### Edgar Filing: Carroll John R - Form 4

Carroll John	n R										
	05 2012										
FORM 4 UNITED STATES SECURITIES AND EXCHANCE COMMISSION								MMISSION	OMB APPROVAL		
Washington, D.C. 20549						JIVIIVIISSION	OMB Number:	3235-0287			
Check this box if no longer subject to Section 16. Form 4 or Form 5				SECU	RITIES		<b>ERSHIP OF</b> Act of 1934,	Expires: January 20 Estimated average burden hours per response			
obligati may con <i>See</i> Inst 1(b).	ons ntinue. Section 17	(a) of the l	Public U	Jtility Ho		any A	Act of	1935 or Section	L		
(Print or Type	Responses)										
1. Name and Address of Reporting Person <u>*</u> Carroll John R			2. Issuer Name <b>and</b> Ticker or Trading Symbol FLEETCOR TECHNOLOGIES INC [FLT]					5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
(Last) C/O SUMM BERKELE FLOOR	3. Date of Earliest Transaction (Month/Day/Year) 12/03/2012					X_ Director10% Owner Officer (give titleOther (specify below) below)					
(Street)			Filed(Month/Day/Year)					6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person			
BOSTON,	MA 02116							Form filed by Me Person			
(City)	(State)	(Zip)	Tal	ble I - Non	-Derivative Se	curitie	es Acqu	ired, Disposed of,	or Beneficial	ly Owned	
1.Title of Security (Instr. 3)		saction Date 2A. Deemed /Day/Year) Execution Date, if any (Month/Day/Year)		Code (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	12/03/2012			Code V S	Amount 2,500,000 (1)	(D) D	Price \$ 51.91	12 540 170	Ι	See Remarks.	
Common Stock	12/03/2012			D	2,408,014 (2)	D	\$ 51.91	10,132,156 ( <u>3)</u>	Ι	See Remarks.	

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

Persons who respond to the collection of SEC 1474 information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

(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)	4. Transactic Code (Instr. 8)	5. onNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)			7. Title and Amount of Underlying Securities (Instr. 3 and 4)	unt of rlying rities	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secu Bene Owne Follo Repo Trans (Instr
			Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

## **Reporting Owners**

Relationships **Reporting Owner Name / Address** 10% Owner Officer Other Director Carroll John R C/O SUMMIT PARTNERS Х 222 BERKELEY STREET, 18TH FLOOR BOSTON, MA 02116 Signatures Robin W. Devereux, Power of Attorney for John R. 12/05/2012 Carroll \*\*Signature of Reporting Person

# **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

(2)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.

(3)

Date

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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.