

Carroll John R  
Form 4  
June 11, 2012

**FORM 4**

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

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

## OMB APPROVAL

OMB  
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response... 0.5

(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)  
06/07/2012

☒ 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 Beneficial Ownership (Instr. 4)
			Code	V	Amount (1)	(A) or (D)	Price
Common Stock	06/07/2012		S		4,000,000	D	\$ 36.95
							15,040,170
							(2)
						I	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  
information contained in this form are not  
required to respond unless the form  
displays a currently valid OMB control  
number.**

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. Nu Deriv Secur Bene Own Follo Repor Trans (Instr
				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
Carroll John R C/O SUMMIT PARTNERS 222 BERKELEY STREET, 18TH FLOOR BOSTON, MA 02116	X

## Signatures

Robin W. Devereux, Power of Attorney for John R.  
Carroll 06/11/2012

\*\*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).
- (1) Represents shares sold by the following entities: 2,272,956 shares of common stock sold by Summit Ventures VI-A, L.P., 947,914 shares of common stock sold by Summit Ventures VI-B, L.P., 47,271 shares of common stock sold by Summit VI Advisors Fund, L.P., 72,577 shares of common stock sold by Summit VI Entrepreneurs Fund, L.P., 19,032 shares of common stock sold by Summit Investors VI, L.P., 58,850 shares of common stock sold by Summit Subordinated Debt Fund II, L.P., 361,798 shares of common stock sold by Summit Partners Private Equity Fund VII-A, L.P., 217,302 shares of common stock sold by Summit Partners Private Equity Fund VII-B, L.P., 2,082 shares of common stock sold by Summit Investors I, LLC and 218 shares of common stock sold by Summit Investors I (UK), L.P.
- (2) Represents shares held by the following entities: 8,546,411 shares of common stock held by Summit Ventures VI-A, L.P., 3,564,195 shares of common stock held by Summit Ventures VI-B, L.P., 177,742 shares of common stock held by Summit VI Advisors Fund, L.P., 272,893 shares of common stock held by Summit VI Entrepreneurs Fund, L.P., 71,560 shares of common stock held by Summit Investors VI, L.P., 221,280 shares of common stock held by Summit Subordinated Debt Fund II, L.P., 1,360,378 shares of common stock held by Summit Partners Private Equity Fund VII-A, L.P., 817,063 shares of common stock held by Summit Partners Private Equity Fund VII-B, L.P., 7,827 shares of common stock held by Summit Investors I, LLC and 821 shares of common stock held by Summit Investors I (UK), L.P.

### Remarks:

The entities mentioned in Footnote 1 and 2 are collectively referred to as the "Summit Entities"; Summit Partners, L.P. is (i) the 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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