

OMB APPROVAL	
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**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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* <u>BAIN CAPITAL INVESTORS LLC</u>  (Last) (First) (Middle) <u>111 HUNTINGTON AVENUE</u>  (Street) <u>BOSTON MA 02199</u>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>FLEETCOR TECHNOLOGIES INC [ FLT ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  Director <input checked="" type="checkbox"/> 10% Owner  Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>12/20/2010</u>	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

**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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	12/20/2010		C <sup>(7)</sup>		13,922,565	A	(7)	13,922,565	I	See footnotes <sup>(1)(2)(3)(4)(5)(6)</sup>
Common Stock	12/20/2010		S		2,591,233	D	\$21.5625	11,331,332	I	See footnotes <sup>(1)(2)(3)(4)(5)(6)</sup>

**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 Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Series D-4 Convertible Preferred Stock	(7)	12/20/2010		C <sup>(7)</sup>		5,569,027	(7)	(7)	(7)	Common Stock	13,922,565	(7)	0	I	See footnotes <sup>(1)(2)(3)(4)(5)(6)</sup>

1. Name and Address of Reporting Person\*  
BAIN CAPITAL INVESTORS LLC  
 (Last) (First) (Middle)  
111 HUNTINGTON AVENUE  
 (Street)  
BOSTON MA 02199  
 (City) (State) (Zip)

1. Name and Address of Reporting Person\*  
BCIP Trust Associates III-B  
 (Last) (First) (Middle)  
C/O BAIN CAPITAL INVESTORS, LLC  
111 HUNTINGTON AVENUE  
 (Street)  
BOSTON MA 02199  
 (City) (State) (Zip)

1. Name and Address of Reporting Person\*  
BCIP T Associates III-B, LLC  
 (Last) (First) (Middle)  
C/O BAIN CAPITAL INVESTORS, LLC  
111 HUNTINGTON AVENUE  
 (Street)  
BOSTON MA 02199  
 (City) (State) (Zip)

1. Name and Address of Reporting Person\*

BCIP Associates-G

(Last) (First) (Middle)

C/O BAIN CAPITAL INVESTORS, LLC  
111 HUNTINGTON AVENUE

(Street)  
BOSTON MA 02199

(City) (State) (Zip)

**Explanation of Responses:**

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 and 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.
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.
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.
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.
5. BCI is also the managing partner of BCIP Trust Associates III-B ("BCIP-TAB"), which is the sole manager of BCIP T 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.
6. BCI is also the managing partner of BCIP Associates-G ("BCIP-AG"). 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 its pecuniary interest therein.
7. The Issuer's preferred stock reported herein automatically converted into 2.5 shares of the Issuer's common stock upon the closing of the Issuer's initial public offering.

**Remarks:**

Remarks: Two of Two forms

/s/ Bain Capital Investors by  
Andrew Balson, Managing  
Director 12/21/2010

\*\* 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.

**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 Number.**