

BALSON ANDREW  
Form 4  
May 09, 2013

**FORM 4**

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

OMB APPROVAL

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

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
BALSON ANDREW

2. Issuer Name and Ticker or Trading Symbol  
FLEETCOR TECHNOLOGIES INC  
[FLT]

5. Relationship of Reporting Person(s) to Issuer  
  
(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction  
(Month/Day/Year)  
05/07/2013

Director  10% Owner  
 Officer (give title below)  Other (specify below)

C/O BAIN CAPITAL INVESTORS, LLC, JOHN HANCOCK TOWER, 200 CLARENDON STREET

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

BOSTON, MA 02116

(City) (State) (Zip)

**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)
Common Stock	05/07/2013		J <sup>(8)</sup>	274,011 <sup>(8)</sup>	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 <sup>(9)</sup>	16,527	D \$ 0 0	D	

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

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(9-02)

**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 Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

## Reporting Owners

**Reporting Owner Name / Address**

**Relationships**

Director    10% Owner    Officer    Other

BALSON ANDREW  
C/O BAIN CAPITAL INVESTORS, LLC  
JOHN HANCOCK TOWER, 200 CLARENDON STREET  
BOSTON, MA 02116

X

## Signatures

/s/ Andrew Balson                      05/08/2013

\_\_Signature of Reporting Person                      Date

## Explanation of Responses:

- \* 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).

- (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.

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- (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.
- 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
- (4) 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
- (5) ("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
- (6) 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.
- As described in the footnotes above, on May 7, 2013, the Bain Entities distributed an aggregate of 290,538 shares of Common Stock to
- (8) 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.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.