

FLEETCOR TECHNOLOGIES INC

Form SC 13G/A

February 14, 2014

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

SCHEDULE 13G/A
(Rule 13d-102)

Information Statement Pursuant to Rules 13d-1 and 13d-2
Under the Securities Exchange Act of 1934
(Amendment No. 4)*

FleetCor Technologies, Inc.
(Name of Issuer)

Common Stock, par value \$0.001 per share
(Title of Class of Securities)

339041105
(CUSIP Number)

December 31, 2013
(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to
which this schedule is filed:

Rule 13d-1(b)

Rule 13d-1(c)

Rule 13d-1(d)

*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).

CUSIP No. 339041105

13G/A

Page 2 of 12 Pages

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1.

NAME OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

BCIP Associates III, LLC
EIN No.: 20-1330342

2.

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a)
(b)

3.

SEC USE ONLY

4.

CITIZENSHIP OR PLACE OF ORGANIZATION
Delaware

NUMBER OF SHARES BENEFICIALLY OWNED BY
EACH REPORTING PERSON WITH:

5.

SOLE VOTING POWER

0 Shares

6.

SHARED VOTING POWER

0

7.

SOLE DISPOSITIVE POWER

0 Shares

8.

SHARED DISPOSITIVE POWER

0

9.

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

0 Shares

10.

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES

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CERTAIN SHARES

11.

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

0%

12.

TYPE OF REPORTING PERSON
PN

CUSIP No. 339041105

13G/A

Page 3 of 12 Pages

1.

NAME OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

BCIP Trust Associates III
EIN No.: 01-0598368

2.

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a) []

(b) []

3.

SEC USE ONLY

4.

CITIZENSHIP OR PLACE OF ORGANIZATION
Delaware

NUMBER OF SHARES BENEFICIALLY OWNED BY
EACH REPORTING PERSON WITH:

5.

SOLE VOTING POWER

0 Shares

6.

SHARED VOTING POWER

0

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7.

SOLE DISPOSITIVE POWER

0 Shares

8.

SHARED DISPOSITIVE POWER

0

9.

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

0 Shares

10.

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

11.

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

0 %

12.

TYPE OF REPORTING PERSON
PN

CUSIP No. 339041105

13G/A

Page 4 of 12 Pages

1.

NAME OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

BCIP Associates III-B, LLC
EIN No.:

2.

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*
(a)
(b)

3.

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SEC USE ONLY

4.

CITIZENSHIP OR PLACE OF ORGANIZATION
Delaware

NUMBER OF SHARES BENEFICIALLY OWNED BY
EACH REPORTING PERSON WITH:

5.

SOLE VOTING POWER

0 Shares

6.

SHARED VOTING POWER

0

7.

SOLE DISPOSITIVE POWER

0 Shares

8.

SHARED DISPOSITIVE POWER

0

9.

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

0 Shares

10.

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES
CERTAIN SHARES

11.

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

0 %

12.

TYPE OF REPORTING PERSON
PN

CUSIP No. 339041105

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13G/A

Page 5 of 12 Pages

13.

NAME OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

BCIP Trust Associates III-B
EIN No.: 01-0624013

14.

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a) []
(b) []

15.

SEC USE ONLY

16.

CITIZENSHIP OR PLACE OF ORGANIZATION
Delaware

NUMBER OF SHARES BENEFICIALLY OWNED BY
EACH REPORTING PERSON WITH:

17.

SOLE VOTING POWER

0 Shares

18.

SHARED VOTING POWER

0

19.

SOLE DISPOSITIVE POWER

0 Shares

20.

SHARED DISPOSITIVE POWER

0

21.

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

0 Shares

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22.

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

23.

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

0%

24.

TYPE OF REPORTING PERSON
PN

CUSIP No. 339041105

13G/A

Page 6 of 12 Pages

25.

NAME OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Bain Capital Fund VIII, LLC
EIN No.: 98-0425021

26.

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) []
(b) []

27.

SEC USE ONLY

28.

CITIZENSHIP OR PLACE OF ORGANIZATION
Delaware

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:

29.

SOLE VOTING POWER

0 Shares

30.

SHARED VOTING POWER

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0

31.

SOLE DISPOSITIVE POWER

0 Shares

32.

SHARED DISPOSITIVE POWER

0

33.

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

0 Shares

34.

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

35.

