

**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

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

1. Name and Address of Reporting Person* <u>BAIN CAPITAL INVESTORS LLC</u>  (Last) (First) (Middle) JOHN HANCOCK TOWER 200 CLARENDON STREET  (Street) BOSTON MA 02116  (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) 03/13/2012	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line)  <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person

**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	03/13/2012		j <sup>(7)</sup>		246,258 <sup>(7)</sup>	D	\$0	11,085,074	I	See Footnotes <sup>(1)(2)(3)(4)(5)(6)(7)</sup>
Common Stock	03/13/2012		s		1,753,742	D	\$36.02	9,331,332	I	See Footnotes <sup>(1)(2)(3)(4)(5)(6)(7)</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)		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)					

1. Name and Address of Reporting Person\*  
BAIN CAPITAL INVESTORS LLC  
 (Last) (First) (Middle)  
 JOHN HANCOCK TOWER  
 200 CLARENDON STREET  
 (Street)  
 BOSTON MA 02116  
 (City) (State) (Zip)

1. Name and Address of Reporting Person\*  
BAIN CAPITAL PARTNERS VIII, L.P.  
 (Last) (First) (Middle)  
 111 HUNTINGTON AVENUE  
 (Street)  
 BOSTON MA 02199  
 (City) (State) (Zip)

1. Name and Address of Reporting Person\*  
BAIN CAPITAL FUND VIII, L.P.

(Last) (First) (Middle)

111 HUNTINGTON AVENUE

(Street)

BOSTON MA 02199

(City)

(State)

(Zip)

1. Name and Address of Reporting Person\*

[Bain Capital Fund VIII, LLC](#)

(Last) (First) (Middle)

111 HUNTINGTON AVENUE

(Street)

BOSTON MA 02199

(City)

(State)

(Zip)

1. Name and Address of Reporting Person\*

[BCIP Associates III](#)

(Last) (First) (Middle)

111 HUNTINGTON AVENUE

(Street)

BOSTON MA 02199

(City)

(State)

(Zip)

1. Name and Address of Reporting Person\*

[BCIP Associates III, 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](#)

(Last) (First) (Middle)

111 HUNTINGTON AVENUE

(Street)

BOSTON MA 02199

(City)

(State)

(Zip)

1. Name and Address of Reporting Person\*

[BCIP T Associates III, LLC](#)

(Last) (First) (Middle)

111 HUNTINGTON AVENUE

(Street)

BOSTON MA 02199

(City)

(State)

(Zip)

1. Name and Address of Reporting Person\*

[BCIP Associates III-B](#)

(Last) (First) (Middle)

111 HUNTINGTON AVENUE

(Street)	BOSTON	MA	02199
(City)	(State)	(Zip)	
1. Name and Address of Reporting Person*			
<u>BCIP Associates III-B, LLC</u>			
(Last)	(First)	(Middle)	
111 HUNTINGTON AVENUE			
(Street)	BOSTON	MA	02199
(City)	(State)	(Zip)	

**Explanation of Responses:**

- 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.
- 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.
- 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.
- 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.
- 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.
- 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 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
- 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.

/s/ Andrew Balson

03/14/2012

\*\* 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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