

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

**FORM 8-K**

**CURRENT REPORT  
Pursuant to Section 13 or 15(d)  
of the Securities Exchange Act of 1934**

**Date of Report (Date of Earliest Event Reported): June 11, 2025**

**Corpay, Inc.**

(Exact name of registrant as specified in its charter)

<b>Delaware</b> (State or other jurisdiction of incorporation or organization) <b>3280 Peachtree Road, Suite 2400</b> (Address of principal executive offices)	<b>001-35004</b> (Commission File Number) <b>Atlanta</b> <b>GA</b>	<b>72-1074903</b> (I.R.S. Employer Identification No.) <b>30305</b> (Zip Code)
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**Registrant's telephone number, including area code: (770) 449-0479**

**Not Applicable**

Former name or former address, if changed since last report

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbols(s)	Name of each exchange on which registered
Common Stock	CPAY	New York Stock Exchange

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

**Item 5.07 Submission of Matters to a Vote of Security Holders.**

On June 11, 2025, the Company held its Annual Meeting. Proxies for the Annual Meeting were solicited pursuant to Regulation 14A under the Securities Exchange Act of 1934, as amended. A total of 66,599,479 shares were represented at the Annual Meeting. The following matters were submitted to a vote of the shareholders.

I. Elect eleven directors nominated by the Board for a one-year term:

NOMINEES:

Steven T. Stull  
FOR: 50,644,102  
AGAINST: 11,197,343  
ABSTAIN: 54,675  
BROKER NON-VOTES: 4,703,359

Annabelle Bexiga  
FOR: 59,840,806  
AGAINST: 2,035,332  
ABSTAIN: 19,982  
BROKER NON-VOTES: 4,703,359

Ronald F. Clarke  
FOR: 57,991,295  
AGAINST: 3,884,151  
ABSTAIN: 20,674  
BROKER NON-VOTES: 4,703,359

Joseph W. Farrelly  
FOR: 45,974,776  
AGAINST: 15,900,505  
ABSTAIN: 20,839  
BROKER NON-VOTES: 4,703,359

Rahul Gupta  
FOR: 59,511,568  
AGAINST: 2,301,495  
ABSTAIN: 83,057  
BROKER NON-VOTES: 4,703,359

Thomas M. Hagerty  
FOR: 59,377,102  
AGAINST: 2,498,279  
ABSTAIN: 20,739  
BROKER NON-VOTES: 4,703,359

Archie L. Jones, Jr.  
FOR: 57,201,275  
AGAINST: 4,612,841  
ABSTAIN: 82,004  
BROKER NON-VOTES: 4,703,359

Richard Macchia  
FOR: 55,419,856  
AGAINST: 6,456,250  
ABSTAIN: 20,014  
BROKER NON-VOTES: 4,703,359

Hala G. Moddelmog  
FOR: 51,866,134

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AGAINST: 9,925,590  
ABSTAIN: 104,396  
BROKER NON-VOTES: 4,703,359

Jeffrey S. Sloan  
FOR: 61,427,696  
AGAINST: 446,781  
ABSTAIN: 21,643  
BROKER NON-VOTES: 4,703,359

Gerald Throop  
FOR: 57,991,209  
AGAINST: 3,884,197  
ABSTAIN: 20,714  
BROKER NON-VOTES: 4,703,359

II. Ratify the reappointment of Ernst & Young LLP as Corpay's independent public accounting firm for 2025:

FOR: 62,678,435  
AGAINST: 3,907,020  
ABSTAIN: 14,024  
BROKER NON-VOTES: N/A

III. Advisory vote to approve named executive officer compensation:

FOR: 33,094,144  
AGAINST: 28,768,721  
ABSTAIN: 33,255  
BROKER NON-VOTES: 4,703,359

IV. Shareholder proposal regarding an independent Board chair requirement:

FOR: 24,063,837  
AGAINST: 37,810,281  
ABSTAIN: 22,002  
BROKER NON-VOTES: 4,703,359

**Item 9.01 Financial Statements and Exhibits.**

- (d) Exhibits  
104 Cover Page Interactive Data File (formatted as Inline XBRL)

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Corpay, Inc.

June 16, 2025

By: /s/ Alissa Vickery  
Alissa Vickery  
Chief Financial Officer

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Exhibit Index

Exhibit No.	Description
104	Cover Page Interactive Data File (formatted as Inline XBRL).