

FLEETCOR TECHNOLOGIES INC
 Form 4
 May 16, 2013

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN 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 *
 SUMMIT PARTNERS L P

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)
 222 BERKELEY STREET, 18TH FLOOR
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 05/14/2013

____ Director
 ____ Officer (give title below) 10% Owner
 ____ Other (specify below)
 Manager of GP of 10% Owner

BOSTON, MA 02116

4. 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

(City) (State) (Zip)

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| Common Stock | 05/14/2013 | | S | (A) or (D) | Amount 2,500,000 (1) Price \$ 82.38 | 6,132,156 (2) I | See remarks. |

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

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SEC 1474 (9-02)

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

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| 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 Underlying Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|----------------------------|
| | Director | 10% Owner | Officer | Other |
| SUMMIT PARTNERS L P 222 BERKELEY STREET 18TH FLOOR BOSTON, MA 02116 | | | | Manager of GP of 10% Owner |
| STAMPS WOODSUM & CO IV 222 BERKELEY STREET 18TH FLOOR BOSTON, MA 02116 | | | | Indirect GP of 10% Owner |
| Summit Investors Management, LLC 222 BERKELEY STREET, 18TH FLOOR BOSTON, MA 02116 | | | | Manager of GP of 10% Owner |
| Summit Partners PE VII, L.P. 222 BERKELEY STREET 18TH FLOOR BOSTON, MA 02116 | | | | GP of 10% Owner |
| Summit Partners PE VII, LLC 222 BERKELEY STREET 18TH FLOOR BOSTON, MA 02116 | | | | Indirect GP of 10% Owner |
| SUMMIT PARTNERS SD II LLC 222 BERKELEY STREET 18TH FLOOR BOSTON, MA 02116 | | | | GP of 10% Owner |
| SUMMIT PARTNERS VI GP LP 222 BERKELEY STREET 18TH FLOOR BOSTON, MA 02116 | | | | GP of 10% Owner |

SUMMIT PARTNERS VI GP LLC
 222 BERKELEY STREET
 18TH FLOOR
 BOSTON, MA 02116

Indirect GP of 10% Owner

MANNION MARTIN J
 C/O SUMMIT PARTNERS
 222 BERKELEY STREET, 18TH FLOOR
 BOSTON, MA 02116

Manager of GP of 10% owner

Signatures

Summit Partners, L.P., by Summit Master Company, LLC, its General Partner, by Robin W. Devereux, POA for Joseph F. Trustey, Member 05/16/2013

__Signature of Reporting Person Date

Stamps, Woodsum & Co. IV, by Summit Partners, L.P., its Manager, by Summit Master Company, LLC, its General Partner, by Robin W. Devereux, Power of Attorney for Joseph F. Trustey, Member 05/16/2013

__Signature of Reporting Person Date

Summit Investors Management, LLC, by Summit Partners, L.P., its Managing Member, by Summit Master Company, LLC, its General Partner, by Robin W. Devereux, POA for Joseph Trustey, Member 05/16/2013

__Signature of Reporting Person Date

Summit Partners PE VII, L.P., by Summit Partners PE VII, LLC, its General Partner, by Summit Partners, L.P., its Manager, by Summit Master Company, LLC, its General Partner, by Robin W. Devereux, POA for Joseph Trustey, Member 05/16/2013

__Signature of Reporting Person Date

Summit Partners PE VII, LLC, by Summit Partners, L.P., its Manager, by Summit Master Company, LLC, its General Partner, by Robin W. Devereux, POA for Joseph Trustey, Member 05/16/2013

__Signature of Reporting Person Date

Summit Partners SD II, LLC, by Stamps, Woodsum & Co. IV, its General Partner, by Summit Partners, L.P., its Manager, by Summit Master Company, LLC, its General Partner, by Robin W. Devereux, Power of Attorney for Joseph F. Trustey, Member 05/16/2013

__Signature of Reporting Person Date

Summit Partners VI (GP), L.P., by Summit Partners VI (GP), LLC, its General Partner, by Summit Partners L.P., its Manager, by Summit Master Company, LLC, its General Partner, by Robin W. Devereux, Power of Attorney for Joseph F. Trustey, Member 05/16/2013

__Signature of Reporting Person Date

Summit Partners VI (GP), LLC, by Summit Partners, L.P., its Manager, by Summit Master Company, LLC, its General Partner, by Robin W. Devereux, Power of Attorney for Joseph F. Trustey, Member 05/16/2013

__Signature of Reporting Person Date

Robin W. Devereux, POA for Martin J. Mannion 05/16/2013

__Signature of Reporting Person Date

Explanation of Responses:

- * 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).
- Represents shares sold by the following entities: 1,420,597 shares of common stock sold by Summit Ventures VI-A, L.P., 592,446 shares of common stock sold by Summit Ventures VI-B, L.P., 29,544 shares of common stock sold by Summit VI Advisors Fund, L.P., 45,361 shares of common stock sold by Summit VI Entrepreneurs Fund, L.P., 11,895 shares of common stock sold by Summit
- (1) Investors VI, L.P., 36,782 shares of common stock sold by Summit Subordinated Debt Fund II, L.P., 226,124 shares of common stock sold by Summit Partners Private Equity Fund VII-A, L.P., 135,814 shares of common stock sold by Summit Partners Private Equity Fund VII-B, L.P., 1,301 shares of common stock sold by Summit Investors I, LLC and 136 shares of common stock sold by Summit Investors I (UK), L.P.
- Represents shares held by the following entities: 3,484,530 shares of common stock held by Summit Ventures VI-A, L.P., 1,453,188 shares of common stock held by Summit Ventures VI-B, L.P., 72,469 shares of common stock held by Summit VI Advisors Fund, L.P., 111,263 shares of common stock held by Summit VI Entrepreneurs Fund, L.P., 29,176 shares of common stock held by Summit
- (2) Investors VI, L.P., 90,220 shares of common stock held by Summit Subordinated Debt Fund II, L.P., 554,652 shares of common stock held by Summit Partners Private Equity Fund VII-A, L.P., 333,132 shares of common stock held by Summit Partners Private Equity Fund VII-B, L.P., 3,191 shares of common stock held by Summit Investors I, LLC and 335 shares of common stock held by Summit Investors I (UK), L.P.

Remarks:

The entities mentioned in Footnotes 1 and 2 are collectively referred to as the "Summit Entities." Summit Partners, L.P. is (i)

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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