10,741
Other debt(c)	3,619
Total notes payable and other obligations	2,594,587
Securitization Facility(b)	764,000
Total notes payable, credit agreements and Securitization Facility	$ 3,358,587

Current portion	$ 1,246,342
Long-term portion	2,112,245
Total notes payable, credit agreements and Securitization Facility	$ 3,358,587

(a) On October 24, 2014, the Company entered into a new $3.355 billion Credit Agreem
secured credit facilities consisting of (a) a revolving A credit facility in the amount
letters of credit, swing line loans and multicurrency borrowings, (b) a revolving B fa
million for loans in Australian Dollars or New Zealand Dollars, (c) a term loan A fa
billion and (d) a term loan B facility in the amount $300 million. The Credit Agreem
feature for borrowing an additional $500 million in term A or revolver A and term B
under the Credit Agreement (other than the term loan B facility) accrues based on th
LIBOR Rate (the Eurocurrency Rate), plus a margin based on a leverage ratio, or ou
as the rate equal to the highest of (a) the Federal Funds Rate plus 0.50%, (b) the prin
America, N.A., or (c) the Eurocurrency Rate plus 1.00%) plus a margin based on a l
quarterly in arrears. Interest on the term loan B facility accrues based on the Eurocu
described above, except that the applicable margin is fixed at 3% for Eurocurency L
Loans. In addition, the Company pays a quarterly commitment fee at a rate per annu
of the daily unused portion of the credit facility. The stated maturity dates for the ter
letters of credit under the New Credit Agreement is November 14, 2019 and Novem
The Company has unamortized debt discounts of $6.7 million related to the term A
the term B facility at June 30, 2015.

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(b) The Company is party to a $1.2 billion receivables purchase agreement (Securitizati
restated for the fifth time on November 14, 2014 in connection with the Comdata ac
equal to one month LIBOR and the Commercial Paper Rate of 0.21% plus 0.90% an
June 30, 2015 and December 31, 2014, respectively. The unused facility fee is payab
as of June 30, 2015 and December 31, 2014.

(c) Other debt includes other deferred liabilities associated with certain of our businesse
payable and other obligations, less current portion in the consolidated Balance Shee

The Company was in compliance with all financial and non-financial covenants at June 3

8. Income Taxes

The provision for income taxes differs from amounts computed by applying the U.S. fede
before income taxes for the three months ended June 30, 2015 and 2014 due to the follow

	2015
Computed expected tax expense	$ 50,852
Changes resulting from:	
Foreign income tax differential	(5,747)
State taxes net of federal benefits	2,022
Foreign-sourced nontaxable income	(4,061)
Other	3,547
Provision for income taxes	$ 46,613

9. Earnings Per Share

The Company reports basic and diluted earnings per share. Basic earnings per share is co
attributable to shareholders of the Company by the weighted average number of common
reported period. Diluted earnings per share reflect the potential dilution related to equity-
treasury stock method. The calculation and reconciliation of basic and diluted earnings p
ended June 30 (in thousands, except per share data) follows:

	Three Months Ended June 30,	
	2015	2014
Net income	$ 98,678	$ 88,549
Denominator for basic and diluted earnings per share:		
Denominator for basic earnings per share	91,904	82,996
Dilutive securities	2,146	2,821
Denominator for diluted earnings per share	94,050	85,817

Basic earnings per share	$	1.07	$	1.07
Diluted earnings per share	$	1.05	$	1.03

Basic shares includes the impact of share-based payment awards classified as participatin
material to the calculation of basic shares. Diluted earnings per share for the three month
excludes the effect of 31 thousand shares of common stock, respectively, that may be iss
stock options because such effect would be antidilutive. There were no antidilutive share
periods ended June 30, 2014. Diluted earnings per share for the three month period ended
effect of 0.5 million shares of performance based restricted stock, respectively, for which
yet been achieved.

10. Segments

The Company reports information about its operating segments in accordance with the au
segments. The Company s reportable segments represent components of the business fo
information is evaluated regularly by the chief operating decision maker in determining h
assessing performance. The Company operates in two reportable segments, North Ameri
operating segments are aggregated in both our North America and International reportab
aggregated these operating segments due to commonality of the products in each of their
economic characteristics, services, customers and processes. There were no significant in

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The Company s segment results are as follows as of and for the three and six month peri

	Three months ended June 30,	
	2015	2014
Revenues, net:		
North America	$ 284,576	$ 138,861
International	120,029	134,641
	$ 404,605	$ 273,502
Operating income:		
North America	$ 109,584	$ 68,317
International	59,567	66,167
	$ 169,151	$ 134,484
Depreciation and amortization:		
North America	$ 32,021	$ 6,376
International	16,806	18,053
	$ 48,827	$ 24,429
Capital expenditures:		
North America	$ 3,793	$ 1,840
International	4,336	4,128
	$ 8,129	$ 5,968

11. Commitments and Contingencies

In the ordinary course of business, the Company is involved in various pending or threat
has recorded reserves for certain legal proceedings. The amounts recorded are estimated
becomes available, the Company will reassess the potential liability related to its pending
in the period that information becomes known. In the opinion of management, the amoun
respect to these actions will not have a material adverse effect on the Company s consol
operations, or liquidity.

Item 2. Management s Discussion and Analysis of Financial Condition and Result

The following discussion and analysis of our financial condition and results of operation
with the unaudited consolidated financial statements and related notes appearing elsewhe
historical information, this discussion contains forward-looking statements that involve r
assumptions that could cause actual results to differ materially from management s expe
Note Regarding Forward-Looking Statements . All foreign currency amounts that have
this discussion are based on the exchange rate as reported by OANDA Corporation for th

This management s discussion and analysis should also be read in conjunction with the
analysis and consolidated financial statements and related notes included in our Annual
ended December 31, 2014.

General Business

FleetCor is a leading independent global provider of fuel cards, commercial payment anc
solutions, and workforce payment products and services to businesses, retailers, commer
petroleum marketers and government entities in countries throughout North America, So
and New Zealand. Our payment programs enable our customers to better manage and co
card programs, and employee spending and provide card-accepting merchants with a hig
increase their sales and customer loyalty. We also provide a suite of fleet related and wo
including a mobile telematics service, fleet maintenance management and employee ben
payments. In 2014, we processed approximately 652 million transactions on our propriet
networks (which includes approximately 270 million transactions related to our SVS pro
believe that our size and scale, geographic reach, advanced technology and our expansive
brands and proprietary networks contribute to our leading industry position.

We provide our payment products and services in a variety of combinations to create cus
customers and partners. We collectively refer to our suite of product offerings as workfo
products for commercial businesses. We sell a range of customized fleet and lodging pay
indirectly to our customers through partners, such as major oil companies, leasing compa
refer to these major oil companies, leasing companies, petroleum marketers, value-addec
referral partners with whom we have strategic relationships as our partners. We provic
products that typically function like a charge card to purchase fuel, lodging, food, toll, tr
and services at participating locations.

