

BALSON ANDREW

Form 3

December 14, 2010

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

OMB APPROVAL

OMB
Number: 3235-0104Expires: January 31,
2005Estimated 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 *

BALSON ANDREW

(Last)

(First)

(Middle)

2. Date of Event Requiring
Statement

(Month/Day/Year)

12/14/2010

3. Issuer Name **and** Ticker or Trading Symbol
FLEETCOR TECHNOLOGIES INC [FLT]4. Relationship of Reporting
Person(s) to Issuer5. If Amendment, Date Original
Filed(Month/Day/Year)

(Check all applicable)

☒ Director ☒ 10% Owner
☐ Officer ☐ Other
(give title below) (specify below)6. Individual or Joint/Group
Filing(Check Applicable Line)
☒ Form filed by One Reporting
Person
☐ Form filed by More than One
Reporting PersonC/O BAIN CAPITAL
INVESTORS, LLC, 111
HUNTINGTON AVENUE

(Street)

BOSTON, MA 02199

(City)

(State)

(Zip)

Table I - Non-Derivative Securities Beneficially Owned1. 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)

**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)Date
ExercisableExpiration
Date3. Title and Amount of
Securities Underlying
Derivative Security
(Instr. 4)

Title

Amount or
Number of4. Conversion
or Exercise
Price of
Derivative
Security5. Ownership
Form of
Derivative
Security:
Direct (D)6. Nature of Indirect
Beneficial Ownership
(Instr. 5)

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				Shares			or Indirect (I) (Instr. 5)	
Series D-4 Convertible Preferred Stock	Â (8)	Â (8)	Common Stock	5,711,539	\$ (8)		I	See footnotes (1) (2) (3) (4) (5) (6) (7)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BALSON ANDREW C/O BAIN CAPITAL INVESTORS, LLC 111 HUNTINGTON AVENUE BOSTON, MA 02199	Â X	Â X	Â	Â

Signatures

/s/ Andrew
Balson 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).

Andrew B. Balson is a managing director of Bain Capital Investors, LLC ("BCI"). BCI is the sole general partner of Bain Capital Partners VIII, L.P., which is the sole general partner of Bain Capital Fund VIII, L.P., which is the sole member of Bain Capital Fund VIII, LLC ("BCF").

(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 member 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.

(8) 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.

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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