UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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Under the Securities Exchange Act of 1934 (Amendment No. 2)*

FleetCor Technologies, Inc.

(Name of Issuer)

Common Stock, \$0.001 par value (Title of Class of Securities)

339041105 (CUSIP Number)

December 31, 2013 (Date of Event which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

☐ Rule 13d-1(b)

☐ Rule 13d-1(c)

☑ Rule 13d-1(d)

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

1	NAMES OF REPORTING PERSON				
	I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY):				
_	Summit I				
2			E APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)		
	(a) 🗆	(b) 🗆		
3	SEC USE	7 ()	NI V		
3	SEC OSI	. 0			
4	CITIZEN	ISF	IIP OR PLACE OF ORGANIZATION		
	State of I				
		5	SOLE VOTING POWER		
	IBER OF	C	0 shares		
_	ARES	6	SHARED VOTING POWER		
	FICIALLY		2,132,156 shares		
OWNED BY EACH		7			
REPO	ORTING				
	RSON		0 shares		
V	VITH	8	SHARED DISPOSITIVE POWER		
_			2,132,156 shares		
9	AGGRE	ĿΑ	TE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON		
	2,132,156	s st	nares		
10			X IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions)		
11	PERCEN	Τ(OF CLASS REPRESENTED BY AMOUNT IN ROW (9)		
	·				
10	2.6%	- F	EDODENIC DEDCOM (C. J. e. d.)		
12	TYPE OF	· R	EPORTING PERSON (See Instructions)		
	PN				

1			REPORTING PERSON			
	I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY):					
	Summit Partners VI (GP), LLC					
2	CHECK	TH	E APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)			
	(a) □	(b) □			
	CEC LICI	1.0	MI V			
3	SEC USI	± O	INLY			
4	CITIZEN	ISF	HIP OR PLACE OF ORGANIZATION			
	State of I	اما				
	State of 1	_	SOLE VOTING POWER			
		J	SOLE VOINGTOWER			
NUM	IBER OF		0 shares			
	IARES	6	SHARED VOTING POWER			
	FICIALLY		0.400.450.1			
	NED BY ACH	7	2,132,156 shares SOLE DISPOSITIVE POWER			
	ORTING	/	SOLE DISPOSITIVE POWER			
PE	RSON		0 shares			
V	VITH	8	SHARED DISPOSITIVE POWER			
9	A C C D E	- A	2,132,156 shares TE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON			
9	AGGRE	JА	TE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON			
	2,132,150	6 sł	nares			
10	CHECK	ВС	X IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions)			
	_					
11	PERCEN	Π (OF CLASS REPRESENTED BY AMOUNT IN ROW (9)			
	2.6%					
12	TYPE O	F R	EPORTING PERSON (See Instructions)			
	00					
1	00					

_	_						
1	NAMES	OF	F REPORTING PERSON				
	I.R.S. ID	I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY):					
	Summit 1	Par	tners VI (GP), L.P.				
2			E APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)				
	(a) □	(b) 🗆				
3	SEC USI	ΞΟ	NLY				
4	CITIZEN	ISF	HIP OR PLACE OF ORGANIZATION				
	State of I	Del					
		5	SOLE VOTING POWER				
NUM	IBER OF		0 shares				
SH	IARES	6	SHARED VOTING POWER				
	FICIALLY						
	NED BY		2,132,156 shares				
l l	ACH	7	SOLE DISPOSITIVE POWER				
	ORTING						
	RSON VITH		0 shares				
v	VIII	8	SHARED DISPOSITIVE POWER				
			2,132,156 shares				
9	AGGRE	GA	TE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON				
	2 122 15	C -1					
10	2,132,156 shares						
10	CHECK	ВС	X IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions)				
	Ιп						
11		TT (OF CLASS REPRESENTED BY AMOUNT IN ROW (9)				
11	PERCEN	11	OF CEV22 VELVE2ENTED DI VINOCIAL HA KOM (2)				
	2.6%						
12		ΕP	EPORTING PERSON (See Instructions)				
14	TIFEO	ιI	LEI OKTINO I EKSON (SEE IIISUUCUSIIS)				
	PN						
	111						

1			REPORTING PERSON			
	I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY):					
	Summit 5	Ven	tures VI-A, L.P.			
2			E APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)			
	(a) 🗆		b) 🗆			
3	SEC USI	ΞO	NLY			
4	CITIZEN	ISF	HIP OR PLACE OF ORGANIZATION			
	State of I	_				
		5	SOLE VOTING POWER			
NII IM	IBER OF		0 shares			
	IARES	6				
	FICIALLY					
	NED BY		2,132,156 shares			
	ACH ORTING	7	SOLE DISPOSITIVE POWER			
	RSON		0 shares			
V	VITH	8	SHARED DISPOSITIVE POWER			
0	A CCDE	- A1	2,132,156 shares			
9	AGGRE	JΑ	TE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON			
	2,132,150	5 sł	nares			
10	CHECK	ВС	X IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions)			
11	DEDCEN	· · ·	OF GLACC DEPARTED BY AMOUNT IN DOMAGO			
11	PERCEN	11 (OF CLASS REPRESENTED BY AMOUNT IN ROW (9)			
	2.6%					
12	TYPE O	F R	EPORTING PERSON (See Instructions)			
	DM					
	PN					

