

Clarke Ronald  
Form 3/A  
December 22, 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 *		2. Date of Event Requiring Statement	3. Issuer Name <b>and</b> Ticker or Trading Symbol	
Â Clarke Ronald		(Month/Day/Year)	FLEETCOR TECHNOLOGIES INC [FLT]	
(Last)	(First)	(Middle)	12/14/2010	
655 ENGINEERING DRIVE,Â SUITE 300			4. Relationship of Reporting Person(s) to Issuer	5. If Amendment, Date Original Filed(Month/Day/Year)
(Street)			(Check all applicable)	12/14/2010
NORCROSS,Â GAÂ 30092			<input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner	6. Individual or Joint/Group Filing(Check Applicable Line)
(City)	(State)	(Zip)	<input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other	<input checked="" type="checkbox"/> Form filed by One Reporting Person
			(give title below) (specify below)	<input type="checkbox"/> Form filed by More than One Reporting Person
			CEO & President	

**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)
Common Stock	3,641,026 <sup>(1)</sup> <sup>(2)</sup>	D	Â

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

SEC 1473 (7-02)

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**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)	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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## Edgar Filing: Clarke Ronald - Form 3/A

	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 (3)	06/17/2009	Common Stock	750,000	\$ 10	D	Â
Preferred Stock	Â (4)	Â (4)	Common Stock	254,807	\$ (4)	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 Power of Attorney 12/21/2010

\_\_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 price of the shares at the initial public offering. The 125,000 share reduction indicated on the Form 3/A filed on December 14, 2010 was based upon the \$23 offering price being at a threshold below what was required for the 125,000 share additional award of restricted stock. Additionally, both the original Form 3 and Form 3/A failed to include an award by the board just prior to SEC effectiveness of 833,334 shares of restricted stock subject to the vesting conditions set forth in the next footnote.

(2) The 833,334 shares of restricted stock will vest as follows: as to 416,667 shares, 20% of the shares will vest on each of July 1, 2011, 2012, 2013, 2014 and 2015; and, as to the performance-based award of 416,667 shares, 20% of which will vest upon the Issuer's common stock reaching, for a 30 day period, each of 1.25, 1.50, and 1.75 times the initial public offering price (for a total of 60%) and 40% of which will vest upon the Issuer's common stock reaching for a 30 day trading period, 2.00 times the public offering price.

(3) 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.

(4) 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.

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