

FLEETCOR TECHNOLOGIES INC
 Form 4
 March 14, 2012

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)
 03/13/2012

____ Director
 ____ Officer (give title below)
 10% Owner
 ____ 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
 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 | 03/13/2012 | | S | V Amount 4,000,000 (1) | (A) or (D) Price \$ 36.02 (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. Number of Derivative Securities Owned Following Transaction (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|

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 INVESTORS VI LP 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 BOSTON, MA 02116 | | X | | | | |
| Summit Investors I (UK), L.P. 222 BERKELEY STREET, 18TH FLOOR BOSTON, MA 02116 | | X | | | | |
| Summit Investors I, LLC 222 BERKELEY STREET, 18TH FLOOR BOSTON, MA 02116 | | X | | | | |
| SUMMIT VENTURES VI-B LP 222 BERKELEY STREET 18TH FLOOR BOSTON, MA 02116 | | X | | | | |
| | | X | | | | |

SUMMIT VI ADVISORS FUND LP
 C/O SUMMIT PARTNERS
 222 BERKELEY STREET, 18TH FLORR
 BOSTON, MA 02116

SUMMIT VI ENTREPRENEURS FUND LP
 C/O SUMMIT PARTNERS
 222 BERKELEY STREET, 18TH FLOOR
 BOSTON, MA 02116

X

Summit Partners Private Equity Fund VII B 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 GP, by Summit Master Company, LLC, its GP, by Robin W. Devereux, Power of Attorney for Joseph F. Trustey, Member 03/13/2012

__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 GP, by Summit Master Company, LLC, its GP, by Robin W. Devereux, POA for Joseph Trustey, Member 03/13/2012

__Signature of Reporting Person Date

Summit Partners 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 03/13/2012

__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 03/13/2012

__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 03/13/2012

__Signature of Reporting Person Date

Summit Partners 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 GP, by Summit Master Company, LLC, its GP, by Robin W. Devereux, POA for Joseph Trustey, Member 03/14/2012

__Signature of Reporting Person Date

Summit Ventures VI-B, L.P., by Summit Partners VI (GP), L.P., Its General Partner, by Summit Partners VI (GP), LLC, Its General Partner, by Robin W. Devereux, Power of Attorney for Martin J. Mannion, Member 03/13/2012

__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 03/13/2012

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__Signature of Reporting Person

Date

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

03/13/2012

__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

03/13/2012

__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: 2,272,957 shares of common stock sold by Summit Ventures VI-A, L.P., 947,913 shares of common stock sold by Summit Ventures VI-B, L.P., 47,271 shares of common stock sold by Summit VI Advisors Fund, L.P., 72,577 shares of common stock sold by Summit VI Entrepreneurs Fund, L.P., 19,032 shares of common stock sold by Summit

(1) Investors VI, L.P., 58,850 shares of common stock sold by Summit Subordinated Debt Fund II, L.P., 361,798 shares of common stock sold by Summit Partners Private Equity Fund VII-A, L.P., 217,302 shares of common stock sold by Summit Partners Private Equity Fund VII-B, L.P., 2,082 shares of common stock sold by Summit Investors I, LLC and 218 shares of common stock sold by Summit Investors I (UK), L.P.

Represents shares held by the following entities: 10,819,367 shares of common stock sold by Summit Ventures VI-A, L.P., 4,512,109 shares of common stock sold by Summit Ventures VI-B, L.P., 225,013 shares of common stock sold by Summit VI Advisors Fund, L.P., 345,470 shares of common stock sold by Summit VI Entrepreneurs Fund, L.P., 90,592 shares of common stock sold by Summit

(2) Investors VI, L.P., 280,130 shares of common stock sold by Summit Subordinated Debt Fund II, L.P., 1,722,176 shares of common stock sold by Summit Partners Private Equity Fund VII-A, L.P., 1,034,365 shares of common stock sold by Summit Partners Private Equity Fund VII-B, L.P., 9,909 shares of common stock sold by Summit Investors I, LLC and 1,039 shares of common stock sold by Summit Investors I (UK), L.P.

Remarks:

The entities mentioned in Footnote 1 and 2 are collectively referred to as the "Summit Entities." Each of the Summit Entities d

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.