

BALSON ANDREW  
Form 4  
December 16, 2010

**FORM 4**

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

OMB APPROVAL

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

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
BALSON ANDREW

2. Issuer Name and Ticker or Trading Symbol  
FLEETCOR TECHNOLOGIES INC  
[FLT]

5. Relationship of Reporting Person(s) to Issuer  
  
(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction  
(Month/Day/Year)  
12/14/2010

Director  10% Owner  
 Officer (give title below)  Other (specify below)

C/O BAIN CAPITAL INVESTORS, LLC, 111 HUNTINGTON AVENUE

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

BOSTON, MA 02199

(City) (State) (Zip)

**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 Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)		
				(A) or (D)	Code	V	Amount	(D)	Price

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

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SEC 1474 (9-02)

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

1. Title of Derivative	2. Conversion	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if	4. Transaction	5. Number of Derivative	6. Date Exercisable and Expiration Date	7. Title and Amount of Underlying Securities
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Security (Instr. 3)	or Exercise Price of Derivative Security	any (Month/Day/Year)	Code (Instr. 8)	Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	(Month/Day/Year)	(Instr. 3 and 4)		
			Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Series D-4 Convertible Preferred Stock	(8)	12/14/2010	J <sup>(9)</sup>		134,500	(8)	(8)	Common Stock 336,250
Series D-4 Convertible Preferred Stock	(8)	12/14/2010	G <sup>(9)</sup>		8,012	(8)	(8)	Common Stock 20,030

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BALSON ANDREW C/O BAIN CAPITAL INVESTORS, LLC 111 HUNTINGTON AVENUE BOSTON, MA 02199	X	X		

## Signatures

/s/ Andrew  
Balson 12/16/2010

    Signature of Reporting Person Date

## Explanation of Responses:

- \* 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).
- (1) Andrew B. Balson is a managing director of Bain Capital Investors, LLC ("BCI"). BCI is the sole general partner of Bain Capital Partners VIII, L.P., which is the sole general partner of Bain Capital Fund VIII, L.P., which is the sole member of Bain Capital Fund VIII, LLC ("BCF").
  - (2) BCI is also the managing partner of BCIP Associates III, which is the sole manager of BCIP Associates III, LLC ("BCIP-A").
  - (3) BCI is also the managing partner of BCIP Trust Associates III, which is the sole manager of BCIP T Associates III, LLC ("BCIP-TA").
  - (4) BCI is also the managing partner of BCIP Associates III-B, which is the sole manager of BCIP Associates III-B, LLC ("BCIP-AB").
  - (5) BCI is also the managing partner of BCIP Trust Associates III-B, which is the sole manager of BCIP T Associates III-B, LLC ("BCIP-TAB").
  - (6) BCI is also the managing partner of BCIP Associates-G ("BCIP-AG" and together with BCF, BCIP-A, BCIP-TA, BCIP-AB and BCIP-TAB, the "Bain Entities").

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(7) By virtue of the relationships described in the foregoing footnotes, Mr. Balson may be deemed to share voting and dispositive power with respect to all of the Issuer's securities held by the Bain Entities. Mr. Balson disclaims beneficial ownership of the Issuer's securities held by each of the Bain Entities except to the extent of his pecuniary interest therein.

(8) The Issuer's preferred stock reported herein is convertible at any time by the holder and has no expiration date, but is subject to mandatory conversion upon certain events. Each share of preferred stock reported herein is convertible into 2.5 shares of the Issuer's common stock (subject to certain adjustments) and will automatically convert into 2.5 shares of the Issuer's common stock upon the closing of the Issuer's initial public offering.

(9) On December 14, 2010, the Bain Entities distributed 142,512 shares of Series D-4 Convertible Preferred Stock to one or more members or partners of the Bain Entities in connection with certain charitable gifts made by such members or partners on December 14, 2010, including 8,012 shares of Series D-4 Convertible Preferred Stock to Mr. Balson, all of which were gifted by Mr. Balson to charity on December 14, 2010.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.