

BALSON ANDREW  
Form 4  
March 13, 2013

**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 \*  
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)  
03/12/2013

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

C/O BAIN CAPITAL INVESTORS, 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)
Common Stock	03/12/2013		S	V 2,261,480 D	\$ 70.55 1,886,524	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)

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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. Nu
				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
BALSON ANDREW C/O BAIN CAPITAL INVESTORS, LLC JOHN HANCOCK TOWER, 200 CLARENDON STREET BOSTON, MA 02116			X	

## Signatures

/s/ Andrew  
Balson 03/13/2013

\*\*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) 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 Capital Fund VIII, LLC ("Fund VIII"). On March 12, 2013, Fund VIII sold 2,170,549 shares of Common Stock. Following such sale, Fund VIII held 1,811,236 shares of Common Stock.
  - (2) BCI is also the managing partner of BCIP Associates III, which is the sole manager of BCIP Associates III, LLC ("BCIP-A"). On March 12, 2013, BCIP-A sold 48,010 shares of Common Stock. Following such sale, BCIP-A held 41,626 shares of Common Stock.
  - (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"). On March 12, 2013, BCIP-TA sold 25,859 shares of Common Stock. Following such sale, BCIP-TA held 19,513 shares of Common Stock.
  - (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"). On March 12, 2013, BCIP-AB sold 2,667 shares of Common Stock. Following such sale, BCIP-AB held 3,287 shares of Common Stock.
  - (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"). On March 12, 2013, BCIP-TAB sold 13,757 shares of Common Stock. Following such sale, BCIP-TAB held 10,381

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shares of Common Stock.

- BCI is also the managing partner of BCIP Associates-G ("BCIP-AG" and together with Fund VIII, BCIP-A, BCIP-TA, BCIP-AB and (6) BCIP-TAB, the "Bain Entities"). On March 12, 2013, BCIP-AG sold 638 shares of Common Stock. Following such sale, BCIP-AG held 481 shares of Common Stock.
- (7) By virtue of the relationships described in the foregoing footnotes, Mr. Balson may be deemed to beneficially own securities held by the Bain Entities. Mr. Balson disclaims beneficial ownership of such securities except to the extent of his pecuniary interest therein.

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.