1823000

UNITED STATES OF AMERICA
BEFORE THE FEDERAL TRADE COMMISSION

COMMISSIONERS:	**Andrew N. Ferguson, Chairman**
	Mark R. Meador

In the Matter of FleetCor Technologies, Inc., a corporation, and Ronald Clarke, individually and as an officer of FleetCor Technologies, Inc.	Docket No. D-9403

DECISION

On December 20, 2019, the Federal Trade Commission ("Commission") filed suit against Corpay, Inc. ("Corpay")—F/K/A FleetCor Technologies, Inc.—and Ronald Clarke (together, "Respondents") in the Northern District of Georgia. The lawsuit alleged five counts of violations of Section 5 of the FTC Act concerning Corpay's fee practices and marketing representations involving fuel cards that Corpay marketed and sold. The district court entered summary judgment for the Commission on all counts against both Respondents on August 9, 2022, and issued a permanent injunction against both Respondents on June 8, 2023. On January 6, 2026, the Eleventh Circuit affirmed the district court's liability determination against Corpay on all five counts, affirmed the permanent injunction against Corpay, and affirmed the liability determination against Clarke on all counts except for Count II. *FTC v. Corpay, Inc.*, 164 F.4th 807 (11th Cir. 2026). The Eleventh Circuit "vacated the injunction against Clarke and remand[ed] to the district court to account for the lack of summary judgment on Count II." *Id.* at 833–34.

On August 11, 2021, following the Supreme Court's holding in *AMG Capital Management, LLC v. FTC*, 593 U.S. 67 (2021), the Commission issued an administrative complaint ("Complaint") challenging the same acts and practices of the Respondents as challenged, and later adjudicated, in the federal court action. The Commission's Bureau of Consumer Protection ("BCP") filed the Complaint, which charged the Respondents with violating the Federal Trade Commission Act.

Respondents and BCP thereafter executed an Agreement Containing Consent Order ("Consent Agreement"). The Consent Agreement includes: 1) an admission by Respondents of all of the facts in the Complaint necessary to establish jurisdiction; 2) a statement that the signing of the Consent Agreement is for settlement purposes only and does not constitute an admission by Respondents that the law has been violated as alleged in the Complaint, or that the facts as alleged in the Complaint, other than jurisdictional facts, are true; 3) waivers and other provisions as required by the Commission's Rules; and 4) a proposed Decision and Order.

The Secretary of the Commission thereafter withdrew the matter from adjudication in accordance with Section 3.25(c) of the Commission's Rules, 16 C.F.R. § 3.25(c) ("Rule 3.25"), pending a determination by the Commission.

The Commission then accepted an executed Consent Agreement and placed it on the public record for a period of 30 days for the receipt and consideration of public comments. The Commission duly considered any comments received from interested persons pursuant to Rule 2.34. Now, in further conformity with the procedure prescribed in Rule 3.25(f), the Commission makes the following Findings and issues the following Order:

Findings

1. The Respondents are:

    a. Respondent Corpay, Inc. is a Delaware corporation with its principal place of business at 3280 Peachtree Road, Suite 2400, Atlanta, Georgia, 30305.

    b. Respondent Ronald Clarke is the Chief Executive Officer of Corpay and has the same principal place of business as Corpay.

2. The Commission has jurisdiction over the subject matter of this proceeding and over the Respondents, and the proceeding is in the public interest.

ORDER

Definitions

For purposes of this Order, the following definitions apply:

1. "Respondents" means the Corporate Respondent and the Individual Respondent, individually, collectively, or in any combination.

    a. "Corporate Respondent" means Corpay, Inc., formerly known as FleetCor Technologies, Inc., and its successors and assigns.

    b. "Individual Respondent" means Ronald Clarke.

Provisions

I. Monetary Relief

IT IS ORDERED that:

A. Respondents must pay to the Commission $100,000,000 as monetary relief.

B. Such payment must be made within 8 days of the effective date of this Order by electronic fund transfer in accordance with instructions provided by a representative of the Commission.

II. Additional Monetary Provisions

IT IS FURTHER ORDERED that:

A. Respondents relinquish dominion and all legal and equitable right, title, and interest in all assets transferred pursuant to this Order and may not seek the return of any assets.

B. The facts alleged in the Complaint will be taken as true, without further proof, in any subsequent civil litigation by or on behalf of the Commission to enforce its rights to any payment pursuant to this Order, such as a nondischargeability complaint in any bankruptcy case.

C. The facts alleged in the Complaint establish all elements necessary to sustain an action by or on behalf of the Commission pursuant to Section 523(a)(2)(A) of the Bankruptcy Code, 11 U.S.C. § 523(a)(2)(A), and this Order will have collateral estoppel effect for such purposes.

D. All money paid to the Commission pursuant to this Order may be deposited into a fund administered by the Commission or its designee to be used for relief, including consumer redress and any attendant expenses for the administration of any redress fund. If a representative of the Commission decides that direct redress to consumers is wholly or partially impracticable or money remains after redress is completed, the Commission may apply any remaining money for such other relief (including consumer information remedies) as it determines to be reasonably related to Respondents' practices alleged in the Complaint. Any money not used is to be deposited to the U.S. Treasury. Respondents have no right to challenge any activities pursuant to this Provision.

E. In the event of default on any obligation to make payment under this Order, interest, computed as if pursuant to 28 U.S.C. § 1961(a), shall accrue from the date of default to the date of payment. In the event such default continues for 10 days beyond the date that payment is due, the entire amount will immediately become due and payable.

F. Each day of nonpayment is a violation through continuing failure to obey or neglect to obey a final order of the Commission and thus will be deemed a separate offense and violation for which a civil penalty shall accrue.

G. Respondents acknowledge that their Taxpayer Identification Numbers (Social Security or Employer Identification Numbers), which Respondents have previously submitted to the Commission, may be used for collecting and reporting on any delinquent amount arising out of this Order, in accordance with 31 U.S.C. § 7701.

III. Customer Information

IT IS FURTHER ORDERED that Respondents must directly or indirectly provide sufficient customer information to enable the Commission to efficiently administer consumer redress. If a representative of the Commission requests in writing any information related to redress, Respondents must provide it, in the form prescribed by the Commission representative, within 14 days.

IV. Acknowledgments of the Order

IT IS FURTHER ORDERED that each Respondent, within 10 days after the effective date of this Order, must submit to the Commission an acknowledgment of receipt of this Order sworn under penalty of perjury.

V. Order Effective Dates

IT IS FURTHER ORDERED that this Order is final and effective upon the date of its publication on the Commission's website (ftc.gov) as a final order. This Order will terminate 20 years from the date of its issuance (which date may be stated at the end of this Order, near the Commission's seal), as long as Respondents have met all their obligations under the Order.

By the Commission, Chairman Ferguson recused.

[April J. Tabor]
Secretary

SEAL:
ISSUED: