

FLEETCOR TECHNOLOGIES INC

Form 4

December 21, 2010

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 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)
12/20/2010

____ Director
____ Officer (give title below) 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 Beneficial Ownership (Instr. 4)
Common Stock	12/20/2010		C	V Amount (1) 8,634,619 (A) or (D) A (7)	24,750,066 (2)	I	See remarks.
Common Stock	12/20/2010		C	V Amount (3) 4,283,332 (A) or (D) A (8)	29,033,398 (4)	I	See remarks.
Common Stock	12/20/2010		S	V Amount (5) 5,993,228 (A) or (D) D \$ 21.56 (6)	23,040,170 (6)	I	See remarks.

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

SEC 1474 (9-02)

displays a currently valid OMB control number.

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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount Number Shares
Series D-3 Convertible Preferred Stock	(7)	12/20/2010		C	3,453,848	(7)	(7)	Common Stock	8,634,
Series E Convertible Preferred Stock	(8)	12/20/2010		C	1,713,333	(8)	(8)	Common Stock	4,283,

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 LLC C/O SUMMIT PARTNERS, LP 222 BERKLEY STREET, 18TH FLOOR BOSTON, MA 02116				Manager of GP of 10% owner.
SUMMIT PARTNERS VI GP LP C/O SUMMIT PARTNERS, LP 222 BERKLEY STREET, 18TH FLOOR BOSTON, MA 02116				Manager of GP of 10% owner.
STAMPS WOODSUM & CO IV C/O SUMMIT PARTNERS, LP 222 BERKLEY STREET, 18TH FLOOR BOSTON, MA 02116				Manager of GP of 10% owner.
SUMMIT PARTNERS SD II LLC C/O SUMMIT PARTNERS, L.P. 222 BERKLEY STREET, 18TH FLOOR				Manager of GP of 10% owner.

BOSTON, MA 02116

Summit Partners PE VII, LLC
 C/O SUMMIT PARTNERS, L.P.
 222 BERKELEY STREET, 18TH FLOOR
 BOSTON, MA 02110

Manager of GP of 10% owner.

Summit Partners PE VII, L.P.
 C/O SUMMIT PARTNERS, L.P.
 222 BERKELEY STREET, 18TH FLOOR
 BOSTON, MA 02110

Manager of GP of 10% owner.

Summit Investors Management, LLC
 C/O SUMMIT PARTNERS, L.P.
 222 BERKELEY STREET, 18TH FLOOR
 BOSTON, MA 02110

Manager of GP of 10% owner.

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

Manager of GP of 10% owner.

Signatures

Summit Partners VI (GP), LLC, By /s/ Robin W. Devereux, as Attorney-in-Fact	12/20/2010
__Signature of Reporting Person	Date
Summit Partners VI (GP), L.P., By /s/ Robin W. Devereux, as Attorney-in-Fact	12/20/2010
__Signature of Reporting Person	Date
Stamps, Woodsum & Co. IV, By /s/ Robin W. Devereux, as Attorney-in-Fact	12/20/2010
__Signature of Reporting Person	Date
Summit Partners SD II, LLC, By /s/ Robin W. Devereux, as Attorney-in-Fact	12/20/2010
__Signature of Reporting Person	Date
Summit Partners PE VII, LLC, By /s/ Robin W. Devereux, as Attorney-in-Fact	12/20/2010
__Signature of Reporting Person	Date
Summit Partners PE VII, L.P., By /s/ Robin W. Devereux, as Attorney-in-Fact	12/20/2010
__Signature of Reporting Person	Date
Summit Investors Management, LLC, By /s/ Robin W. Devereux, as Attorney-in-Fact	12/20/2010
__Signature of Reporting Person	Date
By /s/ Robin W. Devereux, as Attorney-in-Fact for Martin Mannion	12/20/2010
__Signature of Reporting Person	Date
Summit Partners, L.P., By /s/ Robin W. Devereux, as Attorney-in-Fact	12/20/2010
__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).

