
**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):
September 21, 2010

World Fuel Services Corporation

(Exact name of registrant as specified in its charter)

Commission File Number: 1-9533

Florida
(State or other jurisdiction
of incorporation)

59-2459427
(IRS Employer
Identification No.)

9800 Northwest 41st Street, Suite 400
Miami, Florida 33178
(Address of principal executive offices, including zip code)

(305) 428-8000
(Registrant's telephone number, including area code)

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))
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Item 7.01. Regulation FD Disclosure.

On September 21, 2010, World Fuel Services Corporation (the "Company") issued a press release announcing that it has closed its registered underwritten public offering of common stock. A copy of the press release is attached hereto as Exhibit 99.1

The information contained in this Item 7.01 and the information contained in Exhibit 99.1 shall not be deemed "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), or incorporated by reference in any filing under the Securities Act of 1933, as amended, or the Exchange Act, except as may be expressly set forth by specific reference in any such filing.

Item 8.01. Other Events.

In connection with the public offering of common stock referenced under Item 7.01 above, the Company is filing a legal opinion regarding the validity of the shares of common stock. A copy of the opinion is filed as Exhibit 5.1 hereto and is incorporated herein by reference.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

<u>Exhibit No.</u>	<u>Description</u>
5.1	Opinion of Shutts & Bowen LLP.
23.1	Consent of Shutts & Bowen LLP (included in Exhibit 5.1 above).
99.1	Press Release, dated September 21, 2010.

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, thereunto duly authorized.

Date: September 21, 2010

World Fuel Services Corporation

/s/ R. Alexander Lake

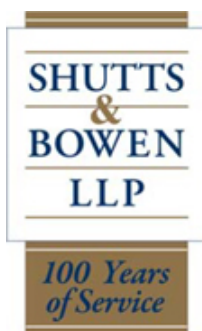
R. Alexander Lake

Senior Vice President, General Counsel and Corporate Secretary

Exhibit Index

The following exhibits are filed herewith:

<u>Exhibit No.</u>	<u>Description</u>
5.1	Opinion of Shutts & Bowen LLP.
23.1	Consent of Shutts & Bowen LLP (included in Exhibit 5.1 above).
99.1	Press Release, dated September 21, 2010.



September 21, 2010

World Fuel Services Corporation
 9800 N.W. 41 Street, Suite 400
 Miami, Florida 33178

RE: Registration Statement on Form S-3

Ladies and Gentlemen:

In connection with the Registration Statement on Form S-3 (the "Registration Statement") of World Fuel Services Corporation, a Florida corporation (the "Company"), filed with the Securities and Exchange Commission (the "Commission") pursuant to the Securities Act of 1933, as amended (the "Act"), and the rules and regulations thereunder (the "Rules"), you have asked us, as special counsel to the Company, to furnish our opinion as to the legality of the securities being registered under the Registration Statement.

We are furnishing this opinion letter to you in connection with the Company's issuance and sale of 9,200,000 shares (the "Shares") of the Company's common stock, \$0.01 par value (the "Common Stock"), pursuant to the Company's prospectus, dated September 13, 2010 (the "Prospectus"), included in the Registration Statement, and the related preliminary and final prospectus supplements, dated September 13, 2010 and dated September 15, 2010, respectively (collectively, the "Prospectus Supplement"). The Shares are being issued and sold to the several underwriters named in the Underwriting Agreement, dated as of September 15, 2010, by and among the Company and such underwriters (the "Underwriting Agreement").

We have examined originals or copies, certified or otherwise identified to our satisfaction, of (i) the Restated Articles of Incorporation of the Company, as amended to date (the "Articles of Incorporation"), (ii) the Amended and Restated Bylaws of the Company, as amended to date (the "Bylaws"), (iii) the Registration Statement and all exhibits thereto, (iv) the Prospectus, (v) the Prospectus Supplement, (vi) the General Disclosure Package, (vii) the Underwriting Agreement, (ix) the resolutions, minutes and records of the corporate proceedings of the Company with respect to the filing of the Registration Statement and the sale and issuance of the Shares, and (x) such other certificates, statutes, instruments and documents as we considered appropriate for purposes of the opinions hereafter expressed.

1500 Miami Center — 201 South Biscayne Boulevard, Miami, Florida 33131 — **ph** 305.358.6300 — **fx** 305.381.9982 — **www.shutts.com**

MIAMI FORT LAUDERDALE WEST PALM BEACH ORLANDO TAMPA TALLAHASSEE AMSTERDAM

In making the foregoing examinations, we have assumed the genuineness of all signatures, the authenticity of all documents submitted to us as originals, the conformity to the originals of all documents submitted to us as certified, conformed or photostatic copies thereof and the authenticity of the originals of such latter documents.

As to certain factual matters relevant to this opinion letter, we have relied upon the representations and warranties made in the agreements and other documents entered into by the Company in connection with the issuance of the Shares, including, without limitation, the Underwriting Agreement, certificates and statements of responsible officers of the Company, and certificates of public officials. Except to the extent expressly set forth herein, we have made no independent investigations with regard thereto, and, accordingly, we do not express any opinion or belief as to matters that might have been disclosed by independent verification.

