

FLEETCOR TECHNOLOGIES INC  
 Form 4  
 December 21, 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 \*  
 BAIN CAPITAL INVESTORS LLC

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)  
 111 HUNTINGTON AVENUE,  
 (Street)

3. Date of Earliest Transaction  
 (Month/Day/Year)  
 12/20/2010

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

BOSTON, MA 02199

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

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

(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 Ownership (Instr. 4)		
				(A) or (D)	Price				
Common Stock	12/20/2010		C <sup>(7)</sup>	13,922,565	A	13,922,565	I	See footnotes (1) (2) (3) (4) (5) (6)	
Common Stock	12/20/2010		S	2,591,233	D	\$ 21.5625	11,331,332	I	See footnotes (1) (2) (3) (4) (5) (6)

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

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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. Transaction Code (Instr. 8)	5. 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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount Number Shares
Series D-4 Convertible Preferred Stock	(7)	12/20/2010		C(7)	5,569,027	(7)	(7)	Common Stock	13,922

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BAIN CAPITAL INVESTORS LLC 111 HUNTINGTON AVENUE BOSTON, MA 02199		X		
BCIP Trust Associates III-B C/O BAIN CAPITAL INVESTORS, LLC 111 HUNTINGTON AVENUE BOSTON, MA 02199		X		
BCIP T Associates III-B, LLC C/O BAIN CAPITAL INVESTORS, LLC 111 HUNTINGTON AVENUE BOSTON, MA 02199		X		
BCIP Associates-G C/O BAIN CAPITAL INVESTORS, LLC 111 HUNTINGTON AVENUE BOSTON, MA 02199		X		

## Signatures

/s/ Bain Capital Investors by Andrew Balson, Managing Director

12/21/2010

\*\*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) Bain Capital Investors, LLC ("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"). As a result, each of BCI, BCP VIII and BCF VIII may be deemed to share voting and dispositive power with respect to the shares of Common Stock held by Fund VIII. Each of BCI, BCP VIII and BCF VIII disclaims beneficial ownership of such securities except to the extent of its pecuniary interest therein.

(2) BCI is also the managing partner of BCIP Associates III ("BCIP-A"), which is the sole manager of BCIP Associates III, LLC ("BCIP-A Fund"). As a result, each of BCI and BCIP-A may be deemed to share voting and dispositive power with respect to the shares of Common Stock held by BCIP-A Fund. Each of BCI and BCIP-A disclaims beneficial ownership of such securities except to the extent of its pecuniary interest therein.

(3) BCI is also the managing partner of BCIP Trust Associates III ("BCIP-TA"), which is the sole manager of BCIP T Associates III, LLC ("BCIP-TA Fund"). As a result, each of BCI and BCIP-TA may be deemed to share voting and dispositive power with respect to the shares of Common Stock held by BCIP-TA Fund. Each of BCI and BCIP-TA disclaims beneficial ownership of such securities except to the extent of its pecuniary interest therein.

(4) BCI is also the managing partner of BCIP Associates III-B ("BCIP-AB"), which is the sole manager of BCIP Associates III-B, LLC ("BCIP-AB Fund"). As a result, each of BCI and BCIP-AB may be deemed to share voting and dispositive power with respect to the shares of Common Stock held by BCIP-AB Fund. Each of BCI and BCIP-AB disclaims beneficial ownership of such securities except to the extent of its pecuniary interest therein.

(5) BCI is also the managing partner of BCIP Trust Associates III-B ("BCIP-TAB"), which is the sole manager of BCIP T Associates III-B, LLC ("BCIP-TAB Fund"). As a result, each of BCI and BCIP-TAB may be deemed to share voting and dispositive power with respect to the shares of Common Stock held by BCIP-TAB Fund. Each of BCI and BCIP-TAB disclaims beneficial ownership of such securities except to the extent of its pecuniary interest therein.

(6) BCI is also the managing partner of BCIP Associates-G ("BCIP-AG"). As a result, BCI may be deemed to share voting and dispositive power with respect to the shares of Common Stock held by BCIP-AG. BCI disclaims beneficial ownership of such securities except to the extent of its pecuniary interest therein.

(7) The Issuer's preferred stock reported herein automatically converted into 2.5 shares of the Issuer's common stock upon the closing of the Issuer's initial public offering.

### Remarks:

Remarks:

Two of Two forms

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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