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- (1) Represents shares acquired by the following entities upon conversion of the Series D-3 Convertible Preferred Stock: 5,842,167 in the name of Summit Ventures VI-A, L.P., 121,500 in the name of Summit VI Advisors Fund, L.P., 186,545 in the name of Summit VI Entrepreneurs Fund, L.P., 2,436,417 in the name of Summit Ventures VI-B, L.P., and 47,990 in the name of Summit Investors VI, L.P.

Represents shares held by the following entities: 16,497,909 in the name of Summit Ventures VI-A, L.P., 343,110 in the name of Summit VI Advisors Fund, L.P., 526,790 in the name of Summit VI Entrepreneurs Fund, L.P., 6,880,287 in the name of Summit Ventures VI-B, L.P., 137,835 in the name of Summit Investors VI, L.P., and 364,135 in the name of Summit Subordinated Debt Fund II, L.P.
- (2) Represents shares acquired by the following entities upon conversion of the Series E Convertible Preferred Stock: 305 in the name of Summit Investors VI, L.P., 63,020 in the name of Summit Subordinated Debt Fund II, L.P., 2,626,060 in the name of Summit Partners Private Equity Fund VII-A, L.P., 1,577,252 in the name of Summit Partners Private Equity Fund VII-B, L.P., 15,110 in the name of Summit Investors I, LLC and 1,585 in the name of Summit Investors I (UK), L.P.

Represents shares held by the following entities: 16,497,909 in the name of Summit Ventures VI-A, L.P., 343,110 in the name of Summit VI Advisors Fund, L.P., 526,790 in the name of Summit VI Entrepreneurs Fund, L.P., 6,880,287 in the name of Summit Ventures VI-B, L.P., 138,140 in the name of Summit Investors VI, L.P., 427,155 in the name of Summit Subordinated Debt Fund II, L.P., 2,626,060 in the name of Summit Partners Private Equity Fund VII-A, L.P., 1,577,252 in the name of Summit Partners Private Equity Fund VII-B, L.P., 15,110 in the name of Summit Investors I, LLC and 1,585 in the name of Summit Investors I (UK), L.P.
- (3) Represents shares sold by the following entities: 3,405,585 sold by Summit Ventures VI-A, L.P., 70,826 sold by Summit VI Advisors Fund, L.P., 108,743 sold by Summit VI Entrepreneurs Fund, L.P., 1,420,265 sold by Summit Ventures VI-B, L.P., 28,516 sold by Summit Investors VI, L.P., 88,175 sold by Summit Subordinated Debt Fund II, L.P., 542,086 sold by Summit Partners Private Equity Fund VII-A, L.P., 325,585 sold by Summit Partners Private Equity Fund VII-B, L.P., 3,119 sold by Summit Investors I, LLC and 328 sold by Summit Investors I (UK), L.P.
- (4) Represents shares held by the following entities: 13,092,324 in the name of Summit Ventures VI-A, L.P., 272,284 in the name of Summit VI Advisors Fund, L.P., 418,047 in the name of Summit VI Entrepreneurs Fund, L.P., 5,460,022 in the name of Summit Ventures VI-B, L.P., 109,624 in the name of Summit Investors VI, L.P., 338,980 in the name of Summit Subordinated Debt Fund II, L.P., 2,083,974 in the name of Summit Partners Private Equity Fund VII-A, L.P., 1,251,667 in the name of Summit Partners Private Equity Fund VII-B, L.P., 11,991 in the name of Summit Investors I, LLC and 1,257 in the name of Summit Investors I (UK), L.P.
- (5) The Series D-3 Convertible Preferred Stock converted into Fleetcor Technologies, Inc. common stock on a two and one-half-for-one basis, and had no expiration date.
- (6) The Series E Convertible Preferred Stock converted into Fleetcor Technologies, Inc. common stock on a two and one-half-for-one basis, and had no expiration date.

Remarks:

The entities mentioned in Footnotes 1, 3 and 5 are collectively referred to as the "Summit Entities." Summit Partners, L.P. is (

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.