

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan for the purchase or sale of equity securities of the issuer that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.

1. Name and Address of Reporting Person* <u>Clarke Ronald</u> (Last) (First) (Middle) 3280 PEACHTREE RD NE SUITE 2400 (Street) ATLANTA GA 30305 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>CORPAY, INC. [CPAY]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) CEO & Chairman of BOD
	3. Date of Earliest Transaction (Month/Day/Year) 10/23/2024	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	11/12/2024		M		220,000	A	\$149.68	2,258,632	D	
Common Stock ⁽¹⁾	11/12/2024		F		147,020	D	\$374.48	2,111,612	D	
Common Stock ⁽²⁾	11/12/2024		M		550,000	A	\$261.27	2,661,612	D	
Common Stock ⁽¹⁾	11/12/2024		F		458,118	D	\$374.48	2,203,494	D	
Common Stock	11/13/2024		M		75,000	A	\$114.9	2,278,494	D	
Common Stock ⁽¹⁾	11/13/2024		F		46,398	D	\$370.77	2,232,096	D	
Common Stock								2,232,096	D	

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Title
Stock Options Holding ⁽²⁾	\$261.27	10/23/2024		D		300,000		(2)	12/31/2024	Common Stock	850,000	\$261.27	550,000	D	
Stock Options Holding ⁽²⁾	\$261.27	11/12/2024		M		550,000		(2)	12/31/2024	Common Stock	850,000	\$261.27	0	D	
Stock Options Holding	\$149.68	11/12/2024		M		220,000			12/04/2015 12/04/2024	Common Stock	850,000	\$149.68	0	D	
Stock Options Holding	\$114.9	11/13/2024		M		75,000			01/20/2017 01/20/2026	Common Stock	425,000	\$114.9	250,000	D	

Explanation of Responses:

- Payment of tax liability and exercise price by withholding securities incident to the exercise of a security issued in accordance with Rule 16b-3
- In 2021, the Reporting Person was granted performance stock options to purchase 850,000 shares of Issuer common stock with an exercise price of \$261.27. The performance options would vest only if Issuer achieved specific stock price hurdles for ten consecutive trading days not later than December 31, 2024. The stock price hurdle for 550,000 shares subject to the award was \$350, and the stock price hurdle for the remainder of the award was \$400. On October 23, 2024, the Issuer agreed to cancel 300,000 stock options under the second tranche and modify the criterion for 550,000 shares under the first tranche of the performance option award to require that the Issuer achieve a closing stock price at or above \$350 for at least 3 trading days by December 31, 2024. This criterion for 550,000 performance shares was achieved as of 10/23/2024.

/s/ Crystal Williams, under a power of attorney 11/14/2024

** Signature of Reporting Person Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.