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

0%

36.

TYPE OF REPORTING PERSON
PN

CUSIP No. 339041105

13G/A

Page 7 of 12 Pages

37.

NAME OF REPORTING PERSON

S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

BCIP Associates - G
EIN No.: 20-2194543

38.

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a) []

(b) []

39.

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40.

CITIZENSHIP OR PLACE OF ORGANIZATION
Delaware

NUMBER OF SHARES BENEFICIALLY OWNED BY
EACH REPORTING PERSON WITH:

41.

SOLE VOTING POWER

0 Shares

42.

SHARED VOTING POWER

0

43.

SOLE DISPOSITIVE POWER

0 Shares

44.

SHARED DISPOSITIVE POWER

0

45.

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

0 Shares

46.

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES
CERTAIN SHARES

47.

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) less than

0%

48.

TYPE OF REPORTING PERSON
PN

Item 1(a). Name of Issuer

The name of the issuer to which this filing on
Schedule 13G/A relates is FleetCor Technologies,
Inc. (the "Company").

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Item 1(b). Address of Issuer's Principal Executive Offices

The principal executive offices of the Company are located at 655 Engineering Drive, Suite 300, Norcross, GA, 30092-2830.

Item 2(a). Name of Person Filing

This statement is being filed on behalf of the following (collectively, the "Reporting Persons"):

- (1) BCIP Associates III, LLC, a Delaware limited liability company ("BCIP III LLC"),
- (2) BCIP Trust Associates III, a Cayman Islands partnership ("BCIP Trust III"),
- (3) BCIP Associates III-B, LLC, a Delaware limited liability company ("BCIP III-B LLC"),
- (4) BCIP Trust Associates III-B, a Cayman Islands partnership ("BCIP Trust III-B"),
- (5) Bain Capital Fund VIII, LLC, a Delaware limited liability company ("Fund VIII"),
- (6) BCIP Associates - G, a Delaware general partnership ("BCIP G").

BCIP Associates III, a Cayman Islands partnership ("BCIP III") is the manager and sole member of BCIP III LLC. Bain Capital Investors, LLC, a Delaware limited liability company ("BCI") is the managing partner of BCIP III. BCI is the managing partner of BCIP Trust III. BCIP Associates III-B, a Cayman Islands Partnership ("BCIP III-B") is the manager and sole member of BCIP III-B LLC. BCI is the manager and sole member of BCIP III-B. BCI is the managing partner of BCIP Trust III-B. Bain Capital Fund VIII, L.P., a Cayman Islands Partnership ("BCF VIII") is the sole member of Fund VIII. Bain Capital Partners VIII, L.P., a Cayman Islands partnership ("Partners VIII") is the general partner of BCF VIII. BCI is the general partner of Partners VIII. BCI is the managing partner of BCIP G.

The Reporting Persons have entered into a Joint Filing Agreement, dated February 14, 2014, pursuant to which the Reporting Persons have agreed to file this statement jointly in accordance with the provisions of Rule 13d-1(k) (1) under the Securities Exchange Act of 1934.

Item 2(b). Address of Principal Business Office or, if none, Residence

The principal business address of each of the Reporting Persons, BCIP III, BCI, BCIP III-B, BCF VIII, and Partners VIII is John Hancock Tower, 200 Clarendon Street, Boston MA 02116.

Item 2(c). Citizenship

Each of BCIP III LLC, BCIP III-B LLC, Fund VIII, BCIP G, and BCI is organized under the laws of the State of Delaware. Each of BCIP Trust III, BCIP Trust III-B, BCIP III, BCIP III-B, BCF VIII, Partners VIII, is organized under the laws of the Cayman Islands.

Item 2(d). Title of Class of Securities

The class of equity securities of the Company to which this filing on Schedule 13G/A relates is Common

Stock, par value \$0.001 per share ("Common Stock").

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Item 2(e). CUSIP Number

The CUSIP number of the Company's Common Stock is 339041105.

Item 3. If this statement is filed pursuant to Sections 240.13d-1(b) or 240.13d-2(b) or (c), check whether the person filing is a: Not applicable.