We support our products with specialized issuing, processing and information services th
accounts, facilitate the routing, authorization, clearing and settlement of transactions, anc
functionality and data, including customizable card-level controls and productivity analy
payment programs and services and process transactions, we own and operate proprietar
which we electronically connect to merchants and capture, analyze and report customize
and internationally. We also use third-party networks to deliver our payment programs a
card acceptance and use. To support our payment products, we also provide a range of se
processing, as well as specialized information services that provide our customers with v
Our customers can use this data to track important business productivity metrics, comba
streamline expense administration and lower overall workforce and fleet operating costs.
partner s needs, we provide these services in a variety of outsourced solutions ranging fi
solution (encompassing issuing, processing and network services) to limited back office

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Executive Overview

Segments

We operate in two segments, which we refer to as our North America and International s
net of the wholesale cost for underlying products and services. In this report, we refer to
Results of Operations for additional segment information.

For the three and six months ended June 30, 2015 and 2014, our North America and Inte
following revenue:

	Three months ended June 30,				Si
	2015		2014		20
(dollars in millions)	Revenue	% of total revenue	Revenue	% of total revenue	Revenue
North America	$ 284.6	70.3%	$ 138.9	50.8%	$ 583.4
International	120.0	29.7%	134.6	49.2%	237.4
	$ 404.6	100.0%	$ 273.5	100.0%	$ 820.8

Sources of Revenue

Transactions. In both of our segments, we derive revenue from transactions. As illustrate
transaction is defined as a purchase by a customer. Our customers include holders of our
partners, for whom we manage card programs, members of our proprietary networks wh
products and services and commercial businesses to whom we provide workforce payme
from transactions is derived from our merchant and network relationships, as well as our
our merchant and network relationships we primarily offer fuel cards, corporate cards, vi
T&E cards, gift cards, store value payroll cards, vehicle maintenance, food, fuel, toll and
or lodging services to our customers.

The following diagram illustrates a typical card transaction flow, but may also be applie
lodging and food, fuel, toll and transportation card and voucher products, substituting tra
representative model may not include all of our businesses.

Illustrative Transaction Flow

From our customers and partners, we derive revenue from a variety of program fees, inc
network fees and charges, which can be fixed fees, cost plus a mark-up or based on a pe
prices. Our programs include other fees and charges associated with late payments and b

From our merchant and network relationships, we derive revenue mostly from the differe
a customer for a transaction and the price paid to the merchant or network for the same tr
and charges in certain businesses. As illustrated in the table below, the price paid to a me
calculated as (i) the merchant s wholesale cost of the product plus a markup; (ii) the tran
percentage discount; or (iii) the transaction purchase price less a fixed fee per unit.

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The following table presents an illustrative revenue model for transactions with the merc
applicable to fuel based product transactions, but may also be applied to our vehicle mai
toll and transportation card and voucher products, substituting transactions for gallons. T
include all of our businesses.

Illustrative Revenue Model for Fuel Purchases

(unit of one gallon)

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

Set forth below are our sources of revenue for the three and six months ended June 30, 2
percentage of consolidated revenues:

	Three months ended Ju	
	2015	**2014**
Revenue from customers and partners	65.8%	55.
Revenue from merchants and networks	34.2%	44.
Revenue tied to fuel-price spreads[1]	10.3%	14.
Revenue influenced by the absolute price of fuel[1]	16.1%	18.
Revenue from program fees, late fees, interest and other	73.6%	66.

1 Although we cannot precisely calculate the impact of fuel price spreads and the abs
consolidated revenues, we believe these percentages approximate their relative imp

Revenue per transaction. Set forth below is revenue per transaction information for the t
June 30, 2015 and 2014:

	Three months ended June 30			
	2015		2014	
Transactions (in millions)[2]				
North America		389.4		42.7
International		45.7		47.5
Total transactions		435.1		90.2
Revenue per transaction				
North America	$	0.73	$	3.25
International		2.63		2.83
Consolidated revenue per transaction		0.93		3.03
Adjusted revenue per transaction				
Consolidated adjusted revenue per transaction[3]	$	0.88	$	2.81

[2] Transactions in the three and six month periods ended June 30, 2015 includes appro
597 million transactions, respectively, related to our SVS product, which is part of t
November 2014. SVS, Stored Value Solutions, is our global provider of gift card an
product has a very low revenue per transaction.

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[3] Adjusted revenues is a non-GAAP financial measure defined as revenues, net of me this measure is a more effective way to evaluate our revenue performance. We use a evaluate our revenues, net of the commissions that are paid to merchants to particip revenues is a supplemental non-GAAP financial measures of operating performance Management s Use of Non-GAAP Financial Measures.

Revenue per transaction is derived from the various revenue types as discussed above an the relevant merchant relationship, the payment product utilized and the types of product which would be influenced by our acquisitions, organic growth in our business, and the c environment, including fluctuations in foreign currency exchange rates. Revenue per tran the level of services we provide to a customer increases or decreases, as macroeconomic are made to merchant and customer rates. See Results of Operations for further discus revenue per transaction.

For the three months ended June 30, 2015, transaction volumes increased 382% to 435.1 90.2 million transactions in the comparable period of 2014. For the six months ended Jun increased 389% to 866.7 million transactions compared to 177.4 million transactions in t North American segment transactions grew 812% and 831%, in the three and six months comparable period in 2014, respectively, primarily due to our acquisition of Comdata in 296 million and 597 million transactions are attributable to SVS, for the three and six mo respectively, as well as from organic growth in our US businesses. Transaction volumes decreased slightly by 3.9% and 1.9%, in the three and six months ended June 30, 2015 o respectively, primarily due to market softness in Russia and Brazil.

Sources of Expenses

We incur expenses in the following categories:

Merchant commissions In certain of our card programs, we incur merchant co reimburse merchants with whom we have direct, contractual relationships for s customer purchases products or services from the merchant. In the card progra commissions equal the difference between the price paid by us to the merchant of the underlying products or services.

Processing Our processing expense consists of expenses related to processing customers and merchants, bad debt expense and cost of goods sold related to o businesses.

Selling Our selling expenses consist primarily of wages, benefits, sales commi commissions) and related expenses for our sales, marketing and account mana

General and administrative Our general and administrative expenses include (including stock-based compensation) for our executives, finance and accounti human resources, legal and other administrative personnel. Also included are f

professional services fees, travel and entertainment expenses, and other corpor

Depreciation and amortization Our depreciation expenses include depreciatio
consisting of computer hardware and software (including proprietary software
expense), card-reading equipment, furniture, fixtures, vehicles and buildings ar
to office space. Our amortization expenses include amortization of intangible a
vendor relationships, trade names and trademarks and non-compete agreements
assets related to business acquisitions and certain private label contracts associ
receivable.

Other expense (income), net Our other expense (income), net includes foreign
losses, proceeds/costs from the sale of assets and other miscellaneous operating

Equity method investment loss Our equity method investment loss relates to ou
provider of telematics solutions to commercial fleets in Europe, which we acco

Interest expense, net Our interest expense, net includes interest income on our
on our outstanding debt and on our Securitization Facility. We have historically
short-term money market funds.

Provision for income taxes Our provision for income taxes consists primarily
profits resulting from the sale of our products and services in the United States
worldwide effective tax rate is lower than the U.S. statutory rate of 35%, due p
jurisdictions and foreign-sourced non-taxable income.

