

FLEETCOR TECHNOLOGIES INC  
 Form 3  
 December 14, 2010

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

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**INITIAL STATEMENT OF 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 *			2. Date of Event Requiring Statement	3. Issuer Name <b>and</b> Ticker or Trading Symbol	
Â SUMMIT VENTURES VI-A LP			(Month/Day/Year)	FLEETCOR TECHNOLOGIES INC [FLT]	
(Last)	(First)	(Middle)	12/14/2010	4. Relationship of Reporting Person(s) to Issuer	5. If Amendment, Date Original Filed(Month/Day/Year)
C/O SUMMIT PARTNERS, L.P., Â 222 BERKLEY STREET, 18TH FLOOR				(Check all applicable)	
(Street)				<input type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner	6. Individual or Joint/Group Filing(Check Applicable Line)
BOSTON, Â MA Â 02116				<input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)	<input type="checkbox"/> Form filed by One Reporting Person
(City)	(State)	(Zip)			<input checked="" type="checkbox"/> Form filed by More than One Reporting Person

**Table I - Non-Derivative Securities Beneficially Owned**

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	16,115,447 <sup>(1)</sup>	D	Â

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

SEC 1473 (7-02)

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**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security	4. Conversion or Exercise	5. Ownership Form of	6. Nature of Indirect Beneficial Ownership (Instr. 5)
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	Date Exercisable	Expiration Date	(Instr. 4) Title	Amount or Number of Shares	Price of Derivative Security	Derivative Security: Direct (D) or Indirect (I) (Instr. 5)
Series D-3 Convertible Preferred Stock	06/29/2005	Â (2)	Common Stock	8,634,619 (3)	\$ (2)	D Â
Series E Convertible Preferred Stock	03/30/2009	Â (4)	Common Stock	4,283,332 (5)	\$ (4)	D Â

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SUMMIT VENTURES VI-A LP C/O SUMMIT PARTNERS, L.P. 222 BERKLEY STREET, 18TH FLOOR BOSTON, MA 02116	Â	Â X	Â	Â
SUMMIT VI ADVISORS FUND LP C/O SUMMIT PARTNERS, L.P. 222 BERKLEY STREET, 18TH FLOOR BOSTON, MA 02116	Â	Â X	Â	Â
SUMMIT VI ENTREPRENEURS FUND LP C/O SUMMIT PARTNERS, L.P. 222 BERKLEY STREET, 18TH FLOOR BOSTON, MA 02116	Â	Â X	Â	Â
SUMMIT VENTURES VI-B LP C/O SUMMIT PARTNERS, L.P. 222 BERKLEY STREET, 18TH FLOOR BOSTON, MA 02116	Â	Â X	Â	Â
SUMMIT INVESTORS VI LP C/O SUMMIT PARTNERS, L.P. 222 BERKLEY STREET, 18TH FLOOR BOSTON, MA 02116	Â	Â X	Â	Â
SUMMIT SUBORDINATED DEBT FUND II L P C/O SUMMIT PARTNERS, L.P. 222 BERKLEY STREET, 18TH FLOOR BOSTON, MA 02116	Â	Â X	Â	Â
Summit Partners Private Equity Fund VII-A, L.P. C/O SUMMIT PARTNERS, L.P. 222 BERKELEY STREET, 18TH FLOOR BOSTON, MA 02110	Â	Â X	Â	Â
Summit Partners Private Equity Fund VII B L P C/O SUMMIT PARTNERS, L.P. 222 BERKLEY STREET, 18TH FLOOR	Â	Â X	Â	Â

BOSTON, MA 02116

Summit Investors I, LLC

C/O SUMMIT PARTNERS, L.P.

222 BERKLEY STREET, 18TH FLOOR

BOSTON, MA 02116

^ ^ X ^ ^

Summit Investors I (UK), L.P.

C/O SUMMIT PARTNERS, LP

222 BERKELEY STREET, 18TH FLOOR

BOSTON, MA 02116

^ ^ X ^ ^

## Signatures

Summit Ventures VI-A, L.P., By /s/ Robin W. Devereux, as Attorney-in-Fact	12/14/2010
**Signature of Reporting Person	Date
Summit VI Advisors Fund, L.P., By /s/ Robin W. Devereux, as Attorney-in-Fact	12/14/2010
**Signature of Reporting Person	Date
Summit VI Entrepreneurs Fund, L.P., By /s/ Robin W. Devereux, as Attorney-in-Fact	12/14/2010
**Signature of Reporting Person	Date
Summit Ventures VI-B, L.P., By /s/ Robin W. Devereux, as Attorney-in-Fact	12/14/2010
**Signature of Reporting Person	Date
Summit Investors VI, L.P., By /s/ Robin W. Devereux, as Attorney-in-Fact	12/14/2010
**Signature of Reporting Person	Date
Summit Subordinated Debt Fund II, L.P., By /s/ Robin W. Devereux, as Attorney-in-Fact	12/14/2010
**Signature of Reporting Person	Date
Summit Partners Private Equity Fund VII-A, L.P., By /s/ Robin W. Devereux, as Attorney-in-Fact	12/14/2010
**Signature of Reporting Person	Date
Summit Partners Private Equity Fund VII-B, L.P., By /s/ Robin W. Devereux, as Attorney-in-Fact	12/14/2010
**Signature of Reporting Person	Date
Summit Investors I, LLC, By /s/ Robin W. Devereux, as Attorney-in-Fact	12/14/2010
**Signature of Reporting Person	Date
Summit Investors I (UK), L.P., By /s/ Robin W. Devereux, as Attorney-in-Fact	12/14/2010
**Signature of Reporting Person	Date

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, *see* Instruction 5(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) Shares are held as follows: 10,655,742 in the name of Summit Ventures VI-A, L.P., 221,610 in the name of Summit VI Advisors Fund, L.P., 340,245 in the name of Summit VI Entrepreneurs Fund, L.P., 4,443,870 in the name of Summit Ventures VI-B, L.P., 89,845 in the name of Summit Investors VI, L.P., and 364,135 in the name of Summit Subordinated Debt Fund II, L.P.
  - (2) The Series D-3 Convertible Preferred Stock is convertible into Fleetcor Technologies, Inc. common stock on a two and one-half-for-one basis and has no expiration date.
  - (3)

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The shares underlying the Series D-3 Convertible Preferred Stock are held as follows: 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.

- (4) The Series E Convertible Preferred Stock is convertible into Fleetcor Technologies, Inc. common stock on a two and one-half-for-one basis and has no expiration date.

- (5) The shares underlying the Series E Convertible Preferred Stock are held as follows: 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.

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### Remarks:

The^ entities^ mentioned^ in^ Footnotes^ 1,^ 3^ and^ 5^ are^ collectively^ referred^ to^ as^ the^ "Summit^ Entities"

### Exhibit^ List:

Exhibit^ 24^ -^ Power^ of^ Attorney

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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