SEC Form 4

FORM 4

☐ Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* Freund Charles Richard	2. Issuer Name **and** Ticker or Trading Symbol FLEETCOR TECHNOLOGIES INC [FLT]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)

(Last)	(First)	(Middle)
3280 PEACHTREE ROAD		
SUITE 2400		

3. Date of Earliest Transaction (Month/Day/Year)
03/27/2021

	Director	10% Owner
X	Officer (give title below)	Other (specify below)

Chief Financial Officer

(Street)

ATLANTA	GA	30305
(City)	(State)	(Zip)

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

6. Individual or Joint/Group Filing (Check Applicable Line)

X	Form filed by One Reporting Person
	Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock[1]	03/27/2021		A		2,124	A	$0.00	21,302	D	
Common Stock[2]	01/25/2022		A		6,571	A	$0.00	27,873	D	
Common Stock[3]	01/25/2022		F		940	D	$225.45	26,933	D	

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Employee Stock Options[4]	$225.45	01/24/2022		A		36,704		01/24/2023	01/24/2032	Common Stock	36,704	$225.45	36,704	D	

Explanation of Responses:

1. A restricted stock award that became subject to time-based vesting upon achievement of performance criteria as of reported transaction date, but omitted as a result of administrative oversight. Restricted stock award vests ratably (50%) on each of March 27, 2022 and 2023.

2. Performance-based restricted stock vested as to 3,045 shares; remaining restricted stock will vest ratably on each of January 25, 2023 and 2024.

3. Payment of tax liability by withholding securities incident to the vesting of a security issued in accordance with Rule 16b-3

4. Options vest ratably (25%) annually on each January 24, 2023, 2024, 2025 and 2026.

Remarks:

/s/ Crystal Williams, under power of attorney	02/11/2022
** Signature of Reporting Person	Date

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

* If the form is filed by more than one reporting person, *see* Instruction 4 (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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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 Number.