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Adjusted Revenues, Adjusted Net Income and Adjusted Net Income Per Diluted Share. revenues, adjusted net income and adjusted net income per diluted share for the three and and 2014.

	Three Months Ended June 30,	
	2015	2014
(in thousands, except per share amounts)		
Adjusted revenues	$ 382,880	$ 253,175
Adjusted net income	$ 138,898	$ 108,890
Adjusted net income per diluted share	$ 1.48	$ 1.27

We use adjusted revenues as a basis to evaluate our revenues, net of the commissions tha participate in certain of our card programs. The commissions paid to merchants can vary much the same way as revenues are impacted when market spreads fluctuate. Thus, we b to evaluate our revenue performance on a consistent basis. We use adjusted net income a share to eliminate the effect of items that we do not consider indicative of our core opera basis. Adjusted revenues, adjusted net income and adjusted net income per diluted share financial measures of operating performance. See the heading entitled Management s U Measures.

Factors and Trends Impacting our Business

We believe that the following factors and trends are important in understanding our finan

Fuel prices Our fleet customers use our products and services primarily in con Accordingly, our revenue is affected by fuel prices, which are subject to signifi fuel prices could cause a decrease or increase in our revenue from several sourc based on a percentage of each customer s total purchase. Changes in the absol unpaid account balances and the late fees and charges based on these amounts. for further information related to the absolute price of fuel.

Fuel-price spread volatility A portion of our revenue involves transactions wh fuel-price spreads, which is the difference between the price charged to a fleet c price paid to the merchant for the same transaction. In these transactions, the pr on the wholesale cost of fuel. The merchant s wholesale cost of fuel is depend among others, the factors described above affecting fuel prices. The fuel price t dependent on several factors including, among others, the fuel price paid to the and competitive fuel prices. We experience fuel-price spread contraction when fuel increases at a faster rate than the fuel price we charge to our customers, or customers decreases at a faster rate than the merchant s wholesale cost of fuel. further information related to fuel-price spreads.

Acquisitions Since 2002, we have completed over 65 acquisitions of companie
portfolios. Acquisitions have been an important part of our growth strategy, an
seek opportunities to increase our customer base and diversify our service offe
acquisitions. The impact of acquisitions has, and may continue to have, a signi
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 e
changes in interest rates on our cash investments and debt.

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

Foreign currency changes Our results of operations are significantly impacted
rates; namely, by movements of the Australian dollar, Brazilian real, British po
koruna, Euro, Mexican peso, New Zealand dollar and Russian ruble, relative to
56%, 51% and 56% of our revenue in 2014, 2013 and 2012, respectively, was
affected by foreign currency exchange rates. See Results of Operations for i
currency impact on our total revenue, net.

Expenses Over the long term, we expect that our general and administrative e
percentage of revenue as our revenue increases. To support our expected reven
incur additional sales and marketing expense by investing in our direct marketi
marketing, telemarketing and field sales force.

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Results of Operations

Three months ended June 30, 2015 compared to the three months ended June 30, 20

The following table sets forth selected consolidated statement of income data for the thre
2014 (in thousands).

	Three months ended June 30, 2015	% of total revenue	Three months ended June 30, 2014	% of tota revenue
Revenues, net:				
North America	$ 284,576	70.3%	$ 138,861	50.8
International	120,029	29.7%	134,641	49.2
Total revenues, net	404,605	100.0%	273,502	100.0
Consolidated operating expenses:				
Merchant commissions	21,725	5.4%	20,327	7.4
Processing	74,564	18.4%	38,845	14.2
Selling	27,297	6.7%	17,521	6.4
General and administrative	63,041	15.6%	37,896	13.9
Depreciation and amortization	48,827	12.1%	24,429	8.9
Operating income	169,151	41.8%	134,484	49.2
Equity method investment loss	5,118	1.3%	1,489	0.5
Other expense, net	653	0.2%	(268)	(0.1
Interest expense, net	18,089	4.5%	5,308	1.9
Provision for income taxes	46,613	11.5%	39,406	14.4
Net income	$ 98,678	24.4%	$ 88,549	32.4
Operating income for segments:				
North America	$ 109,584		$ 68,317	
International	59,567		66,167	
Operating income	$ 169,151		$ 134,484	
Operating margin for segments:				
North America	38.5%		49.2%	
International	49.6%		49.1%	

Total	41.8%	49.2%

	Three mon
	2015
Transactions (in millions)[1]	
North America	389.
International	45.
Total transactions	435.
Revenue per transaction	
North America	$ 0.7
International	2.6
Consolidated revenue per transaction	0.9
Consolidated adjusted revenue per transaction	0.8

[1] Transactions in three months ended June 30, 2015 includes appropriately 296 millio product, which is part of the Comdata business acquired in November 2014. Revenu product is lower than that generated by our other products.

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Revenues and revenue per transaction

Our consolidated revenues increased from $273.5 million in the three months ended June
three months ended June 30, 2015, an increase of $131.1 million, or 47.9%. The increase
primarily due to:

The impact of acquisitions completed in 2014, which contributed approximatel
additional revenue in the three months ended June 30, 2015 over the comparab

Organic growth in certain of our payment programs driven primarily by increa
per transaction.

Included within organic growth, is the impact of the macroeconomic environm
measure the impact of the macroeconomic environment, in total we believe it h
consolidated revenue for the three months ended June 30, 2015 over the compa
macroeconomic environment was primarily impacted by lower fuel prices and
offset by higher fuel spread margins.

We use adjusted revenues as a basis to evaluate our revenues, net of the commissions tha
participate in certain of our card programs. The commissions paid to merchants can vary
much the same way as revenues are impacted when market spreads fluctuate. Thus, we b
to evaluate our revenue performance on a consistent basis. Although we cannot precisely
macroeconomic environment, in total we believe it negatively impacted our consolidated
months ended June 30, 2015 over the comparable period in 2014 by approximately $47 r
exchange rates had an unfavorable impact on consolidated adjusted revenues of approxin
unfavorable fluctuations in rates in almost all geographies, in the three months ended Jun
we believe the impact of lower fuel prices, partially offset by higher fuel spread margins,
impact on consolidated adjusted revenues of approximately $23 million.

Consolidated revenue per transaction decreased from $3.03 in the three months ended Ju
months ended June 30, 2015, a decrease of $2.10 or 69.3%. Excluding the impact of the
approximately 296 million transactions in the quarter at a very low revenue per transacti
second quarter of 2015 decreased 11.5% to $2.68 from $3.03 in the second quarter of 20
vary based on the geography, the relevant merchant and customer relationship, the paym
of products or services purchased. The revenue mix was influenced by our acquisitions,
and fluctuations in the macroeconomic environment, primarily fuel prices and foreign ex

North America segment revenues and revenue per transaction

North America revenues increased from $138.9 million in the three months ended June 3
three months ended June 30, 2015, an increase of $145.7 million, or 104.9%. The increas
revenue was primarily due to:

The impact of acquisitions completed in 2014, which contributed approximatel
additional revenue in the three months ended June 30, 2015 over the comparab

Organic growth in certain of our payment programs driven primarily by increas
per transaction.

