

FLEETCOR TECHNOLOGIES INC
Form SC 13G/A
January 17, 2014

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

Schedule 13G/A
Under the Securities Exchange Act of 1934
(Amendment No. 2)*

FleetCor Technologies, Inc.
(Name of Issuer)

Common Stock, \$0.001 par value
(Title of Class of Securities)

339041105
(CUSIP Number)

December 31, 2013
(Date of Event which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

Rule 13d-1(b)

Rule 13d-1(c)

Rule 13d-1(d)

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be filed for the purpose of Section 18 of the Securities Exchange Act of 1934 (Act) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

1 NAMES OF REPORTING PERSON

I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY):

Summit Partners, L.P.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

(a) " (b) "

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

State of Delaware

5 SOLE VOTING POWER

NUMBER OF

SHARES 0 shares
6 SHARED VOTING POWER

BENEFICIALLY

OWNED BY 2,132,156 shares
EACH 7 SOLE DISPOSITIVE POWER

REPORTING

PERSON 0 shares
8 SHARED DISPOSITIVE POWER

WITH

2,132,156 shares
9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

2,132,156 shares
10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions)

..

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

2.6%

12 TYPE OF REPORTING PERSON (See Instructions)

PN

1 NAMES OF REPORTING PERSON

I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY):

Summit Partners VI (GP), LLC

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

(a) " (b) "

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

State of Delaware

5 SOLE VOTING POWER

NUMBER OF

SHARES 0 shares
6 SHARED VOTING POWER

BENEFICIALLY

OWNED BY 2,132,156 shares
EACH 7 SOLE DISPOSITIVE POWER

REPORTING

PERSON 0 shares
8 SHARED DISPOSITIVE POWER

WITH

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AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

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CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions)

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11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

2.6%

12 TYPE OF REPORTING PERSON (See Instructions)

OO

1 NAMES OF REPORTING PERSON

I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY):

Summit Partners VI (GP), L.P.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

(a) " (b) "

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

State of Delaware

5 SOLE VOTING POWER

NUMBER OF

SHARES 0 shares
6 SHARED VOTING POWER

BENEFICIALLY

OWNED BY 2,132,156 shares
EACH 7 SOLE DISPOSITIVE POWER

REPORTING

PERSON 0 shares
8 SHARED DISPOSITIVE POWER

WITH

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11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

2.6%

12 TYPE OF REPORTING PERSON (See Instructions)

PN

1 NAMES OF REPORTING PERSON

I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY):

Summit Ventures VI-A, L.P.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

(a) " (b) "

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

State of Delaware

5 SOLE VOTING POWER

NUMBER OF

SHARES 0 shares
6 SHARED VOTING POWER

BENEFICIALLY

OWNED BY 2,132,156 shares
EACH 7 SOLE DISPOSITIVE POWER

REPORTING

PERSON 0 shares
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..

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

2.6%

12 TYPE OF REPORTING PERSON (See Instructions)

PN

1 NAMES OF REPORTING PERSON

I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY):

Summit Ventures VI-B, L.P.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

(a) " (b) "

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

State of Delaware

5 SOLE VOTING POWER

NUMBER OF

SHARES 0 shares
6 SHARED VOTING POWER

BENEFICIALLY

OWNED BY 2,132,156 shares
EACH 7 SOLE DISPOSITIVE POWER

REPORTING

PERSON 0 shares
8 SHARED DISPOSITIVE POWER

WITH

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11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

2.6%

12 TYPE OF REPORTING PERSON (See Instructions)

PN

1 NAMES OF REPORTING PERSON

I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY):

Summit VI Advisors Fund, L.P.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

(a) " (b) "

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

State of Delaware

5 SOLE VOTING POWER

NUMBER OF

SHARES 0 shares
6 SHARED VOTING POWER

BENEFICIALLY

OWNED BY 2,132,156 shares
EACH 7 SOLE DISPOSITIVE POWER

REPORTING

PERSON 0 shares
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WITH

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CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions)

..

