FLEETCOR TECHNOLOGIES INC
Form 4
June 11, 2012

FORM 4

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

OMB APPROVAL

OMB Number:	3235-0287
Expires:	January 31, 2005
Estimated average burden hours per response...	0.5

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

(Last) (First) (Middle)

222 BERKELEY STREET, 18TH FLOOR

(Street)

BOSTON, MA 02116

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading Symbol
FLEETCOR TECHNOLOGIES INC [FLT]

3. Date of Earliest Transaction (Month/Day/Year)
06/07/2012

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

5. Relationship of Reporting Person(s) to Issuer
(Check all applicable)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
___ Form filed by One Reporting Person
_X_ 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	06/07/2012		S		4,000,000 (1)	D	$ 36.95	15,040,170 (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)

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 Owne 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
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
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 Investors Management, LLC 222 BERKELEY STREET, 18TH FLOOR BOSTON, MA 02116				Manager of GP of 10% Owner
SUMMIT PARTNERS SD II LLC 222 BERKELEY STREET 18TH FLOOR BOSTON, MA 02116				GP of 10% Owner

STAMPS WOODSUM & CO IV
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, Power of Attorney for Joseph F. Trustey, Member	06/11/2012
**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	06/11/2012
**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	06/11/2012
**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	06/11/2012
**Signature of Reporting Person	Date
Summit Partners PE VII, LLC, by Summit Partners, L.P., its Manager, by Summit Master Company, LLC, its General Parnter, by Robin W. Devereux, POA for Joseph Trustey, Member	06/11/2012
**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	06/11/2012
**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	06/11/2012
**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	06/11/2012
**Signature of Reporting Person	Date
Robin W. Devereux, Power of Attorney for Martin J. Mannion	06/11/2012
**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).
(1)	Represents shares sold by the following entities: 2,272,956 shares of common stock sold by Summit Ventures VI-A, L.P., 947,914 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 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.
(2)	Represents shares held by the following entities: 8,546,411 shares of common stock held by Summit Ventures VI-A, L.P., 3,564,195 shares of common stock held by Summit Ventures VI-B, L.P., 177,742 shares of common stock held by Summit VI Advisors Fund, L.P., 272,893 shares of common stock held by Summit VI Entrepreneurs Fund, L.P., 71,560 shares of common stock held by Summit Investors VI, L.P., 221,280 shares of common stock held by Summit Subordinated Debt Fund II, L.P., 1,360,378 shares of common stock held by Summit Partners Private Equity Fund VII-A, L.P., 817,063 shares of common stock held by Summit Partners Private Equity Fund VII-B, L.P., 7,827 shares of common stock held by Summit Investors I, LLC and 821 shares of common stock held by Summit Investors I (UK), L.P.

Remarks:

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

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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