

FLEETCOR TECHNOLOGIES INC

Form 4

March 15, 2012

FORM 4
UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

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

OMB APPROVAL

OMB
Number: 3235-0287
Expires: January 31,
2005
Estimated average
burden hours per
response... 0.5

(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)
JOHN HANCOCK TOWER, 200
CLARENDON STREET

3. Date of Earliest Transaction
(Month/Day/Year)
03/13/2012

____ Director ____X____ 10% Owner
____ Officer (give title below) ____ Other (specify below)

(Street)

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

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 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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price		
Common Stock	03/13/2012		J ⁽⁷⁾		246,258 ⁽⁷⁾	D	\$ 0	11,085,074	I
									See Footnotes (1) (2) (3) (4) (5) (6) (7)
Common Stock	03/13/2012		S		1,753,742	D	\$ 36.02	9,331,332	I
									See Footnotes (1) (2) (3) (4) (5) (6) (7)

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

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SEC 1474
(9-02)

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)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Transaction (Instr. 10)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BAIN CAPITAL INVESTORS LLC JOHN HANCOCK TOWER 200 CLARENDON STREET BOSTON, MA 02116		X		
BAIN CAPITAL PARTNERS VIII, L.P. 111 HUNTINGTON AVENUE BOSTON, MA 02199		X		
BAIN CAPITAL FUND VIII, L.P. 111 HUNTINGTON AVENUE BOSTON, MA 02199		X		
Bain Capital Fund VIII, LLC 111 HUNTINGTON AVENUE BOSTON, MA 02199		X		
BCIP Associates III 111 HUNTINGTON AVENUE BOSTON, MA 02199		X		
BCIP Associates III, LLC 111 HUNTINGTON AVENUE BOSTON, MA 02199		X		

BCIP Trust Associates III
111 HUNTINGTON AVENUE X
BOSTON, MA 02199

BCIP T Associates III, LLC
111 HUNTINGTON AVENUE X
BOSTON, MA 02199

BCIP Associates III-B
111 HUNTINGTON AVENUE X
BOSTON, MA 02199

BCIP Associates III-B, LLC
111 HUNTINGTON AVENUE X
BOSTON, MA 02199

Signatures

/s/ Andrew
Balson 03/14/2012

**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 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. On March 13, 2012, Fund VIII sold 1,686,541 shares of Common Stock. Following such sale, Fund VIII held 8,958,931 shares of Common Stock.

(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. On March 13, 2012, BCIP-A Fund sold 32,865 shares of Common Stock. Following such sale, BCIP-A Fund held 205,895 shares of Common Stock.

(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. On March 13, 2012, BCIP-TA fund sold 20,687 shares of Common Stock. Following such sale, BCIP-TA Fund held 96,518 shares of Common Stock.

(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. On March 13, 2012, BCIP-AB Fund sold 2,133 shares of Common Stock Following such sale, BCIP-AB Fund held 16,258 shares of Common Stock.

(5) BCI is also the managing partner of BCIP Trust Associates III-B ("BCIP-TAB"), which is the sole manager of BCIP-AB 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. On March 13, 2012, BCIP-TAB Fund sold 11,005 shares of Common Stock. Following such sale, BCIP-TAB Fund held 51,348 shares of Common Stock.

(6) BCI is also the managing partner of BCIP Associates-G ("BCIP-AG" and together with Fund VIII, BCIP-A Fund, BCIP-TA Fund, BCIP-AB Fund and BCIP-TAB Fund, the "Bain Entities"). 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

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its pecuniary interest therein. On March 13, 2012, BCIP-AG sold 511 shares of Common Stock. Following such sale, BCIP-AG held 2,382 shares of Common Stock

- (7) On March 13, 2012, the Bain Entities distributed 246,258 shares of Common Stock to one or more members or partners of the Bain Entities in connection with certain charitable gifts made by such members or partners 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.

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