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

2.6%

12 TYPE OF REPORTING PERSON (See Instructions)

PN

1 NAMES OF REPORTING PERSON

I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY):

Summit VI Entrepreneurs Fund, L.P.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

(a) " (b) "

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

State of Delaware

5 SOLE VOTING POWER

NUMBER OF

SHARES 0 shares
6 SHARED VOTING POWER

BENEFICIALLY

OWNED BY 2,132,156 shares
EACH 7 SOLE DISPOSITIVE POWER

REPORTING

PERSON 0 shares
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..

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

2.6%

12 TYPE OF REPORTING PERSON (See Instructions)

PN

1 NAMES OF REPORTING PERSON

I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY):

Summit Investors VI, L.P.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

(a) " (b) "

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

State of Delaware

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NUMBER OF

SHARES 0 shares
6 SHARED VOTING POWER

BENEFICIALLY

OWNED BY 2,132,156 shares
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11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

2.6%

12 TYPE OF REPORTING PERSON (See Instructions)

PN

1 NAMES OF REPORTING PERSON

I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY):

Stamps, Woodsum & Co. IV

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

(a) " (b) "

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Commonwealth of Massachusetts

5 SOLE VOTING POWER

NUMBER OF

SHARES 0 shares
6 SHARED VOTING POWER

BENEFICIALLY

OWNED BY 2,132,156 shares
EACH 7 SOLE DISPOSITIVE POWER

REPORTING

PERSON 0 shares
8 SHARED DISPOSITIVE POWER

WITH

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AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

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..

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

2.6%

12 TYPE OF REPORTING PERSON (See Instructions)

PN

1 NAMES OF REPORTING PERSON

I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY):

Summit Partners SD II, LLC

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

(a) " (b) "

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

State of Delaware

5 SOLE VOTING POWER

NUMBER OF

SHARES 0 shares
6 SHARED VOTING POWER

BENEFICIALLY

OWNED BY 2,132,156 shares
EACH 7 SOLE DISPOSITIVE POWER

REPORTING

PERSON 0 shares
8 SHARED DISPOSITIVE POWER

WITH

9 2,132,156 shares
AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

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CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions)

..

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

2.6%

12 TYPE OF REPORTING PERSON (See Instructions)

OO

1 NAMES OF REPORTING PERSON

I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY):

Summit Subordinated Debt Fund II, L.P.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

(a) " (b) "

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

State of Delaware

5 SOLE VOTING POWER

NUMBER OF

SHARES 0 shares
6 SHARED VOTING POWER

BENEFICIALLY

OWNED BY 2,132,156 shares
EACH 7 SOLE DISPOSITIVE POWER

REPORTING

PERSON 0 shares
8 SHARED DISPOSITIVE POWER

WITH

9 2,132,156 shares
AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

10 2,132,156 shares
CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions)

..

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

2.6%

12 TYPE OF REPORTING PERSON (See Instructions)

PN

1 NAMES OF REPORTING PERSON

I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY):

Summit Partners PE VII, LLC

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

(a) " (b) "

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

State of Delaware

5 SOLE VOTING POWER

NUMBER OF

SHARES 0 shares
6 SHARED VOTING POWER

BENEFICIALLY

OWNED BY 2,132,156 shares
EACH 7 SOLE DISPOSITIVE POWER

REPORTING

PERSON 0 shares
8 SHARED DISPOSITIVE POWER

WITH

2,132,156 shares
9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

2,132,156 shares
10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions)

..

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

2.6%

12 TYPE OF REPORTING PERSON (See Instructions)

OO

1 NAMES OF REPORTING PERSON

I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY):

Summit Partners PE VII, L.P.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

(a) " (b) "

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

State of Delaware

5 SOLE VOTING POWER

NUMBER OF

SHARES 0 shares
6 SHARED VOTING POWER

BENEFICIALLY

OWNED BY 2,132,156 shares
EACH 7 SOLE DISPOSITIVE POWER

REPORTING

PERSON 0 shares
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WITH

2,132,156 shares
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2,132,156 shares
10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions)

..

