

BALSON ANDREW
Form 4
May 09, 2013

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)
05/07/2013

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

C/O BAIN CAPITAL INVESTORS, LLC, JOHN HANCOCK TOWER, 200 CLARENDON STREET

(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 02116

(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 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	05/07/2013		J ⁽⁸⁾		274,011 ⁽⁸⁾	D	\$ 0 1,612,513	I	See Footnotes (1) (2) (3) (4) (5) (6) (7) (8)
Common Stock	05/07/2013		S		1,595,986	D	\$ 81 16,527	I	See Footnotes (1) (2) (3) (4) (5) (6) (7)
Common Stock	05/07/2013		G ⁽⁹⁾		16,527	D	\$ 0 0	D	

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

SEC 1474
(9-02)

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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. Code (Instr. 8)	5. Transaction 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 Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Beneficially (Instr. 3, 4, and 5)
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BALSON ANDREW C/O BAIN CAPITAL INVESTORS, LLC JOHN HANCOCK TOWER, 200 CLARENDON STREET BOSTON, MA 02116	X			

Signatures

/s/ Andrew Balson 05/08/2013

**Signature of Date
Reporting Person

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 Balson is a Managing Director of Bain Capital Investors, LLC ("BCI"). BCI is the sole general partner of Bain Capital Partners VIII, L.P. ("BCP VIII"), which is the sole general partner of Bain Capital Fund VIII, L.P. ("BCF VIII"), which is the sole member of Bain Capital Fund VIII, LLC ("Fund VIII"). On May 7, 2013, Fund VIII distributed 284,400 shares of Common Stock and sold 1,526,836 shares of Common Stock. Following such distribution and sale, Fund VIII held zero shares of Common Stock.

(2) BCI is also the managing partner of BCIP Associates III, which is the sole manager of BCIP Associates III, LLC ("BCIP-A"). On May 7, 2013, BCIP-A distributed 4,864 shares of Common Stock and sold 36,762 shares of Common Stock. Following such distribution and sale, BCIP-A held zero shares of Common Stock.

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- (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"). On May 7, 2013, BCIP-TA sold 19,513 shares of Common Stock. Following such sale, BCIP-TA held zero shares of Common Stock.
- BCI is also the managing partner of BCIP Associates III-B, which is the sole manager of BCIP Associates III-B, LLC ("BCIP-AB"). On
- (4) May 7, 2013, BCIP-AB distributed 1,274 shares of Common Stock and sold 2,013 shares of Common Stock. Following such distribution and sale, BCIP-AB held zero shares of Common Stock.
- BCI is also the managing partner of BCIP Trust Associates III-B, which is the sole manager of BCIP T Associates III-B, LLC
- (5) ("BCIP-TAB"). On May 7, 2013, BCIP-TAB sold 10,381 shares of Common Stock. Following such sale, BCIP-TAB held zero shares of Common Stock.
- BCI is also the managing partner of BCIP Associates-G ("BCIP-AG" and together with Fund VIII, BCIP-A, BCIP-TA, BCIP-AB and
- (6) BCIP-TAB, the "Bain Entities"). On May 7, 2013, BCIP-AG sold 481 shares of Common Stock. Following such sale, BCIP-AG held zero shares of Common Stock.
- (7) By virtue of the relationships described in the foregoing footnotes, Mr. Balson may be deemed to beneficially own securities held by the Bain Entities. Mr. Balson disclaims beneficial ownership of such securities except to the extent of his pecuniary interest therein.
- As described in the footnotes above, on May 7, 2013, the Bain Entities distributed an aggregate of 290,538 shares of Common Stock to
- (8) one or members or partners of the Bain Entities, including 16,527 shares of Common Stock to Mr. Balson, in connection with charitable gifts made by such members or partners, including Mr. Balson, on May 7, 2013.
- (9) Mr. Balson made a charitable gift of all 16,527 shares of that he received in connection with the distribution described in footnote 8 above.

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.