Based on the foregoing and subject to the limitations, qualifications, exceptions and assumptions set forth herein and having due regard for such legal considerations as we deem relevant, we are of the opinion that:

1. The Shares have been duly and validly authorized and upon issuance and delivery of and payment for the Shares in the manner contemplated by the Registration Statement, the Prospectus and the Prospectus Supplement, the Shares will be validly issued, fully paid and nonassessable.

The opinions expressed herein are limited to the Florida Business Corporation Act (the "Florida Act") as currently in effect, and judicial decisions reported as of the date hereof and interpreting the Florida Act.

This opinion is (i) rendered as of the date hereof, and we undertake no, and hereby disclaim any kind of, obligation to advise you of any change or any new developments that might affect any matters or opinions set forth herein, and (ii) limited to the matters stated herein and no opinions may be inferred or implied beyond the matters expressly stated herein.

We hereby consent to the filing of this opinion as Exhibit 5.1 to the Company's Current Report on Form 8-K, which will be incorporated by reference into the Registration Statement, and to the reference to this law firm under the caption "Legal Matters" in the Prospectus and Prospectus Supplement forming part of the Registration Statement. In giving the foregoing consent, we do not admit that we are in the category of persons whose consent is required under Section 7 of the Act, or the Rules promulgated thereunder.

Sincerely,

SHUTTS & BOWEN LLP

/s/ Shutts & Bowen LLP

Contacts:

Ira M. Birns, Executive Vice President &
Chief Financial Officer

or

Francis X. Shea, Executive Vice President &
Chief Risk and Administrative Officer
(305) 428-8000

**WORLD FUEL SERVICES CORPORATION CLOSSES
COMMON STOCK OFFERING**

MIAMI, FL – September 21, 2010 — World Fuel Services Corporation (“World Fuel Services” or the “Company”) (NYSE: INT) announced today that it has closed its previously announced public offering of 8,000,000 shares of common stock at a price to the public of \$25.00 per share. Additionally, the underwriters have exercised an option to purchase an additional 1,200,000 shares to cover overallocments. After deducting the underwriting discount and estimated offering expenses, the Company received approximately \$219 million in net proceeds from the offering, including the overallocment option. The Company intends to use the proceeds of the offering for general corporate purposes, which may include potential acquisitions.

BofA Merrill Lynch, Credit Suisse and J.P. Morgan acted as joint book-running managers for the offering. Additionally, senior co-managers for the offering were HSBC, Wells Fargo Securities, and RBS, and co-managers included TD Securities, BB&T Capital Markets and Stephens Inc.

The common stock was offered under the Company’s effective shelf registration statement filed with the Securities and Exchange Commission (“SEC”). A copy of the prospectus supplement and related base prospectus for the offering may be obtained, when available, by visiting EDGAR on the SEC’s website, www.sec.gov. Alternatively, copies of the prospectus supplement and the related base prospectus for the offering may be obtained, when available, by contacting: BofA Merrill Lynch, 4 World Financial Center, New York, NY 10080, attention: Prospectus Department, email: dg.prospectus_requests@bamf.com; Credit Suisse, Attn: Prospectus Department, One Madison Avenue 1B, New York, NY 10010, phone: (800) 221-1037; or J.P. Morgan Securities LLC, c/o Broadridge Financial Solutions, 1155 Long Island Avenue, Edgewood, NY 11717, phone: (866) 803-9204.

This press release is for informational purposes only and is not an offer to sell or the solicitation of an offer to buy any security of World Fuel Services, nor will there be any sale of such security in any jurisdiction in which such offer, sale or solicitation would be unlawful. Any offer will be made only by means of a prospectus supplement and related base prospectus or by a free writing prospectus in accordance with SEC rules.

Forward Looking Statements

This press release contains forward looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended. These forward-looking statements include, but are not limited to, statements related to the proposed offering of shares of World Fuel Services' common stock and the anticipated use of proceeds therefrom. These forward looking statements involve known and unknown risks, uncertainties and other factors discussed in World Fuel Services' filings with the SEC. Any forward-looking statements speak only as of the date of this press release and, except to the extent required by applicable securities laws, World Fuel Services expressly disclaims any obligation to update or revise any of them to reflect actual results, any changes in expectations or any change in events. If World Fuel Services does update one or more forward-looking statements, no inference should be drawn that it will make additional updates with respect to those or other forward-looking statements. For additional information concerning risks, uncertainties and other factors that may cause actual results to differ from those anticipated in the forward-looking statements, and risks to World Fuel Services' business in general, please refer to its SEC filings, including its Annual Report on Form 10-K for the fiscal year ended December 31, 2009 and its Quarterly Reports on Form 10-Q for the quarterly periods ended March 31, 2010 and June 30, 2010.