

FLEETCOR TECHNOLOGIES INC

Form 3

December 14, 2010

FORM 3UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

OMB
Number: 3235-0104Expires: January 31,
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burden hours per
response... 0.5**INITIAL STATEMENT OF 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 *Â SUMMIT VENTURES VI-A
LP

(Last) (First) (Middle)

C/O SUMMIT PARTNERS,
L.P.,Â 222 BERKLEY STREET,
18TH FLOOR

(Street)

BOSTON,Â MAÂ 02116

(City) (State) (Zip)

2. Date of Event Requiring
Statement(Month/Day/Year)
12/14/20103. Issuer Name **and** Ticker or Trading Symbol
FLEETCOR TECHNOLOGIES INC [FLT]4. Relationship of Reporting
Person(s) to Issuer

(Check all applicable)

____ Director ____X____ 10% Owner
____ Officer ____ Other
(give title below) (specify below)5. 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**Table I - Non-Derivative Securities Beneficially Owned**1. Title of Security
(Instr. 4)2. Amount of Securities
Beneficially Owned
(Instr. 4)3. Ownership
Form:
Direct (D)
or Indirect
(I)
(Instr. 5)4. Nature of Indirect Beneficial
Ownership
(Instr. 5)

Common Stock

16,115,447 ⁽¹⁾

D Â

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

SEC 1473 (7-02)

**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.****Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**1. Title of Derivative Security
(Instr. 4)2. Date Exercisable and
Expiration Date
(Month/Day/Year)3. Title and Amount of
Securities Underlying
Derivative Security4. Conversion
or Exercise5. Ownership
Form of6. Nature of Indirect
Beneficial Ownership
(Instr. 5)

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			(Instr. 4)		Price of	Derivative	
	Date	Expiration	Title	Amount or	Derivative	Security:	
	Exercisable	Date		Number of	Security	Direct (D)	
				Shares		or Indirect	
						(I)	
						(Instr. 5)	
Series D-3 Convertible Preferred Stock	06/29/2005	Â (2)	Common Stock	8,634,619 (3)	\$ (2)	D	Â
Series E Convertible Preferred Stock	03/30/2009	Â (4)	Common Stock	4,283,332 (5)	\$ (4)	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SUMMIT VENTURES VI-A LP C/O SUMMIT PARTNERS, L.P. 222 BERKLEY STREET, 18TH FLOOR BOSTON,Â MAÂ 02116	Â	Â X	Â	Â
SUMMIT VI ADVISORS FUND LP C/O SUMMIT PARTNERS, L.P. 222 BERKLEY STREET, 18TH FLOOR BOSTON,Â MAÂ 02116	Â	Â X	Â	Â
SUMMIT VI ENTREPRENEURS FUND LP C/O SUMMIT PARTNERS, L.P. 222 BERKLEY STREET, 18TH FLOOR BOSTON,Â MAÂ 02116	Â	Â X	Â	Â
SUMMIT VENTURES VI-B LP C/O SUMMIT PARTNERS, L.P. 222 BERKLEY STREET, 18TH FLOOR BOSTON,Â MAÂ 02116	Â	Â X	Â	Â
SUMMIT INVESTORS VI LP C/O SUMMIT PARTNERS, L.P. 222 BERKLEY STREET, 18TH FLOOR BOSTON,Â MAÂ 02116	Â	Â X	Â	Â
SUMMIT SUBORDINATED DEBT FUND II L P C/O SUMMIT PARTNERS, L.P. 222 BERKLEY STREET, 18TH FLOOR BOSTON,Â MAÂ 02116	Â	Â X	Â	Â
Summit Partners Private Equity Fund VII-A, L.P. C/O SUMMIT PARTNERS, L.P. 222 BERKELEY STREET, 18TH FLOOR BOSTON,Â MAÂ 02110	Â	Â X	Â	Â
Summit Partners Private Equity Fund VII B L P C/O SUMMIT PARTNERS, L.P. 222 BERKLEY STREET, 18TH FLOOR	Â	Â X	Â	Â

BOSTON, MA 02116

Summit Investors I, LLC

C/O SUMMIT PARTNERS, L.P.

