

FLEETCOR TECHNOLOGIES INC

Form 4

September 12, 2013

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

Check this box
if no longer
subject to
Section 16.
Form 4 or
Form 5
obligations
may continue.
See Instruction
1(b).

**STATEMENT OF CHANGES IN 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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
Carroll John R

(Last) (First) (Middle)

C/O SUMMIT PARTNERS, 222
BERKELEY STREET, 18TH
FLOOR

(Street)

BOSTON, MA 02116

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading
Symbol
FLEETCOR TECHNOLOGIES INC
[FLT]

3. Date of Earliest Transaction
(Month/Day/Year)
09/10/2013

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

☒ Director ☐ 10% Owner
☐ Officer (give title below) ☐ Other (specify below)

6. Individual or Joint/Group Filing(Check
Applicable Line)
☒ Form filed by One Reporting Person
☐ Form filed by More than One Reporting
Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	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	09/10/2013		S	(A) or (D) D	Amount 2,000,000 (1) Price \$ 104.86 (2)	I	See Remarks.

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

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information contained in this form are not
required to respond unless the form
displays a currently valid OMB control
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SEC 1474
(9-02)

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

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1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repor Trans (Instr
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Carroll John R C/O SUMMIT PARTNERS 222 BERKELEY STREET, 18TH FLOOR BOSTON, MA 02116	X

Signatures

Robin W. Devereux, Power of Attorney for John R.
Carroll 09/12/2013

**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: 1,136,477 shares of common stock sold by Summit Ventures VI-A, L.P., 473,957 shares of common stock sold by Summit Ventures VI-B, L.P., 23,636 shares of common stock sold by Summit VI Advisors Fund, L.P., 36,288 shares of common stock sold by Summit VI Entrepreneurs Fund, L.P., 9,516 shares of common stock sold by Summit Investors VI, L.P., 29,425 shares of common stock sold by Summit Subordinated Debt Fund II, L.P., 180,900 shares of common stock sold by Summit Partners Private Equity Fund VII-A, L.P., 108,651 shares of common stock sold by Summit Partners Private Equity Fund VII-B, L.P., 1,041 shares of common stock sold by Summit Investors I, LLC and 109 shares of common stock sold by Summit Investors I (UK), L.P.

Represents shares held by the following entities: 2,348,053 shares of common stock held by Summit Ventures VI-A, L.P., 979,231 shares of common stock held by Summit Ventures VI-B, L.P., 48,833 shares of common stock held by Summit VI Advisors Fund, L.P., 74,975 shares of common stock held by Summit VI Entrepreneurs Fund, L.P., 19,660 shares of common stock held by Summit Investors VI, L.P., 60,795 shares of common stock held by Summit Subordinated Debt Fund II, L.P., 373,752 shares of common stock held by Summit Partners Private Equity Fund VII-A, L.P., 224,481 shares of common stock held by Summit Partners Private Equity Fund VII-B, L.P., 2,150 shares of common stock held by Summit Investors I, LLC and 226 shares of common stock held by Summit Investors I (UK), L.P.

Remarks:

The entities mentioned in Footnotes 1 and 2 are collectively referred to as the "Summit Entities." Summit Partners, L.P. is (i)

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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