

Clarke Ronald  
 Form 3/A  
 December 22, 2010

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

OMB Number: 3235-0104  
 Expires: January 31, 2005  
 Estimated average burden hours per response... 0.5

**INITIAL STATEMENT OF 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 * |         | 2. Date of Event Requiring Statement | 3. Issuer Name <b>and</b> Ticker or Trading Symbol                              |  |
| Â Clarke Ronald                           |         | (Month/Day/Year)                     | FLEETCOR TECHNOLOGIES INC [FLT]   |  |
| (Last)                                    | (First) | (Middle)                             | 4. Relationship of Reporting Person(s) to Issuer                                | 5. If Amendment, Date Original Filed(Month/Day/Year)                   |
|   |         |                                      |   | 12/14/2010   |
| 655 ENGINEERING DRIVE,Â SUITE 300         |         |                                      | (Check all applicable)  |  |
| (Street)                                  |         |                                      | <input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner | 6. Individual or Joint/Group Filing(Check Applicable Line)             |
|   |         |                                      | <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other      | <input checked="" type="checkbox"/> Form filed by One Reporting Person |
| NORCROSS,Â GAÂ 30092                      |         |                                      | (give title below) (specify below)  | <input type="checkbox"/> Form filed by More than One Reporting Person  |
| (City)                                    | (State) | (Zip)                                | CEO & President   |  |

**Table I - Non-Derivative Securities Beneficially Owned**

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---------------------------------|---|--|---|
| Common Stock                    | 3,641,026 <sup>(1)</sup> <sup>(2)</sup>               | D  | Â   |

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

SEC 1473 (7-02)

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

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|--|--|---|--|--|---|
|--|--|---|--|--|---|

## Edgar Filing: Clarke Ronald - Form 3/A

|                        | Date Exercisable | Expiration Date |              | Amount or Number of Shares |          | or Indirect (I) (Instr. 5) |   |
|------------------------|------------------|-----------------|--------------|----------------------------|----------|----------------------------|---|
| Employee Stock Options | 01/03/2009       | 01/03/2015      | Common Stock | 833,332                    | \$ 2.308 | D                          | Â |
| Employee Stock Options | 11/07/2009       | 11/07/2015      | Common Stock | 500,000                    | \$ 5.2   | D                          | Â |
| Employee Stock Options | Â (3)            | 06/17/2009      | Common Stock | 750,000                    | \$ 10    | D                          | Â |
| Preferred Stock        | Â (4)            | Â (4)           | Common Stock | 254,807                    | \$ (4)   | D                          | Â |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |                   |       |
|---|---------------|-----------|-------------------|-------|
|   | Director      | 10% Owner | Officer           | Other |
| Clarke Ronald<br>655 ENGINEERING DRIVE<br>SUITE 300<br>NORCROSS, GA 30092 | Â X           | Â         | Â CEO & President | Â     |

## Signatures

/s/ Sean Bowen, under Power of Attorney 12/21/2010

\_\_Signature of Reporting Person Date

## Explanation of Responses:

\* If the form is filed by more than one reporting person, *see* Instruction 5(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) Includes 1,125,000 shares of restricted stock that vested upon the issuer's initial public offering. Quantity of Reporting Person's restricted shares that vested on the occurrence of the issuer's initial public offering was based upon the price of the shares at the initial public offering. The 125,000 share reduction indicated on the Form 3/A filed on December 14, 2010 was based upon the \$23 offering price being at a threshold below what was required for the 125,000 share additional award of restricted stock. Additionally, both the original Form 3 and Form 3/A failed to include an award by the board just prior to SEC effectiveness of 833,334 shares of restricted stock subject to the vesting conditions set forth in the next footnote.

(2) The 833,334 shares of restricted stock will vest as follows: as to 416,667 shares, 20% of the shares will vest on each of July 1, 2011, 2012, 2013, 2014 and 2015; and, as to the performance-based award of 416,667 shares, 20% of which will vest upon the Issuer's common stock reaching, for a 30 day period, each of 1.25, 1.50, and 1.75 times the initial public offering price (for a total of 60%) and 40% of which will vest upon the Issuer's common stock reaching for a 30 day trading period, 2.00 times the public offering price.

(3) Option vested as to 337,500 shares; option for remaining shares will vest as follows: on June 17, 2011 as to 168,750 shares, on June 17, 2012 as to 168,750 shares and on June 17, 2013 as to 75,000 shares.

(4) Immediately prior to the closing of the issuer's initial public offering, all of issuer's outstanding preferred stock will be converted into issuer common stock in accordance with the terms disclosed in the issuer's Registration Statement dated 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.

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