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

2.6%

12 TYPE OF REPORTING PERSON (See Instructions)

PN

1 NAMES OF REPORTING PERSON

I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY):

Summit Partners Private Equity Fund VII-A, L.P.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

(a) " (b) "

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

State of Delaware

5 SOLE VOTING POWER

NUMBER OF

SHARES 0 shares
6 SHARED VOTING POWER

BENEFICIALLY

OWNED BY 2,132,156 shares
EACH 7 SOLE DISPOSITIVE POWER

REPORTING

PERSON 0 shares
8 SHARED DISPOSITIVE POWER

WITH

9 2,132,156 shares
AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

10 2,132,156 shares
CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions)

..

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

2.6%

12 TYPE OF REPORTING PERSON (See Instructions)

PN

1 NAMES OF REPORTING PERSON

I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY):

Summit Partners Private Equity Fund VII-B, L.P.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

(a) " (b) "

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

State of Delaware

5 SOLE VOTING POWER

NUMBER OF

SHARES 0 shares
6 SHARED VOTING POWER

BENEFICIALLY

OWNED BY 2,132,156 shares
EACH 7 SOLE DISPOSITIVE POWER

REPORTING

PERSON 0 shares
8 SHARED DISPOSITIVE POWER

WITH

9 2,132,156 shares
AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

10 2,132,156 shares
CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions)

..

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

2.6%

12 TYPE OF REPORTING PERSON (See Instructions)

PN

1 NAMES OF REPORTING PERSON

I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY):

Summit Investors Management, LLC

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

(a) " (b) "

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

State of Delaware

5 SOLE VOTING POWER

NUMBER OF

SHARES 0 shares
6 SHARED VOTING POWER

BENEFICIALLY

OWNED BY 2,132,156 shares
EACH 7 SOLE DISPOSITIVE POWER

REPORTING

PERSON 0 shares
8 SHARED DISPOSITIVE POWER

WITH

9 2,132,156 shares
AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

10 2,132,156 shares
CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions)

..

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

2.6%

12 TYPE OF REPORTING PERSON (See Instructions)

OO

1 NAMES OF REPORTING PERSON

I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY):

Summit Investors I, LLC

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

(a) " (b) "

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

State of Delaware

5 SOLE VOTING POWER

NUMBER OF

SHARES 0 shares
6 SHARED VOTING POWER

BENEFICIALLY

OWNED BY 2,132,156 shares
EACH 7 SOLE DISPOSITIVE POWER

REPORTING

PERSON 0 shares
8 SHARED DISPOSITIVE POWER

WITH

9 2,132,156 shares
AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

10 2,132,156 shares
CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions)

..

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

2.6%

12 TYPE OF REPORTING PERSON (See Instructions)

OO

1 NAMES OF REPORTING PERSON

I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY):

Summit Investors I (UK), L.P.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

(a) " (b) "

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Cayman Islands exempted limited partnership

5 SOLE VOTING POWER

NUMBER OF

SHARES 0 shares
6 SHARED VOTING POWER

BENEFICIALLY

OWNED BY 2,132,156 shares
EACH 7 SOLE DISPOSITIVE POWER

REPORTING

PERSON 0 shares
8 SHARED DISPOSITIVE POWER

WITH

2,132,156 shares
9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

2,132,156 shares
10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions)

..

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

2.6%

12 TYPE OF REPORTING PERSON (See Instructions)

PN

Item 1(a) Name of Issuer:

FleetCor Technologies, Inc.

Item 1(b) Address of Issuer's Principal Executive Offices:

5445 Triangle Parkway, Suite 400, Norcross, Georgia 30092

Item 2(a) Name of Person Filing:

This Schedule 13G is being filed by Summit Partners, L.P., Summit Partners VI (GP), LLC, Summit Partners VI (GP), L.P., Summit Ventures VI-A, L.P., Summit Ventures VI-B, L.P., Summit VI Advisors Fund, L.P., Summit VI Entrepreneurs Fund, L.P., Summit Investors VI, L.P., Stamps, Woodsum & Co. IV, Summit Partners SD II, LLC, Summit Subordinated Debt Fund II, L.P., Summit Partners PE VII, LLC, Summit Partners PE VII, L.P., Summit Partners Private Equity Fund VII-A, L.P., Summit Partners Private Equity Fund VII-B, L.P., Summit Investors Management, LLC, Summit Investors I, LLC and Summit Investors (UK), L.P. (individually an Entity and collectively the Entities).

