FLEETCOR TECHNOLOGIES INC
Form 4
March 13, 2013

FORM 4

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

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

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).

(Print or Type Responses)

1. Name and Address of Reporting Person *
SUMMIT VENTURES VI-A LP

(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)
03/12/2013

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

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

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

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	03/12/2013		S		1,500,000 (1)	D	$ 70.55	8,632,156 (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)

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 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
BOSTON, MA 02116 X

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 — 03/13/2013

**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 — 03/13/2013

**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 — 03/13/2013

**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 — 03/13/2013

**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 — 03/13/2013

**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 — 03/13/2013

**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 — 03/13/2013

**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 — 03/13/2013

**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	03/13/2013
**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	03/13/2013
**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).

(1) Represents shares sold by the following entities: 852,358 shares of common stock sold by Summit Ventures VI-A, L.P., 355,468 shares of common stock sold by Summit Ventures VI-B, L.P., 17,727 shares of common stock sold by Summit VI Advisors Fund, L.P., 27,216 shares of common stock sold by Summit VI Entrepreneurs Fund, L.P., 7,137 shares of common stock sold by Summit Investors VI, L.P., 22,069 shares of common stock sold by Summit Subordinated Debt Fund II, L.P., 135,674 shares of common stock sold by Summit Partners Private Equity Fund VII-A, L.P., 81,488 shares of common stock sold by Summit Partners Private Equity Fund VII-B, L.P., 781 shares of common stock sold by Summit Investors I, LLC and 82 shares of common stock sold by Summit Investors I (UK), L.P.

(2) Represents shares held by the following entities: 4,905,127 shares of common stock held by Summit Ventures VI-A, L.P., 2,045,634 shares of common stock held by Summit Ventures VI-B, L.P., 102,013 shares of common stock held by Summit VI Advisors Fund, L.P., 156,624 shares of common stock held by Summit VI Entrepreneurs Fund, L.P., 41,071 shares of common stock held by Summit Investors VI, L.P., 127,002 shares of common stock held by Summit Subordinated Debt Fund II, L.P., 780,776 shares of common stock held by Summit Partners Private Equity Fund VII-A, L.P., 468,946 shares of common stock held by Summit Partners Private Equity Fund VII-B, L.P., 4,492 shares of common stock held by Summit Investors I, LLC and 471 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 d

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