Included within organic growth, is the impact of the macroeconomic environm
measure the impact of the macroeconomic environment, in total we believe it h
America segment revenue for the three months ended June 30, 2015 over the co
primarily due to the impact of lower fuel prices in the US, partially offset by hi

North America segment revenue per transaction decreased from $3.25 in the three month
the three months ended June 30, 2015, a decrease of $2.52 or 77.5%. Excluding the impa
approximately 296 million transactions in the quarter at a very low revenue per transactio
North America segment for the second quarter of 2015 decreased 16.6% to $2.71 from $
Revenue per transaction can vary based on the geography, the relevant merchant and cus
product utilized, and the types of products or services purchased. Revenue per transaction
fuel prices during the quarter versus the prior year quarter, partially offset by higher spre
the Comdata acquisition, excluding SVS, which has revenue per transaction products tha
FleetCor average.

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International segment revenues and revenue per transaction

International segment revenues decreased from $134.6 million in the three months ended
in the three months ended June 30, 2015, a decrease of $14.6 million, or 10.9%. The decr
revenue was primarily due to:

The impact of the macroeconomic environment, which is included within orga
precisely measure the impact of the macroeconomic environment, in total we b
our International segment revenue for the three months ended June 30, 2015 ov
primarily due to changes in foreign exchange rates.

As discussed, we use adjusted revenues as a basis to evaluate our revenues, net of the co
merchants that participate in certain of our card programs. Changes in foreign exchange
on international adjusted revenues of approximately $24 million, due to unfavorable fluc
geographies, in the three months ended June 30, 2015 over 2014.

Organic growth in certain of our payment programs driven primarily by increa
per transaction.

International segment revenue per transaction decreased from $2.83 in the three months
the three months ended June 30, 2015, a decrease of $0.21 per transaction or 7.2%, due p
of foreign exchange rates across all of our geographies. This unfavorable impact was par
growth in several products, especially by our maintenance product in the U.K. and Mexi
of the Shell small business portfolios in Europe.

Consolidated operating expenses

Merchant commissions Merchant commissions increased from $20.3 million in the thre
$21.7 million in the three months ended June 30, 2015, an increase of $1.4 million, or 6.
primarily to the fluctuation of the margin between the wholesale cost and retail price of f
commissions in certain card programs, as well as the impact of higher volume in certain
commission are paid, , partially offset by decreases due to changes in foreign exchange r

Processing Processing expenses increased from $38.8 million in the three months ended
the three months ended June 30, 2015, an increase of $35.7 million, or 92.0%. Our proce
increased due to the impact of our acquisition of Comdata completed in the second half c
decreases due to changes in foreign exchange rates.

Selling Selling expenses increased from $17.5 million in the three months ended June 30
three months ended June 30, 2015, an increase of $9.8 million, or 55.8%. The increase w
of Comdata completed in the second half of 2014, as well as additional sales and marketi
partially offset by decreases due to changes in foreign exchange rates.

General and administrative General and administrative expenses increased from $37.9
June 30, 2014 to $63.0 million in the three months ended June 30, 2015, an increase of $
increase was primarily due to the impact of our acquisition of Comdata completed in the

incremental stock based compensation of $5.9 million, partially offset by decreases due t
rates.

Depreciation and amortization Depreciation and amortization increased from $24.4 mill
June 30, 2014 to $48.8 million in the three months ended June 30, 2015, an increase of $
increase was primarily due to the acquisition of Comdata completed during the second ha
increase of $26.2 million related to the amortization of acquired intangible assets for cust
trade names and trademarks, non-compete agreements and software, as well as acquired
decreases due to changes in foreign exchange rates.

Operating income and operating margin

Consolidated operating income

Operating income increased from $134.5 million in the three months ended June 30, 201
months ended June 30, 2015, an increase of $34.7 million, or 25.8%. Our operating marg
three months ended June 30, 2014 and 2015, respectively. The increase in operating inco
impact of our acquisition of Comdata completed in November 2014 and organic growth
in volume and revenue per transaction for certain of our products. These positive drivers
slightly higher fuel spread margins were partially offset by the negative impact of the ma
primarily due to lower fuel prices in North America and unfavorable changes

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in foreign exchange rates. We believe the impact of lower fuel prices, partially offset by
additional unfavorable impact on consolidated adjusted revenues of approximately $23 n
foreign exchange rates had an unfavorable impact on consolidated operating income of a
unfavorable fluctuations in rates in almost all geographies. Results were also negatively i
amortization and depreciation expense related to Comdata acquired in November 2014 a
compensation expense during the quarter. The decrease in operating margin was due prir
operating expenses associated with Comdata, including increased depreciation and amort

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

North America segment operating income

North America operating income increased from $68.3 million in the three months endec
in the three months ended June 30, 2015, an increase of $41.3 million, or 60.4%. North A
49.2% and 38.5% for the three months ended June 30, 2014 and 2015, respectively. The
due primarily to the impact of our acquisition of Comdata in November 2014, as well as
The decrease in operating margin was due primarily to the impact of increased operating
Comdata, including increased depreciation and amortization. In addition, we had increase
expense, the majority of which is recorded in our North American segment. Furthermore
negatively impacted by the macroeconomic environment, primarily lower fuel prices, par
margins.

International segment operating income

International operating income decreased from $66.2 million in the three months ended J
the three months ended June 30, 2015, a decrease of $6.6 million, or 10.0%. Internationa
49.6% for the three months ended June 30, 2014 and 2015, respectively. The decrease in
primarily to the unfavorable impact of the macroeconomic environment, specifically unfa
exchange rates, which we believe negatively impacted operating income by approximate
impact of the environment was partially offset by the impact of organic growth in the bus
volume and revenue per transaction, in local currency. The impact of changes in fuel pric
negligible.

Equity method investment loss

On April 28, 2014, we acquired a minority interest in Masternaut, a provider of telematic
Europe, which we account for as an equity method investment. The increase in equity me
million in the three months ended June 30, 2014 to $5.1 million in the three months ende
to the incremental impact of ownership for the full period in 2015.

Other expense (income), net

Other expense (income), net increased from a gain of $0.3 million in the three months en
in the three months ended June 30, 2015, an increase of $1.0 million, a minor amount.

Interest expense, net

Interest expense increased from $5.3 million in the three months ended June 30, 2014 to
ended June 30, 2015, an increase of $12.8 million, or 240.8%. The increase is due to an i
over 2014, primarily due to funding the purchase price for acquisitions, as well as increas
our leverage ratio due to the additional borrowings to fund acquisitions. The following ta
rates paid on borrowings under our Credit Facility, including the relevant unused credit f

	Three mont 2015
Term loan A & Domestic Revolver A, including unused credit facility fee	2.28%
Term loan B, including unused credit facility fee	4.10%
Foreign Revolver A	2.25%
Foreign Revolver B, including unused credit facility fee	
Foreign swing line	2.23%

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Provision for income taxes

The provision for income taxes increased from $39.4 million in the three months ended J
the three months ended June 30, 2015, an increase of $7.2 million, or 18.3%. We provide
periods based on an estimate of our effective tax rate for the year. Discrete items and cha
tax rate are recorded in the period they occur. Our effective tax rate increased from 30.8%
2014 to 32.1% for the three months ended June 30, 2015.