Summit Partners, L.P. is (i) the managing member of Summit Partners VI (GP), LLC, which is the general partner of Summit Partners VI (GP), L.P., which is the general partner of each of Summit Ventures VI-A, L.P., Summit Ventures VI-B, L.P., Summit VI Advisors Fund, L.P., Summit VI Entrepreneurs Fund, L.P. and Summit Investors VI, L.P.; (ii) the managing member of Stamps, Woodsum & Co. IV, which is the managing member of Summit Partners SD II, LLC, which is the general partner of Summit Subordinated Debt Fund II, L.P.; (iii) the managing member of Summit Partners PE VII, LLC, which is the general partner of Summit Partners PE VII, L.P., which is the general partner of Summit Partners Private Equity Fund VII-A, L.P. and Summit Partners Private Equity Fund VII-B, L.P., and (iv) the manager of Summit Investors Management, LLC, which is manager of Summit Investors I, LLC and the general partner of Summit Investors I (UK), L.P. Summit Partners, L.P., through a three-person Investment Committee currently composed of Bruce R. Evans, Martin J. Mannion and Peter Y. Chung, has voting and dispositive authority over the shares held by each of the Entities.

Item 2(b) Address of Principal Business Office or, if none, Residence:

The address of the principal business office of Summit Partners, L.P., Summit Partners VI (GP), LLC, Summit Partners VI (GP), L.P., Summit Ventures VI-A, L.P., Summit Ventures VI-B, L.P., Summit VI Advisors Fund, L.P., Summit VI Entrepreneurs Fund, L.P., Summit Investors VI, L.P., Stamps, Woodsum & Co. IV, Summit Partners SD II, LLC, Summit Subordinated Debt Fund II, L.P., Summit Partners PE VII, LLC, Summit Partners PE VII, L.P., Summit Partners Private Equity Fund VII-A, L.P., Summit Partners Private Equity Fund VII-B, L.P., Summit Investors Management, LLC, Summit Investors I, LLC and Summit Investors I (UK), L.P. is c/o Summit Partners, 222 Berkeley Street, 18th Floor, Boston, Massachusetts 02116.

Item 2(c) Citizenship:

Each of Summit Partners, L.P., Summit Partners VI (GP), L.P., Summit Ventures VI-A, L.P., Summit Ventures VI-B, L.P., Summit VI Advisors Fund, L.P., Summit VI Entrepreneurs Fund, L.P., Summit Investors VI, L.P., Summit Subordinated Debt Fund II, L.P., Summit Partners PE VII, L.P., Summit Partners Private Equity Fund VII-A, L.P. and Summit Partners Private Equity Fund VII-B, L.P. is a limited partnership organized under the laws of the State of Delaware. Each of Summit Partners VI (GP), LLC, Summit Partners SD II, LLC, Summit Partners PE VII, LLC, Summit Investors Management, LLC and Summit Investors I, LLC, is limited liability company organized under the laws of the State of Delaware. Stamps, Woodsum & Co. IV is a Massachusetts general partnership. Summit Investors I (UK), L.P. is a Cayman Islands exempted limited partnership.

Item 2(d) Title of Class of Securities:

Common Stock, par value \$0.001 per share (the Common Stock)

Item 2(e) CUSIP Number:

339041105

Item 3 If this statement is filed pursuant to §§ 240.13d-1(b) or 240.13d-2(b) or (c), check whether the person filing is a:

Not applicable.

