

BALSON ANDREW
Form 4
March 15, 2012

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
BALSON ANDREW

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)

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

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

C/O BAIN CAPITAL PARTNERS, LLC, JOHN HANCOCK TOWER, 200 CLARENDON STREET

(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
 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 Ownership (Instr. 4)			
			Code	V	Amount	(A) or (D)	Price			
Common Stock	03/13/2012		J ⁽⁸⁾		246,258	D	\$ 0	11,085,074	I	See Footnotes (1) (2) (3) (4) (5) (6) (7) (8)
Common Stock	03/13/2012		J ⁽⁸⁾		16,522	A	\$ 0	16,522	D	
Common Stock	03/13/2012		G ⁽⁸⁾		16,522	D	\$ 0	0	D	
Common Stock	03/13/2012		S		1,753,742	D	\$	9,331,332	I	See

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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
- (7) 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.