

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>BALSON ANDREW</u> (Last) (First) (Middle) <u>C/O BAIN CAPITAL INVESTORS, LLC</u> <u>JOHN HANCOCK TOWER, 200 CLARENDON STREET</u> (Street) <u>BOSTON MA 02116</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) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>05/07/2013</u>	
	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 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	05/07/2013		J ⁽⁸⁾		274,011 ⁽⁸⁾	D	\$0	1,612,513	I	See Footnotes ⁽¹⁾⁽²⁾⁽³⁾⁽⁴⁾⁽⁵⁾⁽⁶⁾⁽⁷⁾⁽⁸⁾
Common Stock	05/07/2013		S		1,595,986	D	\$81	16,527	I	See Footnotes ⁽¹⁾⁽²⁾⁽³⁾⁽⁴⁾⁽⁵⁾⁽⁶⁾⁽⁷⁾
Common Stock	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)

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					

Explanation of Responses:

- 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.
- 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.
- 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.
- 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.
- 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.
- BCI is also the managing partner of BCIP Associates-G ("BCIP-AG" and together with Fund VIII, BCIP-A, BCIP-TA, BCIP-AB and 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.
- 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.
- As described in the footnotes above, on May 7, 2013, the Bain Entities distributed an aggregate of 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.
- 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.

/s/ Andrew Balson

05/08/2013

** 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.