

FLEETCOR TECHNOLOGIES INC
 Form 3
 December 14, 2010

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

OMB APPROVAL

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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 and Ticker or Trading Symbol | |
| Â BAIN CAPITAL INVESTORS LLC | | | (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) |
| 111 HUNTINGTON AVENUE,Â | | | | (Check all applicable) | |
| (Street) | | | | ___ Director | ___X___ 10% Owner |
| BOSTON,Â MAÂ 02199 | | | | ___ Officer | ___ Other |
| (City) | (State) | (Zip) | | (give title below) | (specify below) |
| | | | | | 6. Individual or Joint/Group Filing(Check Applicable Line) |
| | | | | | ___ Form filed by One Reporting Person |
| | | | | | ___X___ Form filed by More than One Reporting Person |

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) |
|------------------------------------|--|---|--|

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) |
| | Date Exercisable | Expiration Date | Title | Amount or Number of | |

| | | | | Shares | | or Indirect (1) (Instr. 5) | |
|--|-------|-------|--------------|-----------|--------|----------------------------------|--|
| Series D-4 Convertible Preferred Stock | Â (7) | Â (7) | Common Stock | 5,711,539 | \$ (7) | I | See footnotes (1) (2) (3) (4) (5) (6) |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| BAIN CAPITAL INVESTORS LLC 111 HUNTINGTON AVENUE BOSTON, MA 02199 | Â | Â X | Â | Â |
| BAIN CAPITAL PARTNERS VIII, L.P. C/O BAIN CAPITAL INVESTORS, LLC 111 HUNTINGTON AVENUE BOSTON, MA 02199 | Â | Â X | Â | Â |
| BAIN CAPITAL FUND VIII, L.P. C/O BAIN CAPITAL INVESTORS, LLC 111 HUNTINGTON AVENUE BOSTON, MA 02199 | Â | Â X | Â | Â |
| Bain Capital Fund VIII, LLC C/O BAIN CAPITAL INVESTORS, LLC 111 HUNTINGTON AVENUE BOSTON, MA 02199 | Â | Â X | Â | Â |
| BCIP Associates III C/O BAIN CAPITAL INVESTORS, LLC 111 HUNTINGTON AVENUE BOSTON, MA 02199 | Â | Â X | Â | Â |
| BCIP Associates III, LLC C/O BAIN CAPITAL INVESTORS, LLC 111 HUNTINGTON AVENUE BOSTON, MA 02199 | Â | Â X | Â | Â |
| BCIP Trust Associates III C/O BAIN CAPITAL INVESTORS, LLC 111 HUNTINGTON AVENUE BOSTON, MA 02199 | Â | Â X | Â | Â |
| BCIP T Associates III, LLC C/O BAIN CAPITAL INVESTORS, LLC 111 HUNTINGTON AVENUE BOSTON, MA 02199 | Â | Â X | Â | Â |
| BCIP Associates III-B C/O BAIN CAPITAL INVESTORS, LLC 111 HUNTINGTON AVENUE BOSTON, MA 02199 | Â | Â X | Â | Â |

BCIP Associates III-B, LLC
 C/O BAIN CAPITAL INVESTORS, LLC ^ ^ X ^ ^
 111 HUNTINGTON AVENUE
 BOSTON, MA 02199

Signatures

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

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) 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 member 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 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.

^

Remarks:

Remarks:

One^ 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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