

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

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 (Instr. 4)  Title	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
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	Date Exercisable	Expiration Date		Amount or Number of Shares		or Indirect (I) (Instr. 5)	
Series D-3 Convertible Preferred Stock	06/29/2005	Â (2)	Common Stock	8,634,619 (3)	\$ (2)	I	Manager of GP of 10% owner.
Series E Convertible Preferred Stock	03/30/2009	Â (4)	Common Stock	4,283,332 (5)	\$ (4)	I	Manager of GP of 10% owner.

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SUMMIT PARTNERS L P 222 BERKELEY STREET 18TH FLOOR BOSTON, MA 02116	Â	Â	Â	Manager of GP of 10% owner.
SUMMIT PARTNERS VI GP LLC C/O SUMMIT PARTNERS, LP 222 BERKLEY STREET, 18TH FLOOR BOSTON, MA 02116	Â	Â	Â	Manager of GP of 10% owner.
SUMMIT PARTNERS VI GP LP C/O SUMMIT PARTNERS, LP 222 BERKLEY STREET, 18TH FLOOR BOSTON, MA 02116	Â	Â	Â	Manager of GP of 10% owner.
STAMPS WOODSUM & CO IV C/O SUMMIT PARTNERS, LP 222 BERKLEY STREET, 18TH FLOOR BOSTON, MA 02116	Â	Â	Â	Manager of GP of 10% owner.
SUMMIT PARTNERS SD II LLC C/O SUMMIT PARTNERS, L.P. 222 BERKLEY STREET, 18TH FLOOR BOSTON, MA 02116	Â	Â	Â	Manager of GP of 10% owner.
Summit Partners PE VII, LLC C/O SUMMIT PARTNERS, L.P. 222 BERKELEY STREET, 18TH FLOOR BOSTON, MA 02110	Â	Â	Â	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	Â	Â	Â	Manager of GP of 10% owner.
Summit Investors Management, LLC C/O SUMMIT PARTNERS, L.P. 222 BERKELEY STREET, 18TH FLOOR BOSTON, MA 02110	Â	Â	Â	Manager of GP of 10% owner.
	Â	Â	Â	Manager of GP of 10% owner.

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

## Signatures

Summit Partners VI (GP), LLC, By /s/ Robin W. Devereux, as Attorney-in-Fact	12/14/2010
__Signature of Reporting Person	Date
Summit Partners VI (GP), L.P., By /s/ Robin W. Devereux, as Attorney-in-Fact	12/14/2010
__Signature of Reporting Person	Date
Stamps, Woodsum & Co. IV, By /s/ Robin W. Devereux, as Attorney-in-Fact	12/14/2010
__Signature of Reporting Person	Date
Summit Partners SD II, LLC, By /s/ Robin W. Devereux, as Attorney-in-Fact	12/14/2010
__Signature of Reporting Person	Date
Summit Partners PE VII, LLC, By /s/ Robin W. Devereux, as Attorney-in-Fact	12/14/2010
__Signature of Reporting Person	Date
Summit Partners PE VII, L.P., By /s/ Robin W. Devereux, as Attorney-in-Fact	12/14/2010
__Signature of Reporting Person	Date
Summit Investors Management, LLC, By /s/ Robin W. Devereux, as Attorney-in-Fact	12/14/2010
__Signature of Reporting Person	Date
By /s/ Robin W. Devereux, as Attorney-in-Fact for Martin Mannion	12/14/2010
__Signature of Reporting Person	Date
Summit Partners, 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) 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"

**Exhibits:**

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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