

FLEETCOR TECHNOLOGIES INC

Form FWP

September 10, 2013

Brazil Update

FleetCor Acquires VB Servicos

Signs Definitive Agreement to Acquire DB Trans

Signs Fuel Card Marketing Agreement with Good Card

September 10, 2013

Free Writing Prospectus

Dated September 10, 2013

Filed Pursuant to Rule 433

Registration Statement No. 333-180069

#### Forward Looking Statement

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This presentation and comments made during the associated conference call contain statements that express our opinions, expectations, beliefs, plans, objectives, assumptions or projections regarding future events or future results, in contrast with statements that reflect historical facts. In some cases, we have identified such forward-looking statements with typical conditional words such as "anticipate," "intend," "believe," "estimate," "plan," "seek," "project" or "expect," "may," "will," "would," "could" or "should," or other comparable terminology. Examples of forward-looking statements include our expectations regarding the

and accretiveness to earnings. These forward-looking statements are not a guarantee of performance, and you should not place reliance on such statements. We have based these forward-looking statements largely on our current expectations and projections about future events. Forward-looking statements are subject to many uncertainties and other variable circumstances, such as de failures associated with the acquisitions and marketing agreement and their implementation; actions of regulators; failure to ma renew key business relationships; failure to maintain competitive offerings; failure to successfully integrate or otherwise achiev anticipated benefits from partnerships or acquired businesses; the impact of foreign exchange rates on operations, revenue and income; the effects of general economic conditions on workforce spending patterns and commercial activity, as well as the othe and uncertainties identified under the caption "Risk Factors" in our Annual Report on Form 10-K for the year ended December 2012. These factors could cause our actual results and experience to differ materially from any forward-looking statement. Giv risks and uncertainties, you are cautioned not to place undue reliance on these forward-looking statements. The forward-lookin statements included in this presentation are made only as of the date hereof. We do not undertake, and specifically decline, any obligation to update any such statements or to publicly announce the results of any revisions to any of such statements to refle events or developments. You may get FleetCor's Securities and Exchange Commission ( SEC ) Filings for free by visiting th Web site at [www.sec.gov](http://www.sec.gov) or FleetCor's investor relations website at [investor.fleetcor.com](http://investor.fleetcor.com). Trademarks which appear in this presentation belong to their respective owners.

This presentation should be read together with the preliminary prospectus supplement dated September 10, 2013 and the prosp dated March 13, 2012 (together the Prospectus ) related to the Registration Statement on Form S-3 (File No. 333-180069) (th Registration Statement ).

FLEETCOR TECHNOLOGIES, INC. (THE ISSUER ) HAS FILED A REGISTRATION STATEMENT (INCLUDING TH PROSPECTUS) WITH THE SEC FOR THE OFFERING TO WHICH THIS COMMUNICATION RELATES. BEFORE YO YOU SHOULD READ THE PROSPECTUS IN THAT REGISTRATION STATEMENT AND OTHER DOCUMENTS THE FILED WITH THE SEC FOR MORE COMPLETE INFORMATION ABOUT THE ISSUER AND THIS OFFERING. YOU THESE DOCUMENTS FOR FREE BY VISITING EDGAR ON THE SEC WEB SITE AT [WWW.SEC.GOV](http://WWW.SEC.GOV). ALTERNATI ISSUER, ANY UNDERWRITER OR ANY DEALER PARTICIPATING IN THE OFFERING WILL ARRANGE TO SEND PROSPECTUS IF YOU REQUEST IT BY CONTACTING FleetCor Investor Relations by phone at +1 770 729 2017, by ema [investor@fleetcor.com](mailto:investor@fleetcor.com) or by mail at 5445 Triangle Parkway, Suite 400, Norcross, GA 30092.

Agenda

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Overview of the Transactions

Rationale for the Transactions

Financial and Strategic Impact

Acquisitions  
VB Servicos

Acquired August 9, 2013

A market leader in public transportation cards and marketer of Edenred food cards

Approximately 35,000 business clients, 1 million employees, 800 transportation agencies

Significant field sales and telesales distribution channel  
DB Trans

Signed definitive acquisition agreement August 26, 2013

Expected to conclude acquisition during the third quarter

Prepaid toll, fuel, and payroll card provider

Proprietary toll and fuel card merchant networks

Serves over-the-road transportation companies

Marketing  
Agreement  
Good Card

Signed long term fuel card marketing agreement September 5, 2013

A market leading Brazilian fuel card acceptance network

Cross sell opportunity to VB Brazilian employer clients  
Transaction Overviews

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The Rationale

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Macro

Large market, #5 in world

Formalizing  
employees as required by Brazil legislation

Positive legislation

Recently implemented Carta Frete law requires a prepaid fuel / payroll card for independent drivers

Expected adoption acceleration

Fuel card market is attractive

Under penetrated

Lack of commercial oil company cards, Lack of universal commercial fuel cards

Attractive merchant discounts, no working capital

Established relationships

FleetCor's CTF subsidiary relationships with Petrobras and Ipiranga; and Bradesco and Itau

Brazil Continues to Offer a Significant Opportunity



The Rationale (continued)

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Transportation Companies

Local Employers

Fuel purchasing system

OTR fuel card

Toll

Carta Frete

(fuel / payroll card)

Local fuel card

Food card

Transportation card

Products

Distribution

field reps

field reps

field reps and

telesales

Transactions fill out product line and distribution capability.

Enables FleetCor to target both transportation companies and local employers.

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Accretive transactions that are expected to create a long runway  
for growth

Financial

Impact

Accretive transactions

Expect to Invest over \$300 million in the two acquisitions

Funded by cash on hand and revolver

Estimate approximately \$550 million of unused capacity in revolving credit facility after giving effect to transactions

Strategic

Impact

FleetCor expects to become a more meaningful player in Brazil

With employers, banks, and oil companies

The

Company

has

assembled

a

full

suite

of

workforce

payment

products

and

has

the opportunity to potentially create a significant business in the Brazilian market

Financial and Strategic Impact