We pay taxes in many different taxing jurisdictions, including the U.S., most U.S. states
The tax rates in certain non-U.S. taxing jurisdictions are lower than the U.S. tax rate. Co
fluctuate between taxing jurisdictions, our effective tax rate fluctuates. The increase in th
primarily to the inclusion of the Comdata business which operates primarily in the U.S. v

Net income

For the reasons discussed above, our net income increased from $88.5 million in the thre
$98.7 million in the three months ended June 30, 2015, an increase of $10.1 million, or 1

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Results of Operations

Six months ended June 30, 2015 compared to the six months ended June 30, 2014

The following table sets forth selected consolidated statement of income data for the six
2014 (in thousands).

	Six months ended June 30, 2015	% of total revenue	Six months ended June 30, 2014	% of to revenu
Revenues, net:				
North America	$ 583,389	71.1%	$ 265,236	50.
International	237,382	28.9%	262,174	49.
Total revenues, net	820,771	100.0%	527,410	100.
Consolidated operating expenses:				
Merchant commissions	49,051	6.0%	37,950	7.
Processing	155,920	19.0%	75,701	14.
Selling	53,628	6.5%	34,935	6.
General and administrative	132,338	16.1%	81,357	15.
Depreciation and amortization	96,909	11.8%	48,847	9.
Operating income	332,925	40.6%	248,620	47.
Equity method investment loss	7,818	1.0%	1,489	0.
Other expense, net	2,513	0.3%	276	0.
Interest expense, net	37,655	4.6%	10,769	2.
Provision for income taxes	92,108	11.2%	72,428	13.
Net income	$ 192,831	23.5%	$ 163,658	31.
Operating income for segments:				
North America	$ 219,350		$ 124,514	
International	113,575		124,106	
Operating income	$ 332,925		$ 248,620	
Operating margin for segments:				
North America	37.6%		46.9%	
International	47.8%		47.3%	

Total	40.6%	47.1%

	Six mon
	2015
Transactions (in millions)[1]	
North America	774
International	92
Total transactions	866
Revenue per transaction	
North America	$ 0.7
International	2.3
Consolidated revenue per transaction	0.9
Consolidated adjusted revenue per transaction	0.8

1 Transactions in six months ended June 30, 2015 includes appropriately 597 million product, which is part of the Comdata business acquired in November 2014. Revenu product is lower than that generated by our other products.

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Revenues and revenue per transaction

Our consolidated revenues increased from $527.4 million in the six months ended June 3
six months ended June 30, 2015, an increase of $293.4 million, or 55.6%. The increase i
primarily due to:

- The impact of acquisitions completed in 2014, which contributed approximatel
revenue in the six months ended June 30, 2015 over the comparable period in 2

- Organic growth in certain of our payment programs driven primarily by increa
per transaction.

- Included within organic growth, is the impact of the macroeconomic environm
measure the impact of the macroeconomic environment, in total we believe it h
consolidated revenue for the six months ended June 30, 2015 over the compara
macroeconomic environment was primarily impacted by lower fuel prices and
offset by higher fuel spread margins.

We use adjusted revenues as a basis to evaluate our revenues, net of the commissions tha
participate in certain of our card programs. The commissions paid to merchants can vary
much the same way as revenues are impacted when market spreads fluctuate. Thus, we b
to evaluate our revenue performance on a consistent basis. Although we cannot precisely
macroeconomic environment, in total we believe it negatively impacted our consolidated
months ended June 30, 2015 over the comparable period in 2014 by approximately $76 r
exchange rates had an unfavorable impact on consolidated adjusted revenues of approxin
unfavorable fluctuations in rates in almost all geographies, in the six months ended June
we believe the impact of lower fuel prices, partially offset by higher fuel spread margins,
impact on consolidated adjusted revenues of approximately $32 million.

Consolidated revenue per transaction decreased from $2.97 in the six months ended June
months ended June 30, 2015, a decrease of $2.03 or 68.1%. Excluding the impact of the
approximately 597 million transactions in the six months ended June 30, 2015, at a very
revenue per transaction for the first half of 2015 decreased 6.8% to $2.77 from $2.97 in t
transaction can vary based on the geography, the relevant merchant and customer relatio
utilized, and the types of products or services purchased. The revenue mix was influence
growth in the business, and fluctuations in the macroeconomic environment.

North America segment revenues and revenue per transaction

North America revenues increased from $265.2 million in the six months ended June 30,
months ended June 30, 2015, an increase of $318.2 million, or 120.0%. The increase in c
revenue was primarily due to:

The impact of acquisitions completed in 2014, which contributed approximatel
revenue in the six months ended June 30, 2015 over the comparable period in 2

Organic growth in certain of our payment programs driven primarily by increas
per transaction.

Included within organic growth, is the impact of the macroeconomic environm
measure the impact of the macroeconomic environment, in total we believe it h
America segment revenue for the six months ended June 30, 2015 over the com
due to the impact of lower fuel prices in the US, partially offset by higher fuel

North America segment revenue per transaction decreased from $3.19 in the six months
the six months ended June 30, 2015, a decrease of $2.44 or 76.4%. Excluding the impact
approximately 597 million transactions in the six months ended June 30, 2015, at a very
revenue per transaction in our North America segment for the first half of 2015 decrease
first half of 2014. Revenue per transaction decreased due primarily due to the impact of l
quarter versus the prior year quarter and the mix impact of the Comdata acquisition, excl
transaction products that generate lower than the historical FleetCor average, partially of
growth in revenue and volume in certain of our products and higher fuel spread margins.

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International segment revenues and revenue per transaction

International segment revenues decreased from $262.2 million in the six months ended J
the six months ended June 30, 2015, a decrease of $24.8 million, or 9.5%. The decrease i
revenue was primarily due to:

The impact of the macroeconomic environment, which is included within orga
precisely measure the impact of the macroeconomic environment, in total we b
our International segment revenue for the six months ended June 30, 2015 ove
primarily due to changes in foreign exchange rates and lower fuel prices intern
fluctuations in foreign exchange rates in almost all geographies had an unfavor
months ended June 30, 2015 over the comparable period in 2014.

As discussed, we use adjusted revenues as a basis to evaluate our revenues, net of the co
merchants that participate in certain of our card programs. Changes in foreign exchange
on international adjusted revenues of approximately $44 million, due to unfavorable fluc
geographies, in the six months ended June 30, 2015 over 2014.

Organic growth in certain of our payment programs driven primarily by increa
per transaction.

International segment revenue per transaction decreased from $2.78 in the six months en
six months ended June 30, 2015, a decrease of $0.21 per transaction or 7.7%, due primar
foreign exchange rates across all of our geographies. This unfavorable impact was partia
growth in several products, primarily by our maintenance product in the U.K. and Mexic
of the Shell small business portfolios in Europe.

Consolidated operating expenses

Merchant commissions Merchant commissions increased from $38.0 million in the six
$49.1 million in the six months ended June 30, 2015, an increase of $11.1 million, or 29.
primarily to the fluctuation of the margin between the wholesale cost and retail price of f
commissions in certain card programs, as well as the impact of higher volume in certain
commission are paid, partially offset by decreases due to changes in foreign exchange ra

Processing Processing expenses increased from $75.7 million in the six months ended J
the six months ended June 30, 2015, an increase of $80.2 million, or 106.0%. Our proces
due to the impact of our acquisition of Comdata completed in the second half of 2014, p
changes in foreign exchange rates.

