

FLEETCOR TECHNOLOGIES INC

Form 3

December 14, 2010

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

OMB
Number: 3235-0104Expires: January 31,
2005Estimated average
burden hours per
response... 0.5**INITIAL STATEMENT OF 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 *BAIN CAPITAL
INVESTORS LLC

(Last) (First) (Middle)

111 HUNTINGTON
AVENUE, A

(Street)

BOSTON, MA 02199

(City) (State) (Zip)

2. Date of Event Requiring
Statement(Month/Day/Year)
12/14/20103. Issuer Name and Ticker or Trading Symbol
FLEETCOR TECHNOLOGIES INC [FLT]4. Relationship of Reporting
Person(s) to Issuer

(Check all applicable)

☐ Director ☒ 10% Owner
☐ Officer ☐ Other
(give title below) (specify below)5. 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**Table I - Non-Derivative Securities Beneficially Owned**1. Title of Security
(Instr. 4)2. Amount of Securities
Beneficially Owned
(Instr. 4)3. Ownership
Form:
Direct (D)
or Indirect
(I)
(Instr. 5)4. Nature of Indirect Beneficial
Ownership
(Instr. 5)Reminder: Report on a separate line for each class of securities beneficially
owned directly or indirectly.

SEC 1473 (7-02)

**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 control number.****Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**1. Title of Derivative Security
(Instr. 4)2. Date Exercisable and
Expiration Date
(Month/Day/Year)Date
ExercisableExpiration
Date3. Title and Amount of
Securities Underlying
Derivative Security
(Instr. 4)

Title

Amount or
Number of4. Conversion
or Exercise
Price of
Derivative
Security5. Ownership
Form of
Derivative
Security:
Direct (D)6. Nature of Indirect
Beneficial Ownership
(Instr. 5)

				Shares		or Indirect (I) (Instr. 5)	
Series D-4 Convertible Preferred Stock	Â (7)	Â (7)	Common Stock	5,711,539	\$ (7)	I	See footnotes (1) (2) (3) (4) (5) (6)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BAIN CAPITAL INVESTORS LLC 111 HUNTINGTON AVENUE BOSTON,Â MAÂ 02199	Â	Â X	Â	Â
BAIN CAPITAL PARTNERS VIII, L.P. C/O BAIN CAPITAL INVESTORS, LLC 111 HUNTINGTON AVENUE BOSTON,Â MAÂ 02199	Â	Â X	Â	Â
BAIN CAPITAL FUND VIII, L.P. C/O BAIN CAPITAL INVESTORS, LLC 111 HUNTINGTON AVENUE BOSTON,Â MAÂ 02199	Â	Â X	Â	Â
Bain Capital Fund VIII, LLC C/O BAIN CAPITAL INVESTORS, LLC 111 HUNTINGTON AVENUE BOSTON,Â MAÂ 02199	Â	Â X	Â	Â
BCIP Associates III C/O BAIN CAPITAL INVESTORS, LLC 111 HUNTINGTON AVENUE BOSTON,Â MAÂ 02199	Â	Â X	Â	Â
BCIP Associates III, LLC C/O BAIN CAPITAL INVESTORS, LLC 111 HUNTINGTON AVENUE BOSTON,Â MAÂ 02199	Â	Â X	Â	Â
BCIP Trust Associates III C/O BAIN CAPITAL INVESTORS, LLC 111 HUNTINGTON AVENUE BOSTON,Â MAÂ 02199	Â	Â X	Â	Â
BCIP T Associates III, LLC C/O BAIN CAPITAL INVESTORS, LLC 111 HUNTINGTON AVENUE BOSTON,Â MAÂ 02199	Â	Â X	Â	Â
BCIP Associates III-B C/O BAIN CAPITAL INVESTORS, LLC 111 HUNTINGTON AVENUE BOSTON,Â MAÂ 02199	Â	Â X	Â	Â

BCIP Associates III-B, LLC
C/O BAIN CAPITAL INVESTORS, LLC
111 HUNTINGTON AVENUE
BOSTON, MA 02199

Signatures

/s/ Bain Capital Investors, LLC by Andrew Balson, Managing
Director

12/14/2010

Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, see Instruction 5(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).

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 and 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.

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.

BCI is also the managing partner of BCIP Trust Associates III ("BCIP-TA"), which is the sole member 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.

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.

BCI is also the managing partner of BCIP Trust Associates III-B ("BCIP-TAB"), which is the sole manager of BCIP T 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.

BCI is also the managing partner of BCIP Associates-G ("BCIP-AG"). 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.

The Issuer's preferred stock reported herein is convertible at any time by the holder and has no expiration date, but is subject to mandatory conversion upon certain events. Each share of preferred stock reported herein is convertible into 2.5 shares of the Issuer's common stock (subject to certain adjustments) and will automatically convert into 2.5 shares of the Issuer's common stock upon the closing of the Issuer's initial public offering.

^

Remarks:

Remarks:

One of Two forms.

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.