222 BERKLEY STREET, 18TH FLOOR

BOSTON, MA 02116

X

Summit Investors I (UK), L.P.

C/O SUMMIT PARTNERS, LP

222 BERKELEY STREET, 18TH FLOOR

BOSTON, MA 02116

X

Signatures

Summit Ventures VI-A, L.P., By /s/ Robin W. Devereux, as Attorney-in-Fact 12/14/2010

Signature of Reporting Person

Date

Summit VI Advisors Fund, L.P., By /s/ Robin W. Devereux, as Attorney-in-Fact 12/14/2010

Signature of Reporting Person

Date

Summit VI Entrepreneurs Fund, L.P., By /s/ Robin W. Devereux, as Attorney-in-Fact 12/14/2010

Signature of Reporting Person

Date

Summit Ventures VI-B, L.P., By /s/ Robin W. Devereux, as Attorney-in-Fact 12/14/2010

Signature of Reporting Person

Date

Summit Investors VI, L.P., By /s/ Robin W. Devereux, as Attorney-in-Fact 12/14/2010

Signature of Reporting Person

Date

Summit Subordinated Debt Fund II, L.P., By /s/ Robin W. Devereux, as Attorney-in-Fact 12/14/2010

Signature of Reporting Person

Date

Summit Partners Private Equity Fund VII-A, L.P., By /s/ Robin W. Devereux, as Attorney-in-Fact 12/14/2010

Signature of Reporting Person

Date

Summit Partners Private Equity Fund VII-B, L.P., By /s/ Robin W. Devereux, as Attorney-in-Fact 12/14/2010

Signature of Reporting Person

Date

Summit Investors I, LLC, By /s/ Robin W. Devereux, as Attorney-in-Fact 12/14/2010

Signature of Reporting Person

Date

Summit Investors I (UK), L.P., By /s/ Robin W. Devereux, as Attorney-in-Fact 12/14/2010

Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, see Instruction 5(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).

(1) Shares are held as follows: 10,655,742 in the name of Summit Ventures VI-A, L.P., 221,610 in the name of Summit VI Advisors Fund, L.P., 340,245 in the name of Summit VI Entrepreneurs Fund, L.P., 4,443,870 in the name of Summit Ventures VI-B, L.P., 89,845 in the name of Summit Investors VI, L.P., and 364,135 in the name of Summit Subordinated Debt Fund II, L.P.

(2) The Series D-3 Convertible Preferred Stock is convertible into Fleetcor Technologies, Inc. common stock on a two and one-half-for-one basis and has no expiration date.

(3)

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The shares underlying the Series D-3 Convertible Preferred Stock are held as follows: 5,842,167 in the name of Summit Ventures VI-A, L.P., 121,500 in the name of Summit VI Advisors Fund, L.P., 186,545 in the name of Summit VI Entrepreneurs Fund, L.P., 2,436,417 in the name of Summit Ventures VI-B, L.P., and 47,990 in the name of Summit Investors VI, L.P.

- (4) The Series E Convertible Preferred Stock is convertible into Fleetcor Technologies, Inc. common stock on a two and one-half-for-one basis and has no expiration date.

- (5) The shares underlying the Series E Convertible Preferred Stock are held as follows: 305 in the name of Summit Investors VI, L.P., 63,020 in the name of Summit Subordinated Debt Fund II, L.P., 2,626,060 in the name of Summit Partners Private Equity Fund VII-A, L.P., 1,577,252 in the name of Summit Partners Private Equity Fund VII-B, L.P., 15,110 in the name of Summit Investors I, LLC and 1,585 in the name of Summit Investors I (UK), L.P.

^

Remarks:

The^ entities^ mentioned^ in^ Footnotes^ 1,^ 3^ and^ 5^ are^ collectively^ referred^ to^ as^ the^ "Summit^ Entities"

Exhibit^ List:

Exhibit^ 24^ -^ Power^ of^ Attorney

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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