

Clarke Ronald
Form 3/A
December 14, 2010

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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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 *

Â Clarke Ronald
(Last) (First) (Middle)

655 ENGINEERING
DRIVE,Â SUITE 300

(Street)

NORCROSS,Â GAÂ 30092

(City) (State) (Zip)

1. Title of Security
(Instr. 4)

Common Stock

2. Date of Event Requiring
Statement

(Month/Day/Year)
12/14/2010

3. 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)
CEO & President

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

12/14/2010

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

2. Amount of Securities
Beneficially Owned
(Instr. 4)

2,807,692 ⁽¹⁾

3. Ownership
Form:
Direct (D)
or Indirect
(I)
(Instr. 5)

D Â

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)

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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)

3. Title and Amount of
Securities Underlying
Derivative Security
(Instr. 4)
Title

4. Conversion
or Exercise
Price of
Derivative
Security

5. Ownership
Form of
Derivative
Security:
Direct (D)

6. Nature of Indirect
Beneficial
Ownership
(Instr. 5)

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	Date Exercisable	Expiration Date		Amount or Number of Shares		or Indirect (I) (Instr. 5)	
Employee Stock Options	01/03/2009	01/03/2015	Common Stock	833,332	\$ 2.308	D	Â
Employee Stock Options	11/07/2009	11/07/2015	Common Stock	500,000	\$ 5.2	D	Â
Employee Stock Options	Â (2)	06/17/2019	Common Stock	750,000	\$ 10	D	Â
Preferred Stock	Â (3)	Â (3)	Common Stock	254,807	\$ (3)	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Clarke Ronald 655 ENGINEERING DRIVE SUITE 300 NORCROSS, GA 30092	Â X	Â	Â CEO & President	Â

Signatures

/s/ Sean Bowen,
under POA

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).
 - (1) Includes 1,125,000 shares of restricted stock that vested upon the issuer's initial public offering. Quantity of Reporting Person's restricted shares that vested on the occurrence of the issuer's initial public offering was based upon the initial public offering price. The 125,000 share reduction reflected herein from amount indicated on the original Form 3 is based upon the \$23 offering price being at a threshold below what was required for that additional award. Amount previously reported was in error.
 - (2) Option vested as to 337,500 shares; option for remaining shares will vest as follows: on June 17, 2011 as to 168,750 shares, on June 17, 2012 as to 168,750 shares and on June 17, 2013 as to 75,000 shares.
 - (3) Immediately prior to the closing of the issuer's initial public offering, all of issuer's outstanding preferred stock will be converted into issuer common stock in accordance with the terms disclosed in the issuer's Registration Statement dated December 14, 2010.

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.