Item 4 Ownership:**(a) Amount beneficially owned:**

Each of Summit Partners, L.P., Summit Partners VI (GP), LLC, Summit Partners VI (GP), L.P., Summit Ventures VI-A, L.P., Summit Ventures VI-B, L.P., Summit VI Advisors Fund, L.P., Summit VI Entrepreneurs Fund, L.P., Summit Investors VI, L.P., Stamps, Woodsum & Co. IV, Summit Partners SD II, LLC, Summit Subordinated Debt Fund II, L.P., Summit Partners PE VII, LLC, Summit Partners PE VII, L.P., Summit Partners Private Equity Fund VII-A, L.P., Summit Partners Private Equity Fund VII-B, L.P., Summit Investors Management, LLC, Summit Investors I, LLC and Summit Investors I (UK), L.P. may be deemed to own beneficially 2,132,156 shares of Common Stock as of December 31, 2013.

As of December 31, 2013, Summit Ventures VI-A, L.P. was the record owner of 1,211,575 shares of Common Stock. As of December 31, 2013, Summit Ventures VI-B, L.P. was the record owner of 505,275 shares of Common Stock. As of December 31, 2013, Summit VI Advisors Fund, L.P. was the record owner of 25,197 shares of Common Stock. As of December 31, 2013, Summit VI Entrepreneurs Fund, L.P. was the record owner of 38,686 shares of Common Stock. As of December 31, 2013, Summit Investors VI, L.P. was the record owner of 10,144 shares of Common Stock. As of December 31, 2013, Summit Subordinated Debt Fund II, L.P. was the record owner of 31,370 shares of Common Stock. As of December 31, 2013, Summit Partners Private Equity Fund VII-A, L.P. was the record owner of 192,853 shares of Common Stock. As of December 31, 2013, Summit Partners Private Equity Fund VII-B, L.P. was the record owner of 115,830 shares of Common Stock. As of December 31, 2013, Summit Investors I, LLC was the record owner of 1,109 shares of Common Stock. As of December 31, 2013, Summit Investors I (UK), L.P. was the record owner of 117 shares of Common Stock.

The shares held of record by Summit Ventures VI-A, L.P., Summit Ventures VI-B, L.P., Summit VI Advisors Fund, L.P., Summit VI Entrepreneurs Fund, L.P., Summit Investors VI, L.P., Summit Subordinated Debt Fund II, L.P., Summit Partners Private Equity Fund VII-A, L.P., Summit Partners Private Equity Fund VII-B, L.P., Summit Investors I, LLC and Summit Investors I (UK), L.P. for the benefit of Summit Partners, L.P. are referred to herein collectively as the Record Shares. By virtue of the affiliate relationships among the Entities, each Entity may be deemed to own beneficially all of the Record Shares.

Each of the reporting persons expressly disclaims beneficial ownership of any shares of FleetCor Technologies, Inc., except for Summit Ventures VI-A, L.P., Summit Ventures VI-B, L.P., Summit VI Advisors Fund, L.P., Summit VI Entrepreneurs Fund, L.P., Summit Investors VI, L.P., Summit Subordinated Debt Fund II, L.P., Summit Partners Private Equity Fund VII-A, L.P., Summit Partners Private Equity Fund VII-B, L.P., Summit Investors I, LLC and Summit Investors I (UK), L.P., in each case, for the shares which it holds of record as provided in the prior paragraph.

(b) *Percent of class:*

Summit Partners, L.P.: 2.6%

Summit Partners VI (GP), LLC: 2.6%

Summit Partners VI (GP), L.P.: 2.6%

Summit Ventures VI-A, L.P.: 2.6%

Summit Ventures VI-B, L.P.: 2.6%

Summit VI Advisors Fund, L.P.: 2.6%

Summit VI Entrepreneurs Fund, L.P.: 2.6%

Summit Investors VI, L.P.: 2.6%

Stamps, Woodsum & Co. IV: 2.6%

Summit Partners SD II, LLC: 2.6%

Summit Subordinated Debt Fund II, L.P.: 2.6%

Summit Partners PE VII, LLC: 2.6%

Summit Partners PE VII, L.P.: 2.6%

Summit Partners Private Equity Fund VII-A, L.P.: 2.6%

Summit Partners Private Equity Fund VII-B, L.P.: 2.6%

Summit Investors Management, LLC: 2.6%

Summit Investors I, LLC: 2.6%

Summit Investors I (UK), L.P.: 2.6%

The foregoing percentages are calculated using the 82,248,320 shares of Common Stock outstanding as disclosed in FleetCor Technologies, Inc.'s quarterly report on Form 10-Q filed with the Securities and Exchange Commission (the Commission) on November 8, 2013.

