

FLEETCOR TECHNOLOGIES INC
 Form 4
 September 12, 2013

FORM 4

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

OMB APPROVAL

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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 VENTURES VI-A LP

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

3. Date of Earliest Transaction (Month/Day/Year)
 09/10/2013

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

(Street)
 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
 ___X___ 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 | 09/10/2013 | | S | (A) or (D) D | \$ 2,000,000 104.86 (2) | D | |

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

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 control number.

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 |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | | Title | Amount or Number of Shares |
|--|---------------|-----------|---------|-------|-------|----------------------------|
| | Director | 10% Owner | Officer | Other | | |
| SUMMIT VENTURES VI-A LP 222 BERKELEY STREET 18TH FLOOR BOSTON, MA 02116 | | X | | | | |
| SUMMIT VENTURES VI-B LP 222 BERKELEY STREET 18TH FLOOR BOSTON, MA 02116 | | X | | | | |
| SUMMIT VI ADVISORS FUND LP C/O SUMMIT PARTNERS 222 BERKELEY STREET, 18TH FLORR BOSTON, MA 02116 | | X | | | | |
| SUMMIT VI ENTREPRENEURS FUND LP C/O SUMMIT PARTNERS 222 BERKELEY STREET, 18TH FLOOR BOSTON, MA 02116 | | X | | | | |
| SUMMIT INVESTORS VI LP C/O SUMMIT PARTNERS 222 BERKELEY STREET, 18TH FLOOR BOSTON, MA 02116 | | X | | | | |
| SUMMIT SUBORDINATED DEBT FUND II L P C/O SUMMIT PARTNERS 222 BERKELEY STREET, 18TH FLOOR BOSTON, MA 02116 | | X | | | | |
| Summit Partners Private Equity Fund VII-A, L.P. 222 BERKELEY STREET 18TH FLOOR | | X | | | | |

BOSTON, MA 02116

Summit Partners Private Equity Fund VII B L P

222 BERKELEY STREET

18TH FLOOR

X

BOSTON, MA 02116

Summit Investors I, LLC

222 BERKELEY STREET, 18TH FLOOR

BOSTON, MA 02116

X

Summit Investors I (UK), L.P.

222 BERKELEY STREET, 18TH FLOOR

BOSTON, MA 02116

X

Signatures

Summit Ventures VI-A, L.P., by Summit Partners VI (GP), L.P., its GP, by Summit Partners VI (GP), LLC, its GP, by Summit Partners, L.P., its Manager, by Summit Master Company, LLC, its GP, by Robin W. Devereux, POA for Joseph F. Trustey, Member

09/12/2013

__Signature of Reporting Person

Date

Summit Ventures VI-B, L.P., by Summit Partners VI (GP), L.P., Its GP, by Summit Partners VI (GP), LLC, Its GP, by Summit Partners, L.P., its Manager, by Summit Master Company, LLC, its GP, by Robin W. Devereux, POA for Joseph F. Trustey, Member

09/12/2013

__Signature of Reporting Person

Date

Summit VI Advisors Fund, L.P., by Summit Partners VI (GP), L.P., its GP, by Summit Partners VI (GP), LLC, its GP, by Summit Partners, L.P., its Manager, by Summit Master Company, LLC, its GP, by Robin W. Devereux, POA for Joseph F. Trustey, Member

09/12/2013

__Signature of Reporting Person

Date

Summit VI Entrepreneurs Fund, L.P., by Summit Partners VI (GP), L.P., its GP, by Summit Partners VI (GP), LLC, its GP, by Summit Partners, L.P., its Manager, by Summit Master Company, LLC, its GP, by Robin W. Devereux, POA for Joseph F. Trustey, Member

09/12/2013

__Signature of Reporting Person

Date

Summit Investors VI, L.P., by Summit Partners VI (GP), L.P., its GP, by Summit Partners VI (GP), LLC, its GP, by Summit Partners, L.P., its Manager, by Summit Master Company, LLC, its GP, by Robin W. Devereux, POA for Joseph F. Trustey, Member

09/12/2013

__Signature of Reporting Person

Date

Summit Subordinated Debt Fund II, L.P., by Summit Partners Subordinated Debt II, LLC, its GP, by Stamps, Woodsum & Company IV, its GP, by Summit Partners, L.P., its GP, by Summit Master Company, LLC, its GP, by Robin W. Devereux, POA for Joseph

09/12/2013

__Signature of Reporting Person

Date

Summit Partners Private Equity Fund VII-A, L.P., by Summit Partners PE VII, L.P., its GP, by Summit Partners PE VII, LLC, its GP, by Summit Partners, L.P., its GP, by Summit Master Company, LLC, its GP, by Robin W. Devereux, POA for Joseph Trustey, Member

09/12/2013

__Signature of Reporting Person

Date

Summit Partners Private Equity Fund VII-B, L.P., by Summit Partners PE VII, L.P., its GP, by Summit Partners PE VII, LLC, its GP, by Summit Partners, L.P., its GP, by Summit Master Company, LLC, its GP, by Robin W. Devereux, POA for Joseph Trustey, Member

09/12/2013

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__Signature of Reporting Person

Date

Summit Investors I, LLC, by Summit Investors Management, LLC, its Manager, by Summit Partners, L.P., its Managing Member, by Summit Master Company, LLC, its general partner, by Robin W. Devereux, POA for Joseph F. Trustey, Member

09/12/2013

__Signature of Reporting Person

Date

Summit Investors I (UK), L.P., by Summit Investors Management, LLC, its General Partner, by Summit Partners, L.P., its Managing Member, by Summit Master Company, its General Partner, by Robin W. Devereux, POA for Joseph F. Trustey, Member

09/12/2013

__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: 1,136,477 shares of common stock sold by Summit Ventures VI-A, L.P., 473,957 shares of common stock sold by Summit Ventures VI-B, L.P., 23,636 shares of common stock sold by Summit VI Advisors Fund, L.P., 36,288 shares of common stock sold by Summit VI Entrepreneurs Fund, L.P., 9,516 shares of common stock sold by Summit Investors VI, L.P., 29,425 shares of common stock sold by Summit Subordinated Debt Fund II, L.P., 180,900 shares of common stock sold by Summit Partners Private Equity Fund VII-A, L.P., 108,651 shares of common stock sold by Summit Partners Private Equity Fund VII-B, L.P., 1,041 shares of common stock sold by Summit Investors I, LLC and 109 shares of common stock sold by Summit Investors I (UK), L.P.

(1) Represents shares held by the following entities: 2,348,053 shares of common stock held by Summit Ventures VI-A, L.P., 979,231 shares of common stock held by Summit Ventures VI-B, L.P., 48,833 shares of common stock held by Summit VI Advisors Fund, L.P., 74,975 shares of common stock held by Summit VI Entrepreneurs Fund, L.P., 19,660 shares of common stock held by Summit Investors VI, L.P., 60,795 shares of common stock held by Summit Subordinated Debt Fund II, L.P., 373,752 shares of common stock held by Summit Partners Private Equity Fund VII-A, L.P., 224,481 shares of common stock held by Summit Partners Private Equity Fund VII-B, L.P., 2,150 shares of common stock held by Summit Investors I, LLC and 226 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 Entites." Each of the Summit Entities c

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.