Selling Selling expenses increased from $34.9 million in the six months ended June 30,
months ended June 30, 2015, an increase of $18.7 million, or 53.5%. The increase was p
Comdata completed in the second half of 2014, as well as additional sales and marketing
partially offset by decreases due to changes in foreign exchange rates.

General and administrative General and administrative expenses increased from $81.4 r
June 30, 2014 to $132.3 million in the six months ended June 30, 2015, an increase of $5
increase was primarily due to the impact of our acquisition of Comdata completed in the
incremental stock based compensation of $12.2 million, partially offset by decreases due
rates.

Depreciation and amortization Depreciation and amortization increased from $48.8 mill
June 30, 2014 to $96.9 million in the six months ended June 30, 2015, an increase of $48
was primarily due to our acquisition of Comdata completed during the second half of 20
of $52.2 million related to the amortization of acquired intangible assets for customer an
names and trademarks, non-compete agreements and software, as well as acquired fixed
decreases due to changes in foreign exchange rates.

Operating income and operating margin

Consolidated operating income

Operating income increased from $248.6 million in the six months ended June 30, 2014 t
months ended June 30, 2015, an increase of $84.3 million, or 33.9%. Our operating marg
six months ended June 30, 2014 and 2015, respectively. The increase in operating incom
of our acquisition of Comdata completed in November 2014 and organic growth in the b
volume and revenue per transaction for certain of our products. These positive drivers of
offset by the negative impact of the macroeconomic

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environment, primarily due to lower fuel prices in North America and unfavorable chang
partially offset by higher fuel spread margins. We believe the impact of lower fuel prices
spread margins, had an additional unfavorable impact on consolidated adjusted revenues
addition, changes in foreign exchange rates had an unfavorable impact on consolidated o
$22 million, due to unfavorable fluctuations in rates in almost all geographies. Results w
the increase in amortization and depreciation expense related to assets acquired in 2014 a
compensation expense during the first half of 2015. The decrease in operating margin wa
increased operating expenses associated with Comdata, including increased depreciation

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

North America segment operating income

North America operating income increased from $124.5 million in the six months ended
the six months ended June 30, 2015, an increase of $94.8 million, or 76.2%. North Amer
and 37.6% for the six months ended June 30, 2014 and 2015, respectively. The increase i
primarily to the impact of our acquisition of Comdata in November 2014, as well as orga
decrease in operating margin was due primarily to the impact of increased operating exp
including increased depreciation and amortization. In addition, we had increased stock ba
majority of which is recorded in our North American segment. Furthermore, operating re
impacted by the macroeconomic environment, primarily due to lower fuel prices, partiall
margins.

International segment operating income

International operating income decreased from $124.1 million in the six months ended Ju
the six months ended June 30, 2015, a decrease of $10.5 million, or 8.5%. International o
47.9% for the six months ended June 30, 2014 and 2015, respectively. The decrease in op
to the unfavorable impact of the macroeconomic environment, specifically unfavorable c
which we believe negatively impacted operating income by approximately $22 million, a
fuel prices internationally. The negative impact of the environment was partially offset b
the business driven by increases in volume and revenue per transaction, in local currency
price spreads was negligible.

Equity method investment loss

On April 28, 2014, we acquired a minority interest in Masternaut, a provider of telematic
Europe, which we account for as an equity method investment. The increase in equity me
million in the six months ended June 30, 2014 to $7.8 million in the six months ended Ju
the incremental impact of ownership for the full period in 2015.

Other expense (income), net

Other expense (income), net increased from $0.3 million in the six months ended June 30
months ended June 30, 2015, an increase of $2.2 million, a minor amount.

Interest expense, net

Interest expense increased from $10.8 million in the six months ended June 30, 2014 to $
ended June 30, 2015, an increase of $26.9 million, or 249.7%. The increase is due to an i
over 2014, primarily due to funding the purchase price for acquisitions as well as increas
our leverage ratio due to the additional borrowings to fund acquisitions. The following ta
rates paid on borrowings under our Credit Facility, including the relevant unused credit f

	Six month 2015
Term loan A & Domestic Revolver A, including unused credit facility fee	2.38%
Term loan B, including unused credit facility fee	4.12%
Foreign Revolver A	2.36%
Foreign Revolver B, including unused credit facility fee	
Foreign swing line	2.31%

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Provision for income taxes

The provision for income taxes increased from $72.4 million in the six months ended Jur
six months ended June 30, 2015, an increase of $19.7 million, or 27.2%. We provide for
periods based on an estimate of our effective tax rate for the year. Discrete items and cha
tax rate are recorded in the period they occur. Our effective tax rate increased from 30.7%
2014 to 32.3% for the six months ended June 30, 2015.

We pay taxes in many different taxing jurisdictions, including the U.S., most U.S. states
The tax rates in certain non-U.S. taxing jurisdictions are lower than the U.S. tax rate. Co
fluctuate between taxing jurisdictions, our effective tax rate fluctuates. The increase in th
primarily to the inclusion of the Comdata business which operates primarily in the U.S. v

Net income

For the reasons discussed above, our net income increased from $163.7 million in the six
$192.8 million in the six months ended June 30, 2015, an increase of $29.2 million, or 17

Liquidity and capital resources

Our principal liquidity requirements are to service and repay our indebtedness, make acq
commercial account portfolios and meet working capital, tax and capital expenditure nee

Sources of liquidity

At June 30, 2015, our unrestricted cash and cash equivalent balance totaled $384.2 millio
June 30, 2015 totaled $129.4 million. Restricted cash primarily represents customer depo
Comdata US, which we are restricted from using other than to repay customer deposits.

At June 30, 2015, cash and cash equivalents held in foreign subsidiaries where we have c
reinvested is $244.6 million. All of the cash and cash equivalents held by our foreign sub
cash, are available for general corporate purposes. Our current intent is to permanently re
U.S. Our current expectation for funds held in our foreign subsidiaries is to use the funds
growth, to pay for potential future foreign acquisitions and to repay any foreign borrowin
time. We currently believe that funds generated from our U.S. operations, along with ava
U.S. will be sufficient to fund our U.S. operations for the foreseeable future, and therefor
repatriate cash held by our foreign subsidiaries in a taxable transaction to fund our U.S. o
date or time these funds are needed for our operations in the U.S. or we otherwise believe
repatriate all or a portion of such funds, we may be required to accrue and pay U.S. taxes
assurances can be provided as to the amount or timing thereof, the tax consequences rela
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 dom
lower our cost of borrowing and more efficiently use capital. We generate and record acc
makes a purchase from a merchant using one of our card products and generally pay mer
receiving the merchant billing. As a result, we utilize the Securitization Facility as a sour
flow required to fund merchant payments while we collect customer balances. These bal
charge balances, which are typically billed to the customer on a weekly, semimonthly or

required to be paid within 14 days of billing. We also consider the undrawn amounts und
Credit Facility as funds available for working capital purposes and acquisitions. At June
generate approximately $48 million of additional liquidity under our Securitization Facil
approximately $654 million available under our Credit Facility.