(c) *Number of shares as to which such person has:*

(i) sole power to vote or to direct the vote:

0 shares for each reporting person

(ii) shared power to vote or to direct the vote:

Summit Partners, L.P.: 2,132,156

Summit Partners VI (GP), LLC: 2,132,156

Summit Partners VI (GP), L.P.: 2,132,156

Summit Ventures VI-A, L.P.: 2,132,156

Summit Ventures VI-B, L.P.: 2,132,156

Summit VI Advisors Fund, L.P.: 2,132,156

Summit VI Entrepreneurs Fund, L.P.: 2,132,156

Summit Investors VI, L.P.: 2,132,156

Stamps, Woodsum & Co. IV: 2,132,156

Summit Partners SD II, LLC: 2,132,156

Summit Subordinated Debt Fund II, L.P.: 2,132,156

Summit Partners PE VII, LLC: 2,132,156

Summit Partners PE VII, L.P.: 2,132,156

Summit Partners Private Equity Fund VII-A, L.P.: 2,132,156

Summit Partners Private Equity Fund VII-B, L.P.: 2,132,156

Summit Investors Management, LLC: 2,132,156

Summit Investors I, LLC: 2,132,156

Summit Investors I (UK), L.P.: 2,132,156

(iii) sole power to dispose or to direct the disposition of:

0 shares of Common Stock for each reporting person

(iv) shared power to dispose or to direct the disposition of:

Summit Partners, L.P.: 2,132,156

Summit Partners VI (GP), LLC: 2,132,156

Summit Partners VI (GP), L.P.: 2,132,156

Summit Ventures VI-A, L.P.: 2,132,156

Summit Ventures VI-B, L.P.: 2,132,156

Summit VI Advisors Fund, L.P.: 2,132,156

Summit VI Entrepreneurs Fund, L.P.: 2,132,156

Summit Investors VI, L.P.: 2,132,156

Stamps, Woodsum & Co. IV: 2,132,156

Summit Partners SD II, LLC: 2,132,156

Summit Subordinated Debt Fund II, L.P.: 2,132,156

Summit Partners PE VII, LLC: 2,132,156

Summit Partners PE VII, L.P.: 2,132,156

Summit Partners Private Equity Fund VII-A, L.P.: 2,132,156

Summit Partners Private Equity Fund VII-B, L.P.: 2,132,156

Summit Investors Management, LLC: 2,132,156

Summit Investors I, LLC: 2,132,156

Summit Investors I (UK), L.P.: 2,132,156

Item 5 Ownership of Five Percent or Less of a Class:

If this statement is being filed to report the fact that as of the date hereof the reporting persons have ceased to be the beneficial owners of more than five percent of the class of securities, check the following .

Item 6 Ownership of More Than Five Percent on Behalf of Another Person:

Not Applicable.

Item 7 Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company:

Not Applicable.

Item 8 Identification and Classification of Members of the Group:

Not Applicable. The reporting persons expressly disclaim membership in a group as used in Section 13d-1(b)(1)(ii)(K).

Item 9 Notice of Dissolution of Group:

Not Applicable.

Item 10 Certification:

Not Applicable. This statement on Schedule 13G is not filed pursuant to Rule 13d-1(b) or Rule 13d-1(c).

SIGNATURES

After reasonable inquiry and to the best of our knowledge and belief, we certify that the information set forth in this statement is true, complete and correct. We also hereby agree to file this statement jointly pursuant to the Agreement listed on Exhibit 1 hereto.

Dated: January 17, 2014.

SUMMIT PARTNERS, L.P.