- (a) Broker or dealer registered under section 15 of the Act (15 U.S.C. 78o).
- (b) Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 73c).
- (c) Insurance company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c).
- (d) Investment company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8).
- (e) An investment adviser in accordance with Section 13d-1(b)(1)(ii)(E).
- (f) An employee benefit plan or endowment fund in accordance with Section 240.13d-1(b)(1)(ii)(F).
- (g) A parent holding company or control person in accordance with Section 240.13d-1(b)(1)(ii)(G).
- (h) A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813).
- (i) A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3).
- (j) Group, in accordance with Section 240.13d-1(b)(1)(ii)(J).

If this statement is filed pursuant to Section 240.13d-1(c), check this box.

Item 4. Ownership

Item 4(a). Amount beneficially owned

This Schedule 13G/A is being filed on behalf of the Reporting Persons. The Reporting Persons hold 0 shares of Common Stock of the Company, representing, in the aggregate, 0% of the Company's Common Stock.

Item 4(b). Percent of Class

See Item 4(a) hereof.

Item 4(c). Number of shares as to which such person has:

(i) sole power to vote or to direct the vote:

BCIP III LLC	0
BCIP Trust III	0
BCIP III-B	0
BCIP Trust III-B	0
Fund VIII	0
BCIP G	0

(ii) shared power to vote or to direct the vote: 0

(iii) sole power to dispose or to direct the disposition of:

BCIP III LLC	0
BCIP Trust III	0
BCIP III-B	0
BCIP Trust III-B	0
Fund VIII	0
BCIP G	0

(iv) shared power to dispose or to direct the disposition of: 0

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Item 5. Ownership of Five Percent or Less of a Class

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following: X

Item 6. Ownership of More than Five Percent on Behalf of Another Person
Not Applicable.

Item 7. Identification and Classification of the Subsidiary which Acquired the Security Being Reported on by the Parent Holding Company:

Not Applicable.

Item 8. Identification and Classification of Members of the Group

Not Applicable.

Item 9. Notice of Dissolution of Group

Not Applicable.

Item 10. Certification

Not Applicable

SIGNATURES

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

Dated: February 14, 2014

BCIP ASSOCIATES III, LLC
By BCIP Associates III,
its sole member
By Bain Capital Investors, LLC,
its managing partner

BCIP TRUST ASSOCIATES III

By Bain Capital Investors, LLC,
its managing partner

BCIP ASSOCIATES III-B, LLC
By BCIP Associates III-B,
its sole member
By Bain Capital Investors, LLC,
its managing partner

BCIP TRUST ASSOCIATES III-B

By Bain Capital Investors, LLC,
its managing partner

BAIN CAPITAL FUND VIII, LLC

By Bain Capital Fund VIII, LP,
its member
By Bain Capital Partners VIII, L.P.,

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its general partner
By: Bain Capital Investors, LLC,
its general partner

BCIP ASSOCIATES-G

By Bain Capital Investors, LLC,
its managing partner

By: /s/ Michael D. Ward
Michael D. Ward
Managing Director

Exhibit A

Agreement Regarding the Joint Filing of Schedule 13G/A

The undersigned hereby agree as follows:

(i) Each of them is individually eligible to use the Schedule 13G/A to which this Exhibit is attached, and such Schedule 13G/A is filed on behalf of each of them; and

(ii) Each of them is responsible for the timely filing of such Schedule 13G/A and any amendments thereto, and for the completeness and accuracy of the information concerning such person contained therein; but none of them is responsible for the completeness or accuracy of the information concerning the other persons making the filing, unless such person knows or has reason to believe that such information is inaccurate.

Dated: February 14, 2014

BCIP ASSOCIATES III, LLC
By BCIP Associates III,
its sole member
By Bain Capital Investors, LLC,
its managing partner

BCIP TRUST ASSOCIATES III

By Bain Capital Investors, LLC,
its managing partner

BCIP ASSOCIATES III-B, LLC
By BCIP Associates III-B,
its sole member
By Bain Capital Investors, LLC,
its managing partner

BCIP TRUST ASSOCIATES III-B

By Bain Capital Investors, LLC,

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its managing partner

BAIN CAPITAL FUND VIII, LLC

By Bain Capital Fund VIII, LP,
its member
By Bain Capital Partners VIII, L.P.,
its general partner
By: Bain Capital Investors, LLC,
its general partner

BCIP ASSOCIATES-G

By Bain Capital Investors, LLC,
its managing partner

By: /s/ Michael D. Ward
Michael D. Ward
Managing Director

Page 16 of 14 Pages

3