

FLEETCOR TECHNOLOGIES INC  
Form SC 13D/A  
September 16, 2015

SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, DC 20549

SCHEDULE 13D  
(Rule 13d-101)

UNDER THE SECURITIES EXCHANGE ACT OF 1934  
(Amendment No. 2)<sup>1</sup>

(Name of Issuer) FleetCor Technologies, Inc.  
  
(Title of Class of Securities) Common Stock, par value \$0.001 per share  
  
(CUSIP Number) 339041105

Michael J. Aiello, Esq.  
Weil, Gotshal & Manges LLP  
767 Fifth Avenue  
New York, New York 10153  
(212) 310-8000  
(Name, Address and Telephone Number of Person  
Authorized to Receive Notices and Communications)

(Date of Event Which Requires Filing of This Statement) September 9, 2015

If the filing person has previously filed a statement on Schedule 13G to report the acquisition which is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(e), 13d-1(f) or 13d-1(g), check the following box.

Note. Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Rule 13d-7 for other parties to whom copies are to be sent.

---

<sup>1</sup> The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

---

13D

1. NAME OF REPORTING PERSONS  
Ceridian LLC
2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)  (b)
3. SEC USE ONLY
4. SOURCE OF FUNDS OO  
CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS ..
5. IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e)
6. CITIZENSHIP OR PLACE OF ORGANIZATION  
Delaware
- NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH
  7. SOLE VOTING POWER -0-
  8. SHARED VOTING POWER 1,885,559 (See Item 5)
  9. SOLE DISPOSITIVE POWER -0-
  10. SHARED DISPOSITIVE POWER 1,885,559 (See Item 5)
11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
1,885,559 (See Item 5)  
CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN
12. SHARES ..
13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
(See Item 5) 2.0% (1)
14. TYPE OF REPORTING PERSON OO  
(limited liability company)

(1) Calculation based on 92,075,492 shares of Common Stock outstanding as of July 24, 2015, as reported by the Issuer in its Form 10-Q filed with the SEC on August 10, 2015.

13D

1. NAME OF REPORTING PERSONS  
Foundation Holding LLC
2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)   
(b)
3. SEC USE ONLY
4. SOURCE OF FUNDS N/A  
CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS
5. IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e)
6. CITIZENSHIP OR PLACE OF ORGANIZATION  
Delaware
- NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH
  7. SOLE VOTING POWER -0-
  8. SHARED VOTING POWER 1,885,559 (See Item 5)
  9. SOLE DISPOSITIVE POWER -0-
  10. SHARED DISPOSITIVE POWER 1,885,559 (See Item 5)
11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
1,885,559 (See Item 5)  
CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES
12. SHARES
13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
(See Item 5) 2.0% (1)
14. TYPE OF REPORTING PERSON (limited liability company) OO

(1) Calculation based on 92,075,492 shares of Common Stock outstanding as of July 24, 2015, as reported by the Issuer in its Form 10-Q filed with the SEC on August 10, 2015.

13D

1. NAME OF REPORTING PERSONS  
Ceridian Holding LLC
  2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)   
(b)
  3. SEC USE ONLY
  4. SOURCE OF FUNDS N/A  
CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS
  5. IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e)
  6. CITIZENSHIP OR PLACE OF ORGANIZATION  
Delaware
- |   |                              |                        |
|---|------------------------------|------------------------|
| NUMBER OF<br>SHARES<br>BENEFICIALLY<br>OWNED BY EACH<br>REPORTING<br>PERSON<br>WITH | 7. SOLE VOTING POWER         | -0-                    |
|   | 8. SHARED VOTING POWER       | 1,885,559 (See Item 5) |
|   | 9. SOLE DISPOSITIVE POWER    | -0-                    |
|   | 10. SHARED DISPOSITIVE POWER | 1,885,559 (See Item 5) |
11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
1,885,559 (See Item 5)  
CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN  
SHARES
  12. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW  
(11) 2.0% (1)  
(See Item 5)
  14. TYPE OF REPORTING PERSON OO  
(limited liability company)

(1) Calculation based on 92,075,492 shares of Common Stock outstanding as of July 24, 2015, as reported by the Issuer in its Form 10-Q filed with the SEC on August 10, 2015.