By: Summit Master Company, LLC,
its general partner

By: *
Member

SUMMIT PARTNERS VI (GP), LLC

By: Summit Partners, L.P., its
managing member

By: Summit Master Company, LLC,
its general partner

By: *
Member

SUMMIT PARTNERS VI (GP), L.P.

By: Summit Partners VI (GP), LLC,
its general partner

By: Summit Partners, L.P., its
managing member

By: Summit Master Company, LLC,
its general partner

By: *
Member

SUMMIT VENTURES VI-A, L.P.

By: Summit Partners VI (GP), L.P.,
its general partner

By: Summit Partners VI (GP), LLC,
its general partner

By: Summit Partners, L.P., its
managing member

By: Summit Master Company, LLC,
its general partner

By: *
Member

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: Summit Partners, L.P., its
managing member

SUMMIT VI ADVISORS FUND, L.P.

By: Summit Partners VI (GP), L.P.,
its general partner

By: Summit Partners VI (GP), LLC,
its general partner

By: Summit Partners, L.P., its
managing member

By: Summit Master Company, LLC,
its general partner

By: Summit Master Company, LLC,
its general partner

By: *
Member

By: *
Member

SUMMIT VI ENTREPRENEURS FUND, L.P.

By: Summit Partners VI (GP), L.P.,
its general partner

By: Summit Partners VI (GP), LLC,
its general partner

By: Summit Partners, L.P., its
managing member

By: Summit Master Company, LLC,
its general partner

By: *
Member

SUMMIT INVESTORS VI, L.P.

By: Summit Partners VI (GP), L.P.,
its general partner

By: Summit Partners VI (GP), LLC,
its general partner

By: Summit Partners, L.P., its
managing member

By: Summit Master Company, LLC,
its general partner

By: *
Member

STAMPS, WOODSUM & CO. IV

By: Summit Partners, L.P., its
managing member

By: Summit Master Company, LLC,
its general partner

By: *
Member

SUMMIT PARTNERS SD II, LLC

By: Stamps, Woodsum & Co. IV, its
managing member

By: Summit Partners, L.P., its
managing member

By: Summit Master Company, LLC,
its general partner

By: *
Member

SUMMIT SUBORDINATED DEBT FUND II, L.P.

By: Summit Partners SD II, LLC, its
general partner

By: Stamps, Woodsum & Co. IV, its
managing member

By: Summit Partners, L.P., its
managing member

By: Summit Master Company, LLC,
its general partner

By: *
Member

SUMMIT PARTNERS PE VII, LLC

By: Summit Partners, L.P., its
managing member

By: Summit Master Company, LLC,
its general partner

By: *
Member

SUMMIT PARTNERS PE VII, L.P.

By: Summit Partners PE VII, LLC,
its general partner

By: Summit Partners, L.P., its
managing member

By: Summit Master Company, LLC,
its general partner

By: *
Member

SUMMIT PARTNERS PRIVATE
EQUITY FUND VII-B, L.P.

By: Summit Partners PE VII, L.P., its
general partner

By: Summit Partners PE VII, LLC,
its general partner

By: Summit Partners, L.P., its
managing member

By: Summit Master Company, LLC,
its general partner

By: *
Member

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: *

SUMMIT PARTNERS PRIVATE
EQUITY FUND VII-A, L.P.

By: Summit Partners PE VII, L.P., its
general partner

By: Summit Partners PE VII, LLC,
its general partner

By: Summit Partners, L.P., its
managing member

By: Summit Master Company, LLC,
its general partner

By: *
Member

SUMMIT INVESTORS
MANAGEMENT, LLC

By: Summit Partners, L.P., its
managing member

By: Summit Master Company, LLC,
its general partner

By: *
Member

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, LLC,
its general partner

By: *

Member

Member

* By: /s/ Robin W. Devereux
Robin W. Devereux

Power of Attorney**

** Pursuant to Powers of Attorney on file with the Commission, which Powers of Attorney are incorporated herein by reference. Copies of such Powers of Attorney are filed as Exhibit 2 to the report on Schedule 13G filed by the reporting persons on February 8, 2011 for the year ended December 31, 2010.