

FLEETCOR TECHNOLOGIES INC
 Form 4
 March 15, 2012

FORM 4

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

OMB APPROVAL

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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

(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
 (Street)

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

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

BOSTON, MA 02116

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

(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 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 ⁽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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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 (Instr. 5)
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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. 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.