13D

1. NAME OF REPORTING PERSONS  
Thomas H. Lee Advisors, LLC
  2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)   
(b)
  3. SEC USE ONLY
  4. SOURCE OF FUNDS N/A  
CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS
  5. IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e)
  6. CITIZENSHIP OR PLACE OF ORGANIZATION  
Delaware
- |   |                              |                        |
|---|------------------------------|------------------------|
| NUMBER OF<br>SHARES<br>BENEFICIALLY<br>OWNED BY EACH<br>REPORTING<br>PERSON<br>WITH | 7. SOLE VOTING POWER         | -0-                    |
|   | 8. SHARED VOTING POWER       | 1,885,559 (See Item 5) |
|   | 9. SOLE DISPOSITIVE POWER    | -0-                    |
|   | 10. SHARED DISPOSITIVE POWER | 1,885,559 (See Item 5) |
11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
1,885,559 (See Item 5)  
CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN  
SHARES
  12. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW  
(11) 2.0% (1)  
(See Item 5)
  14. TYPE OF REPORTING PERSON OO  
(limited liability company)

(1) Calculation based on 92,075,492 shares of Common Stock outstanding as of July 24, 2015, as reported by the Issuer in its Form 10-Q filed with the SEC on August 10, 2015.

This Amendment No. 2 (“Amendment No. 2”) amends and supplements the statement on Schedule 13D originally filed by (1) Ceridian LLC, a Delaware limited liability company (“Ceridian”), (2) Foundation Holding LLC, a Delaware limited liability company (“Foundation”), (3) Ceridian Holding LLC, a Delaware limited liability company (“Holding”) and (4) Thomas H. Lee Advisors, LLC, a Delaware limited liability company (“Advisors”) (each individually, a “Reporting Person” and collectively, the “Reporting Persons”) on November 24, 2014, as amended by Amendment No. 1 filed on May 27, 2015 (collectively, “Schedule 13D”), with respect to shares of common stock (“Common Stock”), \$0.001 par value per share, of FleetCor Technologies, Inc., a Delaware corporation (the “Issuer” or the “Company”). Unless otherwise indicated, each capitalized term used but not defined in this Amendment No. 2 shall have the meaning assigned to such term in the Schedule 13D. Except as specifically provided herein, this Amendment No. 2 does not modify any of the information previously reported in the Schedule 13D.

Item 4. Purpose of Transaction.

Item 4 of the Schedule 13D is hereby supplemented by the following:

On a trade date of September 9, 2015, Ceridian sold 2,886,227 shares of Common Stock at \$149.51 per share in a block trade in accordance with Rule 144 under the Securities Act of 1933. The trade settled on September 15, 2015.

Item 5. Interest in Securities of the Company.

(a)-(b)

Items 5(a)-5(b) are hereby supplemented as follows. The responses of each Reporting Person to Rows (7) through (13) of its respective cover page to this Amendment No. 2 are incorporated by reference in their entirety.

After giving effect to the sale on September 15, 2015 of shares of Common Stock, as of September 15, 2015, 1,885,559 shares of Common Stock are held in an escrow account for the benefit of Ceridian (or approximately 2.0% of Common Stock (based on 92,075,492 shares of Common Stock outstanding as of July 24, 2015 as reported by the Company in its Form 10-Q filed with the SEC on August 10, 2015). On account of being Ceridian’s sole manager, Foundation may be deemed to beneficially own the 1,885,559 shares of Common Stock beneficially owned by Ceridian. Likewise, on account of being Foundation’s sole manager, Holding may be deemed to beneficially own the 1,885,559 shares of Common Stock beneficially owned by Ceridian.

(c)

Item 5(c) is hereby supplemented as follows.

Item 4 of this Amendment No. 2 is incorporated by reference in its entirety.

(e)

Item 5(e) is hereby amended and restated in its entirety, as follows.

September 15, 2015.



SIGNATURES

After reasonable inquiry and to the best of its knowledge and belief, the undersigned certifies that the information set forth in this Statement is true, complete and correct.

Dated: September 16, 2015

CERIDIAN LLC

By: /s/ Laura K. Mollet  
Name: Laura K. Mollet  
Title: Secretary

FOUNDATION HOLDING LLC

By: /s/ Laura K. Mollet  
Name: Laura K. Mollet  
Title: Secretary

CERIDIAN HOLDING LLC

By: /s/ Laura K. Mollet  
Name: Laura K. Mollet  
Title: Secretary

[Signature Page to 13D]

---

THOMAS H. LEE ADVISORS, LLC  
BY: THL HOLDCO, LLC

By: /s/ Charles P. Holden  
Name: Charles P. Holden  
Title: Managing Director

[Signature Page to 13D]