

Carroll John R  
 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 \*  
 Carroll John 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)  
 12/03/2012

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	12/03/2012		S	(A) V Amount 2,500,000 (1)	(D) Price \$ 51.91	I	See Remarks.
Common Stock	12/03/2012		D	(A) V Amount 2,408,014 (2)	(D) Price \$ 51.91	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)



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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.

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