

FLEETCOR TECHNOLOGIES INC

Form 4

December 05, 2012

FORM 4

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

OMB APPROVAL

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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 *
SUMMIT VENTURES VI-A LP

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)
222 BERKELEY STREET, 18TH FLOOR
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
12/03/2012

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

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
X 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 | 12/03/2012 | | S | (A) D | 2,500,000 \$ 51.91 | D | |
| Common Stock | 12/03/2012 | | S | (A) D | 2,408,014 \$ 51.91 | D | |

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474 (9-02)

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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 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. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
| | | | | 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 |
| SUMMIT VENTURES VI-A LP 222 BERKELEY STREET 18TH FLOOR BOSTON, MA 02116 | | X | | |
| SUMMIT VENTURES VI-B LP 222 BERKELEY STREET 18TH FLOOR BOSTON, MA 02116 | | X | | |
| SUMMIT VI ADVISORS FUND LP C/O SUMMIT PARTNERS 222 BERKELEY STREET, 18TH FLORR BOSTON, MA 02116 | | X | | |
| SUMMIT VI ENTREPRENEURS FUND LP C/O SUMMIT PARTNERS 222 BERKELEY STREET, 18TH FLOOR BOSTON, MA 02116 | | X | | |
| SUMMIT SUBORDINATED DEBT FUND II L P C/O SUMMIT PARTNERS 222 BERKELEY STREET, 18TH FLOOR BOSTON, MA 02116 | | X | | |
| Summit Partners Private Equity Fund VII-A, L.P. 222 BERKELEY STREET 18TH FLOOR BOSTON, MA 02116 | | X | | |

Summit Partners Private Equity Fund VII B L P
 222 BERKELEY STREET
 18TH FLOOR X
 BOSTON, MA 02116

SUMMIT INVESTORS VI LP
 C/O SUMMIT PARTNERS
 222 BERKELEY STREET, 18TH FLOOR X
 BOSTON, MA 02116

Summit Investors I (UK), L.P.
 222 BERKELEY STREET, 18TH FLOOR X
 BOSTON, MA 02116

Summit Investors I, LLC
 222 BERKELEY STREET, 18TH FLOOR X
 BOSTON, MA 02116

Signatures

Summit Ventures VI-A, L.P., by Summit Partners VI (GP), L.P., its GP, by Summit Partners VI (GP), LLC, its GP, by Summit Partners, L.P., its Manager, by Summit Master Company, LLC, its GP, by Robin W. Devereux, POA for Joseph F. Trustey, Member 12/05/2012

__Signature of Reporting Person Date

Summit Ventures VI-B, L.P., by Summit Partners VI (GP), L.P., Its GP, by Summit Partners VI (GP), LLC, Its GP, by Summit Partners, L.P., its Manager, by Summit Master Company, LLC, its GP, by Robin W. Devereux, POA for Joseph F. Trustey, Member 12/05/2012

__Signature of Reporting Person Date

Summit VI Advisors Fund, L.P., by Summit Partners VI (GP), L.P., its GP, by Summit Partners VI (GP), LLC, its GP, by Summit Partners, L.P., its Manager, by Summit Master Company, LLC, its GP, by Robin W. Devereux, POA for Joseph F. Trustey, Member 12/05/2012

__Signature of Reporting Person Date

Summit VI Entrepreneurs Fund, L.P., by Summit Partners VI (GP), L.P., its GP, by Summit Partners VI (GP), LLC, its GP, by Summit Partners, L.P., its Manager, by Summit Master Company, LLC, its GP, by Robin W. Devereux, POA for Joseph F. Trustey, Member 12/05/2012

__Signature of Reporting Person Date

Summit Partners Subordinated Debt Fund II, L.P., by Summit Partners Subordinated Debt II, LLC, its GP, by Stamps, Woodsum & Company IV, its GP, by Summit Partners, L.P., its GP, by Summit Master Company, LLC, its GP, by Robin W. Devereux, POA for Joseph 12/05/2012

__Signature of Reporting Person Date

Summit Partners Private Equity Fund VII-A, L.P., by Summit Partners PE VII, L.P., its GP, by Summit Partners PE VII, LLC, its GP, by Summit Partners, L.P., its GP, by Summit Master Company, LLC, its GP, by Robin W. Devereux, POA for Joseph Trustey, Member 12/05/2012

__Signature of Reporting Person Date

Summit Partners Private Equity Fund VII-B, L.P., by Summit Partners PE VII, L.P., its GP, by Summit Partners PE VII, LLC, its GP, by Summit Partners, L.P., its GP, by Summit Master Company, LLC, its GP, by Robin W. Devereux, POA for Joseph Trustey, Member 12/05/2012

__Signature of Reporting Person Date

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Summit Investors VI, L.P., by Summit Partners VI (GP), L.P., its GP, by Summit Partners VI (GP), LLC, its GP, by Summit Partners, L.P., its Manager, by Summit Master Company, LLC, its GP, by Robin W. Devereux, POA for Joseph F. Trustey, Member 12/05/2012

__Signature of Reporting Person Date

Summit Investors I (UK), L.P., by Summit Investors Management, LLC, its General Partner, by Summit Partners, L.P., its Managing Member, by Summit Master Company, its General Partner, by Robin W. Devereux, POA for Joseph F. Trustey, Member 12/05/2012

__Signature of Reporting Person Date

Summit Investors I, LLC, by Summit Investors Management, LLC, its Manager, by Summit Partners, L.P., its Managing Member, by Summit Master Company, LLC, its general partner, by Robin W. Devereux, POA for Joseph F. Trustey, Member 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 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 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.

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." Each of the Summit Entities

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.