BALSON ANDREW

Form 4

March 15, 2012

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB

OMB APPROVAL

Number:

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obligations may continue.

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

1(b).

(Last)

(Print or Type Responses)

See Instruction

1. Name and Address of Reporting Person *

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to

Issuer

BALSON ANDREW

FLEETCOR TECHNOLOGIES INC

(Check all applicable)

[FLT]

03/13/2012

(Month/Day/Year)

(Middle)

3. Date of Earliest Transaction

_X__ Director Officer (give title

_X__ 10% Owner __ Other (specify

C/O BAIN CAPITAL PARTNERS. LLC, JOHN HANCOCK TOWER,

(Street)

(First)

200 CLARENDON STREET

4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check

Applicable Line)

Filed(Month/Day/Year)

X 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 Approximately 4. Securities Approximately 4. Securities Amount	of (D)	red (A)	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)		
Common Stock	03/13/2012		J <u>(8)</u>	246,258	D	\$0	11,085,074	I	See Footnotes (1) (2) (3) (4) (5) (6) (7) (8)		
Common Stock	03/13/2012		J <u>(8)</u>	16,522	A	\$ 0	16,522	D			
Common Stock	03/13/2012		G(8)	16,522	D	\$ 0	0	D			
Common	03/13/2012		S	1,753,742	D	\$	9,331,332	I	See		

Stock 36.02 Footnotes (1) (2) (3) (4) (5) (6) (7) (8)

(9-02)

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

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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. Transactic Code (Instr. 8)	of Derivative Securities Acquired (A) or	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. Nu Deriv Secur Bene Owne Follo Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
									Amount		
						Date Exercisable	Expiration Date	Title	or Number of		
				Code V	(A) (D)				Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships					
1	Director	10% Owner	Officer	Other		
BALSON ANDREW						
C/O BAIN CAPITAL PARTNERS, LLC	X	\mathbf{v}				
JOHN HANCOCK TOWER, 200 CLARENDON STREET	Λ	X				
BOSTON, MA 02116						

Signatures

/s/ Andrew 03/14/2012 Balson **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

Reporting Owners 2

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Capital Fund VIII, LLC ("Fund VIII").

- (2) BCI is also the managing partner of BCIP Associates III, which is the sole manager of BCIP Associates III, LLC ("BCIP-A").
- (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").
- (4) BCI is also the managing partner of BCIP Associates III-B, which is the sole manager of BCIP Associates III-B, LLC ("BCIP-AB").
- (5) BCI is also the managing partner of BCIP Trust Associates III-B, which is the sole manager of BCIP T Associates III-B, LLC ("BCIP-TAB").
- (6) BCI is also the managing partner of BCIP Associates-G ("BCIP-AG" and together with BCF, BCIP-A, BCIP-TA, BCIP-AB and BCIP-TAB, the "Bain Entities").
- By virtue of the relationships described in the foregoing footnotes, Mr. Balson may be deemed to share voting and dispositive power with respect to all of the Issuer's securities held by the Bain Entities. Mr. Balson disclaims beneficial ownership of the Issuer's securities held by each of the Bain Entities except to the extent of his pecuniary interest therein.
- On March 13, 2012, the Bain Entities distributed 246,258 shares of Common Stock to one or more members or partners of the Bain (8) Entities in connection with certain charitable gifts made by such members or partners on March 13, 2012, including 16,522 shares of Common Stock to Mr. Balson, all of which were gifted by Mr. Balson to charity on March 13, 2012.

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.