

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 and Ticker or Trading Symbol | |
| Â SUMMIT PARTNERS L P | | (Month/Day/Year) | FLEETCOR TECHNOLOGIES INC [FLT] | |
| (Last) | (First) | (Middle) | 4. Relationship of Reporting Person(s) to Issuer | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| 222 BERKELEY STREET,Â 18TH FLOOR | | 12/14/2010 | (Check all applicable) | |
| (Street) | | | <input type="checkbox"/> Director | <input type="checkbox"/> 10% Owner |
| BOSTON,Â MAÂ 02116 | | | <input type="checkbox"/> Officer | <input checked="" type="checkbox"/> Other |
| (City) | (State) | (Zip) | (give title below) | (specify below) |
| | | | Manager of GP of 10% owner. | 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 |

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 ⁽¹⁾ | 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) | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|--|--|---|--|--|---|
| | | Title | | | |

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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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