

FLEETCOR TECHNOLOGIES INC
 Form 4
 March 06, 2014

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
 EVANS BRUCE R

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

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)

(Last) (First) (Middle)
 C/O SUMMIT PARTNERS, 222
 BERKELEY STREET, 18TH
 FLOOR

3. Date of Earliest Transaction
 (Month/Day/Year)
 03/04/2014

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

(Street)
 BOSTON, MA 02116

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

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

(City) (State) (Zip)

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 Ownership (Instr. 4)
Common Stock	03/04/2014		S	(A) or (D) 2,132,156 <u>(1)</u>	\$ 126.03	0	I See remarks.

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

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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. Number of Derivative Securities Owned Following Transaction (Instr. 6)
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Reporting Owners

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

Signatures

Robin W. Devereux, POA for Bruce R. Evans
Date: 03/04/2014

**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: 1,211,575 shares of common stock sold by Summit Ventures VI-A, L.P., 505,275 shares of common stock sold by Summit Ventures VI-B, L.P., 25,197 shares of common stock sold by Summit VI Advisors Fund, L.P., 38,686 shares of common stock sold by Summit VI Entrepreneurs Fund, L.P., 10,144 shares of common stock sold by Summit Investors VI, L.P., 31,370 shares of common stock sold by Summit Subordinated Debt Fund II, L.P., 192,853 shares of common stock sold by Summit Partners Private Equity Fund VII-A, L.P., 115,830 shares of common stock sold by Summit Partners Private Equity Fund VII-B, L.P., 1,109 shares of common stock sold by Summit Investors I, LLC and 117 shares of common stock sold by Summit Investors I (UK), L.P.

Remarks:

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

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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