

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

**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* <b>BALSON ANDREW</b>  (Last) (First) (Middle) <b>C/O BAIN CAPITAL INVESTORS, LLC</b> <b>111 HUNTINGTON AVENUE</b>  (Street) <b>BOSTON MA 02199</b>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <b>FLEETCOR TECHNOLOGIES INC [ FLT ]</b>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner  Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <b>12/20/2010</b>	
		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	12/20/2010		C <sup>(B)</sup>		13,922,565	A	<sup>(8)</sup>	13,922,565	I	See footnotes <sup>(1)(2)(3)(4)(5)(6)(7)</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)(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)		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	<sup>(8)</sup>	12/20/2010		C <sup>(B)</sup>			5,569,027	<sup>(8)</sup>	<sup>(8)</sup>	Common Stock	13,922,565	<sup>(8)</sup>	0	I	See footnotes <sup>(1)(2)(3)(4)(5)(6)(7)</sup>

**Explanation of Responses:**

- Andrew B. Balson is a managing director of Bain Capital Investors, LLC ("BCI"). BCI is the sole general partner of Bain Capital Partners VIII, L.P., which is the sole general partner of Bain Capital Fund VIII, L.P., which is the sole member of Bain Capital Fund VIII, LLC ("BCF").
- BCI is also the managing partner of BCIP Associates III, which is the sole manager of BCIP Associates III, LLC ("BCIP-A").
- BCI is also the managing partner of BCIP Trust Associates III, which is the sole manager of BCIP T Associates III, LLC ("BCIP-TA").
- BCI is also the managing partner of BCIP Associates III-B, which is the sole manager of BCIP Associates III-B, LLC ("BCIP-AB").
- 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").
- BCI is also the managing partner of BCIP Associates-G ("BCIP-AG" and together with BCF, BCIP-A, BCIP-TA, BCIP-AB and BCIP-TAB, the "Bain Entities").
- By virtue of the relationships described in the foregoing footnotes, Mr. Balson may be deemed to share voting and dispositive power with respect to all of the Issuer's securities held by the Bain Entities. Mr. Balson disclaims beneficial ownership of the Issuer's securities held by each of the Bain Entities except to the extent of his pecuniary interest therein.
- 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:**

/s/ Andrew Balson 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.