FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPRO	VAL						
OMB Number:	3235-0287						
Estimated average burden							
hours per response:	0.5						

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b)

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* BALSON ANDREW						2. Issuer Name and Ticker or Trading Symbol FLEETCOR TECHNOLOGIES INC [FLT]							erson(s) to Is	
(Last) (First) (Middle) C/O BAIN CAPITAL INVESTORS, LLC JOHN HANCOCK TOWER, 200 CLARENDON				3. Date of Earliest Transaction (Month/Day/Year) 05/07/2013								е	Other (specify below)	
STREET STREET						4. If Amendment, Date of Original Filed (Month/Day/Year)								pplicable
02116		X Form filed							filed by M					
(City) (State) (Zip)														
Table I - Non-De	rivat	tive Secu	ırities	Acc	quired, Dis	sposed	of, or l	Benefic	ially O	wned	d			
2. Transaction Date (Month/Day/Year)) if any		3. Transaction Code (Instr. 8)		n Disposed Of (D) (Instr. 3, 4			Securitie Beneficia Owned	es ally	Form (D) or Indire	Form: Direct D) or ndirect (I)		7. Nature of Indirect Beneficial Ownership (Instr. 4)	
			Code	v	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)		(1130.4)				
05/07/2013			J ⁽⁸⁾		274,011(8	D	\$0	1,612	,612,513		I	See Footnotes ⁽¹⁾⁽²⁾⁽³⁾⁽⁴⁾⁽⁵⁾ (6)(7)(8)		
05/07/2013					1,595,986	5 D	\$81	16,	527		I	See Footnotes ⁽¹⁾⁽²⁾⁽³⁾⁽⁴⁾⁽⁵⁾ (6)(7)		
05/07/2013			G ⁽⁹⁾		16,527	D	\$0		0		D			
Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)														
Execution Date Year) if any	Co	ansaction ode (Instr.	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 Securities Underlying Derivative Security (Instrand 4)		Deriva Securi (Instr.	ative derity Se	derivative Securities Beneficial Owned Following Reported Transactio	ly	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
	Co	ode V	(A) (D)	Date Exercisable		n Title	Amount or Number of Shares						
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Director 10% C Other below 2. Director 10% C Other below 2. Director 2.

Explanation of Responses:

- 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 May 7, 2013, Fund VIII distributed 284,400 shares of Common Stock and sold 1,526,836 shares of Common Stock. Following such distribution and sale, Fund VIII held zero 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 May 7, 2013, BCIP-A distributed 4,864 shares of Common Stock and sold 36,762 shares of Common Stock. Following such distribution and sale, BCIP-A held zero 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 May 7, 2013, BCIP-TA sold 19,513 shares of Common Stock. Following such sale, BCIP-TA held zero 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 May 7, 2013, BCIP-AB distributed 1,274 shares of Common Stock and sold 2,013 shares of Common Stock. Following such distribution and sale, BCIP-AB held zero 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 May 7, 2013, BCIP-TAB sold 10,381 shares of Common Stock. Following such sale, BCIP-TAB held zero shares of Common Stock.
- 6. BCI is also the managing partner of BCIP Associates-G ("BCIP-AG" and together with Fund VIII, BCIP-A, BCIP-TA, BCIP-TAB, the "Bain Entities"). On May 7, 2013, BCIP-AG sold 481 shares of Common Stock. Following such sale, BCIP-AG held zero 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.
- 8. As described in the footnotes above, on May 7, 2013, the Bain Entities distributed an aggregate at 290,538 shares of Common Stock to one or members or partners of the Bain Entities, including 16,527 shares of Common Stock to Mr. Balson, in connection with charitable gifts made by such members or partners, including Mr. Balson, on May 7, 2013.
- 9. Mr. Balson made a charitable gift of all 16,527 shares of that he received in connection with the distribution described in footnote 8 above.

05/08/2013 /s/ Andrew Balson

** Signature of Reporting Person

Date

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

- * 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).

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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