Based on our current forecasts and anticipated market conditions, we believe that our cur
borrowing capacity and our ability to generate cash from operations, will be sufficient to
least the next twelve months. However, we regularly evaluate our cash requirements for
capital requirements and acquisitions, and we may elect to raise additional funds for thes
through the issuance of debt or equity securities. We may not be able to obtain additional
us, if at all.

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Cash flows

The following table summarizes our cash flows for the three months ended June 30, 201

(in millions)	Six mont 2015
Net cash provided by operating activities	$ 198
Net cash used in investing activities	(24
Net cash (used in) provided by financing activities	(253

Operating activities Net cash provided by operating activities increased from $157.7 mil June 30, 2014 to $198.4 million in the six months ended June 30, 2015. The increase is p working capital and increases in certain non-cash expenses, including amortization of int compensation, as well as additional net income of $29.2 million during the six months en comparable period in 2014.

Investing activities Net cash used in investing activities decreased from $201.4 million i 2014 to $24.2 million in the six months ended June 30, 2015. This decrease is primarily for acquisitions in the six months ended June 30, 2015 over the comparable period.

Financing activities Net cash from financing activities increased from cash provided by million in the six months ended June 30, 2014 to cash used in financing activities of $25 ended June 30, 2015. The increase is primarily due to an increase in net paydowns of out Facility of $219.5 million and an increase in payments made on contingent consideration incremental uses of cash were partially offset by additional net borrowings under our Se million in the six months ended June 30, 2015 over the comparable period in 2014.

Capital spending summary

Our capital expenditures increased from $11.6 million in the six months ended June 30, months ended June 30, 2015, an increase of $4.7 million, or 40.5%. The increase was pri acquisition of Comdata in November 2014.

Credit Facility

We are party to a $3.355 billion Credit Agreement (the New Credit Agreement) with originally entered into on October 24, 2014. The New Credit Agreement provides for (a) amount of $1.0 billion, with sublimits for letters of credit, swing line loans and multicurr B facility in the amount of $35 million for loans in Australian Dollars or New Zealand D the amount of $2.02 billion and (d) a term loan B facility in the amount $300 million. Th contains an accordion feature for borrowing an additional $500 million in term A or revo Credit Agreement contains representations, warranties and events of default, as well as c covenants, customary for financings of this nature. These covenants include limitations o make other restricted payments under certain circumstances and compliance with certain 2015, we were in compliance with each of the covenants under the Credit Facility.

The proceeds of the New Credit Facility were used to pay down borrowings under the Ex
a five-year, $900 million Credit Agreement (the Existing Credit Agreement) with a sy
entered into on June 22, 2011. On November 14, 2014 in order to finance a portion of th
refinance our Existing Credit Agreement, we made initial borrowings under the New Cre

Interest on amounts outstanding under the New Credit Agreement (other than the term lo
British Bankers Association LIBOR Rate (the Eurocurrency Rate), plus a margin based o
the Base Rate (defined as the rate equal to the highest of (a) the Federal Funds Rate plus
announced by Bank of America, N.A., or (c) the Eurocurrency Rate plus 1.00%) plus a m
Interest is payable quarterly in arrears. Interest on the term loan B facility accrues based
Base Rate, as described above, except that the applicable margin is fixed at 3% for Euroc
Rate Loans. In addition, we have agreed to pay a quarterly commitment fee at a rate per a
0.40% of the daily unused portion of the credit facility. At June 30, 2015, the interest rat
domestic revolving A facility was 1.94%, term loan B facility was 3.75% and foreign sw
rate on the unused credit facility was 0.35% for all facilities at June 30, 2015. There wer
the foreign revolving A and B facilities at June 30, 2015.

The stated maturity dates for our term loan A, revolving loans, and letters of credit under
November 14, 2019 and November 14, 2021 for our term loan B. The term loans are pay
are due on the last business day of each March, June, September, and December with the
the respective maturity date. Borrowings on the revolving line of credit are repayable at
nine months after borrowing, depending on the term of the borrowing on the facility. Bor
of credit are due no later than ten business days after such loan is made.

At June 30, 2015, we had $1,969.5 million in outstanding term loan A, $248.8 million in
million in borrowings outstanding on the domestic revolving A facility and $10.7 million
foreign swing line of credit. During the six months ended June 30, 2015, we made princi
the term loan A, $1.3 million on the term loan B, $225 million on the domestic revolving
the foreign revolving A facility.

New Zealand Facility

On April 29, 2013, we entered into a $12 million New Zealand dollar facility with Westp
facility was for purposes of funding the working capital needs of our CardLink, in New Z
terminated in February 2015.

Securitization Facility

We are a party to a receivables purchase agreement among FleetCor Funding LLC, as se
Association as administrator, and various purchaser agents, conduit purchasers and relate
thereto, which was amended and restated for the Fifth time as of November 14, 2014. W
Securitization Facility. The current purchase limit under the Securitization Facility is $1.
equal to one month LIBOR and the Commercial Paper Rate of 0.21% plus 0.90% at June
is payable at a rate of 0.40% per annum at June 30, 2015.

The Securitization Facility provides for certain termination events, which includes nonpa
which the administrator may declare the facility termination date to have occurred, may
with respect to the receivables, and may appoint a successor servicer, among other things
financial covenant requirements related to our Securitization Facility as of June 30, 2015

Under a related purchase and sale agreement, dated as of December 20, 2004, amended
amended on November 14, 2014 to include Comdata as an originator, between FleetCor
certain of our subsidiaries, as originators, the receivables generated by the originators are
Funding LLC immediately and without further action upon creation of such receivables.
Funding LLC, as seller, undivided percentage ownership interests in the receivables are
purchasers in amounts not to exceed their respective commitments under the facility. Co
required to be made pursuant to a written credit and collection policy and may be reinves
held in trust for the purchasers, or may be distributed. Fees are paid to each purchaser ag
purchasers and liquidity providers in the related purchaser group in accordance with the
fee letter agreements.

Other Liabilities

In connection with our acquisition of certain businesses, we owe final payments of $10.1
in the next twelve months and $1.7 million in periods beyond a year.

Critical accounting policies and estimates

In applying the accounting policies that we use to prepare our consolidated financial stat
accounting estimates that affect our reported amounts of assets, liabilities, revenue and e
require us to make assumptions about matters that are highly uncertain at the time we ma
base these assumptions and the resulting estimates on historical information and other fa

reasonable under the circumstances, and we evaluate these assumptions and estimates on
instances, however, we reasonably could have used different accounting estimates and, i
accounting estimates could occur from period to period, with the result in each case bein
financial statement presentation of our financial condition or results of operations. We re
critical accounting estimates.

Accounting estimates necessarily require subjective determinations about future events a
months ended June 30, 2015, we have not adopted any new critical accounting policies t
our consolidated financial statements, have not changed any critical accounting policies
application of any critical accounting policies from the year ended December 31, 2014. F
refer to the Critical Accounting Estimates in Item 7 Management s Discussion and An
Results of Operations included in our Annual Report on Form 10-K for the year ended D
summary of significant accounting policies in Note 1 of our notes to the unaudited conso
Form 10-Q.

