

Clarke Ronald  
 Form 3/A  
 December 14, 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)	12/14/2010	
655 ENGINEERING DRIVE,Â SUITE 300			4. Relationship of Reporting Person(s) to Issuer	5. If Amendment, Date Original Filed(Month/Day/Year)
(Street)			(Check all applicable)	12/14/2010
NORCROSS,Â GAÂ 30092			<input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner	6. Individual or Joint/Group Filing(Check Applicable Line)
(City)	(State)	(Zip)	<input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other	<input checked="" type="checkbox"/> Form filed by One Reporting Person
			(give title below) (specify below)	<input type="checkbox"/> Form filed by More than One Reporting Person
			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	2,807,692 <sup>(1)</sup>	D	Â

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

SEC 1473 (7-02)

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

**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 (2)	06/17/2019	Common Stock	750,000	\$ 10	D	Â
Preferred Stock	Â (3)	Â (3)	Common Stock	254,807	\$ (3)	D	Â

## Reporting Owners

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

## Signatures

/s/ Sean Bowen,  
under POA

12/14/2010

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 initial public offering price. The 125,000 share reduction reflected herein from amount indicated on the original Form 3 is based upon the \$23 offering price being at a threshold below what was required for that additional award. Amount previously reported was in error.
  - (2) 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.
  - (3) 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. 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.