EVANS BRUCE R Form 4

December 05, 2012

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL OMB

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Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue.

30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading **EVANS BRUCE R** Issuer Symbol FLEETCOR TECHNOLOGIES INC (Check all applicable) [FLT] (Last) (First) (Middle) 3. Date of Earliest Transaction _X_ Director 10% Owner Officer (give title __X_ Other (specify (Month/Day/Year) below) below) C/O SUMMIT PARTNERS, 222 12/03/2012 Manager of GP of 10% owner BERKELEY STREET, 18TH **FLOOR** (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting BOSTON, MA 02116 Person

(City)	(State)	(Zip) Tak	ole I - Non-	-Derivative Se	curitie	es Acquir	ed, Disposed of,	or Beneficiall	y Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactic Code (Instr. 8)	4. Securities a comor Disposed of (Instr. 3, 4 and Amount	of (D)	red (A)	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)
Common Stock	12/03/2012		S	2,500,000 (1)	D	\$ 51.91	12,540,170	I	See remarks.
Common Stock	12/03/2012		D	2,408,014 (2)	D	\$ 51.91	10,132,156 (3)	I	See remarks.

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

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exer	cisable and	7. Title	and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transactio	orNumber	Expiration D	ate	Amount	of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Underly	ing	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securitie	es	(Instr. 5)	Bene
	Derivative				Securities			(Instr. 3	and 4)		Owne
	Security				Acquired						Follo
					(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
	4, and 5)										
								Δ	mount		
						Date	Expiration	Title N	ı Iumber		
						Exercisable	Date	01			
				Code V	(A) (D)				hares		

Reporting Owners

Relationships Reporting Owner Name / Address

> Officer Other Director 10% Owner

EVANS BRUCE R C/O SUMMIT PARTNERS 222 BERKELEY STREET, 18TH FLOOR BOSTON, MA 02116

X

Manager of GP of 10% owner

Signatures

Robin W. Devereux, POA for Bruce R. **Evans**

12/05/2012

**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).

Represents shares sold by the following entities: 1,420,598 shares of common stock sold by Summit Ventures VI-A, L.P., 592,446 shares of common stock sold by Summit Ventures VI-B, L.P., 29,545 shares of common stock sold by Summit VI Advisors Fund, L.P., 45,361 shares of common stock sold by Summit VI Entrepreneurs Fund, L.P., 11,895 shares of common stock sold by Summit

(1) Investors VI, L.P., 36,781 shares of common stock sold by Summit Subordinated Debt Fund II, L.P., 226,124 shares of common stock sold by Summit Partners Private Equity Fund VII-A, L.P., 135,813 shares of common stock sold by Summit Partners Private Equity Fund VII-B, L.P., 1,301 shares of common stock sold by Summit Investors I, LLC and 136 shares of common stock sold by Summit Investors I (UK), L.P.

Represents shares sold back to FleetCor Technologies, Inc., the issuer, pursuant to a Stock Repurchase Agreement by the following entities: 1,368,328 shares of common stock sold by Summit Ventures VI-A, L.P., 570,647 shares of common stock sold by Summit Ventures VI-B, L.P., 28,457 shares of common stock sold by Summit VI Advisors Fund, L.P., 43,692 shares of common stock sold by

Summit VI Entrepreneurs Fund, L.P., 11,457 shares of common stock sold by Summit Investors VI, L.P., 35,428 shares of common **(2)** stock sold by Summit Subordinated Debt Fund II, L.P., 217,804 shares of common stock sold by Summit Partners Private Equity Fund VII-A, L.P., 130,816 shares of common stock sold by Summit Partners Private Equity Fund VII-B, L.P., 1,253 shares of common stock sold by Summit Investors I, LLC and 132 shares of common stock sold by Summit Investors I (UK), L.P.

(3)

Reporting Owners 2

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Represents shares held by the following entities: 5,757,485 shares of common stock held by Summit Ventures VI-A, L.P., 2,401,102 shares of common stock held by Summit Ventures VI-B, L.P., 119,740 shares of common stock held by Summit VI Advisors Fund, L.P., 183,840 shares of common stock held by Summit VI Entrepreneurs Fund, L.P., 48,208 shares of common stock held by Summit Investors VI, L.P., 149,071 shares of common stock held by Summit Subordinated Debt Fund II, L.P., 916,450 shares of common stock held by Summit Partners Private Equity Fund VII-A, L.P., 550,434 shares of common stock held by Summit Partners Private Equity Fund VII-B, L.P., 5,273 shares of common stock held by Summit Investors I, LLC and 553 shares of common stock held by Summit Investors I (UK), L.P.

Remarks:

The entities mentioned in Footnotes 1, 2 and 3 are collectively referred to as the "Summit Entities." Summit Partners, L.P. is (Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.