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Management s Use of Non-GAAP Financial Measures

We have included in the discussion above certain financial measures that were not prepa
Any analysis of non-GAAP financial measures should be used only in conjunction with r
with GAAP. Below, we define the non-GAAP financial measures, provide a reconciliatio
measure to the most directly comparable financial measure calculated in accordance with
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 mercha
income statement.

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

Set forth below is a reconciliation of adjusted revenues to the most directly comparable G
thousands):

	Three Months Ended June 30,	
	2015	**2014**
Revenues, net	$ 404,605	$ 273,502
Merchant commissions	(21,725)	(20,327)
Total adjusted revenues	$ 382,880	$ 253,175

Adjusted net income and adjusted net income per diluted share

We have defined the non-GAAP measure adjusted net income as net income as reflected
adjusted to eliminate (a) non-cash stock-based compensation expense related to share-ba
(b) amortization of deferred financing costs, discounts and intangible assets, (c) amortiza
on the purchase of receivables, (d) loss on the early extinguishment of debt, (e) our propo
intangible assets at our equity method investment, and (f) other non-cash adjustments.

We have defined the non-GAAP measure adjusted net income per diluted share as the ca
by the weighted average diluted shares outstanding as reflected in our statement of incon

We use adjusted net income to eliminate the effect of items that we do not consider indic
performance. We believe it is useful to exclude non-cash stock based compensation expe
because non-cash equity grants made at a certain price and point in time do not necessari
performing at any particular time and stock based compensation expense is not a key me

performance. We also believe that amortization expense can vary substantially from com
to period depending upon their financing and accounting methods, the fair value and ave
acquired intangible assets, their capital structures and the method by which their assets w
excluded amortization expense from adjusted net income. We believe that adjusted net in
diluted share are appropriate supplemental measures of financial performance and may b
understanding our operating performance on a consistent basis. Adjusted net income and
share are not intended to be a substitute for GAAP financial measures and should not be

Set forth below is a reconciliation of adjusted net income and adjusted net income per dil
comparable GAAP measure, net income and net income per diluted share (in thousands,

	Three Months Ended June 30,	
	2015	2014
Net income	$ 98,678	$ 88,549
Net income per diluted share	1.05	1.03
Stock based compensation	13,549	7,687
Amortization of intangible assets	40,415	18,210
Amortization of premium on receivables	814	816
Amortization of deferred financing costs and discounts	1,773	531
Amortization from equity method investment	2,667	2,149
Total pre-tax adjustments	59,218	29,393
Income tax impact of pre-tax adjustments at the effective tax rate	(18,999)	(9,052)
Adjusted net income	$ 138,898	$ 108,890
Adjusted net income per diluted share	$ 1.48	$ 1.27
Diluted shares	94,050	85,817

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Special Cautionary Notice Regarding Forward-Looking Statements

This report contains forward-looking statements within the meaning of the federal securi
historical facts, including statements about our beliefs, expectations and future performar
statements. Forward-looking statements can be identified by the use of words such as a
plan, seek, project or expect, may, will, would, could or should
terminology.

These forward-looking statements are not a guarantee of performance, and you should no
statements. We have based these forward-looking statements largely on our current expe
future events. Forward-looking statements are subject to many uncertainties and other va
delays or failures associated with implementation; fuel price and spread volatility; chang
associated losses; the actions of regulators relating to payment cards or investigations; fa
business relationships; failure to maintain competitive offerings; failure to maintain or re
to complete, or delays in completing, anticipated new partnership arrangements or acquis
successfully integrate or otherwise achieve anticipated benefits from such partnerships or
successfully expand business internationally; the impact of foreign exchange rates on ope
effects of general economic conditions on fueling patterns and the commercial activity of
and uncertainties identified under the caption Risk Factors in our Annual Report on Fo
December 31, 2014. These factors could cause our actual results and experience to differ
forward-looking statement. Given these risks and uncertainties, you are cautioned not to
forward-looking statements. The forward-looking statements included in this report are n
We do not undertake, and specifically decline, any obligation to update any such stateme
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 June 30, 2015, there have been no material changes to our market risk from that di
Form 10-K for the year ended December 31, 2014.

Item 4. Controls and Procedures

As of June 30, 2015, management carried out, under the supervision and with the partici
Officer and Chief Financial Officer, an evaluation of the effectiveness of the design and
controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) under the Securitie
on this evaluation, our Chief Executive Officer and Chief Financial Officer concluded th
disclosure controls and procedures were effective in ensuring that information required t
that we file or submit under the Securities Exchange Act of 1934, as amended, is recorde
reported within the time periods specified in applicable rules and forms and are designed
required to be disclosed in those reports is accumulated and communicated to manageme
Officer and Chief Financial Officer, as appropriate to allow timely decisions regarding re

There were no changes in our internal control over financial reporting during the quarter
materially affected, or are reasonably likely to materially affect, our internal control over

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 govern
that we consider to be material and we were not involved in any material legal proceedin
quarter. We are and may become, however, subject to lawsuits from time to time in the o

Item 1A. Risk Factors

In addition to the other information set forth in this report, you should carefully consider
Item 1A. Risk Factors in our Annual Report on Form 10-K for the year ended Decem
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 No.	
3.1	Amended and Restated Certificate of Incorporation of FleetCor Technolog reference to Exhibit 3.1 to the Registrant s Annual Report on Form 10-K, Securities and Exchange Commission (the SEC) on March 25, 2011)
3.2	Amended and Restated Bylaws of FleetCor Technologies, Inc. (incorporate the Registrant s Annual Report on Form 10-K, File No. 001-35004, filed v
4.1	Form of Stock Certificate for Common Stock (incorporated by reference to to the Registrant s Registration Statement on Form S-1, File No. 333-166(2010)
10.1	Offer Letter, dated July 29, 2014, between FleetCor Technologies, Inc. and (incorporated by reference to Exhibit 10.1 to the Registrant s Form 10-Q, SEC on May 11, 2015)
31.1	Certification of Chief Executive Officer pursuant to Rule 13a-14(a) and ru Exchange Act, as amended
31.2	Certification of Chief Financial Officer pursuant to Rule 13a-14(a) and rule Exchange Act, as amended
32.1	Certification of Chief Executive Officer pursuant to 18 U.S.C. 1350, as ad the Sarbanes-Oxley Act of 2001
32.2	Certification of Chief Financial Officer pursuant to 18 U.S.C. 1350, as ado the Sarbanes-Oxley Act of 2001
101	The following financial information for the Registrant formatted in XBRL Language): (i) the Consolidated Balance Sheets, (ii) the Unaudited Consol (iii) the Unaudited Consolidated Statements of Comprehensive Income; (iv Statements of Cash Flows and (v) the Notes to Unaudited Consolidated Fi

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SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has
signed on its behalf by the undersigned; thereunto duly authorized, in their capacities ind

FleetCor Technolo
(Registrant)

Signature	
/s/ Ronald F. Clarke Ronald F. Clarke	President, Chief E the Board of Direc Principal Executiv
/s/ Eric R. Dey Eric R. Dey	Chief Financial Of and Principal Acco

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