

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, 2015  
 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 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  
 (Street)

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

\_\_\_\_ Director  
 \_\_\_\_ Officer (give title below)  
 \_\_\_X\_\_\_ 10% Owner  
 \_\_\_\_ Other (specify below)

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 Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| Common Stock                    | 06/07/2012                           |  | S                              | V<br>Amount<br>4,000,000<br>(1)                                   | (A)<br>or<br>(D)<br>Price<br>\$ 15,040,170<br>(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<br>222 BERKELEY STREET<br>18TH FLOOR<br>BOSTON, MA 02116                              |               | X         |         |       |       |                            |
| SUMMIT VENTURES VI-B LP<br>222 BERKELEY STREET<br>18TH FLOOR<br>BOSTON, MA 02116                              |               | X         |         |       |       |                            |
| SUMMIT VI ADVISORS FUND LP<br>C/O SUMMIT PARTNERS<br>222 BERKELEY STREET, 18TH FLORR<br>BOSTON, MA 02116      |               | X         |         |       |       |                            |
| SUMMIT VI ENTREPRENEURS FUND LP<br>C/O SUMMIT PARTNERS<br>222 BERKELEY STREET, 18TH FLOOR<br>BOSTON, MA 02116 |               | X         |         |       |       |                            |
| SUMMIT INVESTORS VI LP<br>C/O SUMMIT PARTNERS<br>222 BERKELEY STREET, 18TH FLOOR<br>BOSTON, MA 02116          |               | X         |         |       |       |                            |
| Summit Investors I, LLC<br>222 BERKELEY STREET, 18TH FLOOR<br>BOSTON, MA 02116                                |               | X         |         |       |       |                            |
| Summit Investors I (UK), L.P.<br>222 BERKELEY STREET, 18TH FLOOR<br>BOSTON, MA 02116                          |               | X         |         |       |       |                            |
|   |               | X         |         |       |       |                            |

SUMMIT SUBORDINATED DEBT FUND II L P  
 C/O SUMMIT PARTNERS  
 222 BERKELEY STREET, 18TH FLOOR  
 BOSTON, MA 02116

Summit Partners Private Equity Fund VII-A, L.P.  
 222 BERKELEY STREET X  
 18TH FLOOR  
 BOSTON, MA 02116

Summit Partners Private Equity Fund VII B L P  
 222 BERKELEY STREET X  
 18TH FLOOR  
 BOSTON, MA 02116

## 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 06/11/2012  
 \*\*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 06/11/2012  
 \*\*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 06/11/2012  
 \*\*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 06/11/2012  
 \*\*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 Manager, by Summit Master Company, LLC, its GP, by Robin W. Devereux, POA for Joseph F. Trustey, Member 06/11/2012  
 \*\*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 06/11/2012  
 \*\*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 06/11/2012  
 \*\*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 06/11/2012

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\_\_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

06/11/2012

\_\_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

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).

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

(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: 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

(2) 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." 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.

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