1			REPORTING PERSON		
	I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY):				
			tures VI-B, L.P.		
2			E APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)		
	(a) 🗆	(b) 🗆		
	CEC LICE	1.0	NII XY		
3	SEC USE	<u>.</u> U	INLY		
4	CITIZEN	ISE	IIP OR PLACE OF ORGANIZATION		
7	CITIZEIV	101	III OKTENCE OF OKOMIVEMION		
	State of I	Dela	aware		
		5	SOLE VOTING POWER		
NUM	BER OF		0 shares		
SH	ARES	6	SHARED VOTING POWER		
	FICIALLY				
	NED BY		2,132,156 shares		
	ACH ORTING	7	SOLE DISPOSITIVE POWER		
	RSON		0 shares		
	VITH	8			
		0	SHARED DISPOSITIVE POWER		
			2,132,156 shares		
9	AGGREO	GΑ	TE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON		
	2,132,156				
10	CHECK	ВО	X IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions)		
11	PERCEN	Τ(OF CLASS REPRESENTED BY AMOUNT IN ROW (9)		
	2.6%				
12		F P	EPORTING PERSON (See Instructions)		
14	TILLOI	. 1\	El Oltino i Elooti (occ iibilactiolis)		
	PN				

1	NAMES OF REPORTING PERSON				
	I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY):				
			Advisors Fund, L.P.		
2			E APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)		
	(a) □	(b) □		
	CEC LICE	1.0	NII X7		
3	SEC USE	<u>.</u> U	INLY		
4	CITIZEN	ISE	HIP OR PLACE OF ORGANIZATION		
4	CITIZEI	101.	III OKTEACE OF OKOANIZATION		
	State of I	Dela	aware		
		5	SOLE VOTING POWER		
NUM	IBER OF		0 shares		
SH	ARES	6	SHARED VOTING POWER		
	FICIALLY				
	NED BY		2,132,156 shares		
	ACH ORTING	7	SOLE DISPOSITIVE POWER		
	RSON		0 shares		
	VITH	8			
		U	SHARED DISTOSITIVE FOWER		
			2,132,156 shares		
9	AGGRE	GΑ	TE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON		
	2,132,156				
10	CHECK	ВО	X IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions)		
11	DEDCEN	TT (OF CLACC DEPORTED BY AMOUNT IN DOM (0)		
11	PERCEN	11 (OF CLASS REPRESENTED BY AMOUNT IN ROW (9)		
	2.6%				
12		F R	EPORTING PERSON (See Instructions)		
	-11201				
	PN				

1	NAMES OF REPORTING PERSON				
	I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY):				
			Entrepreneurs Fund, L.P.		
2			E APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)		
	(a) □	(b) □		
	SEC USE	1.0	NII X7		
3	SEC USE	5 0	INLY		
4	CITIZEN	CL	HIP OR PLACE OF ORGANIZATION		
4	CITIZEN	131.	IIF OK FLACE OF OKGANIZATION		
	State of I	Dela	aware		
		5	SOLE VOTING POWER		
NUM	IBER OF		0 shares		
	ARES	6	SHARED VOTING POWER		
	FICIALLY				
	NED BY		2,132,156 shares		
	ACH ORTING	7	SOLE DISPOSITIVE POWER		
	RSON		0 shares		
	VITH	8			
		0	SHARED DISPOSITIVE POWER		
			2,132,156 shares		
9	AGGRE	GΑ	TE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON		
	2,132,156	5 sł	nares		
10	CHECK	ВО	X IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions)		
11	PERCEN	Τ (OF CLASS REPRESENTED BY AMOUNT IN ROW (9)		
	2.6%				
12		7 D	EPORTING PERSON (See Instructions)		
14	1 1 PE OI	. К	EFORTHAG FERSON (See HISHIGGIOIS)		
	PN				

Ī	1	NAMES OF REPORTING PERSON				
		I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY):				
L				estors VI, L.P.		
	2			E APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)		
		(a) □	(b) \square		
L						
	3	SEC USE	O	NLY		
L						
	4	CITIZEN	SF	IIP OR PLACE OF ORGANIZATION		
		C				
Ļ		State of I				
			5	SOLE VOTING POWER		
				0 shares		
		BER OF	6			
	_	ARES	b	SHARED VOTING POWER		
		FICIALLY		2,132,156 shares		
OWNED EACH		L	7			
		ORTING	,	SOLL DISTOSITIVE TOWER		
		RSON		0 shares		
	W	/ITH	8			
			_			
				2,132,156 shares		
f	9	AGGREO	GΑ	TE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON		
		2,132,156				
Ī	10	CHECK	BC	X IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions)		
L						
	11	PERCEN	Τ (OF CLASS REPRESENTED BY AMOUNT IN ROW (9)		
L		2.6%				
	12	TYPE OF	R	EPORTING PERSON (See Instructions)		
		DNI				
1		PN				

1	NAMES OF REPORTING PERSON				
	I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY):				
Stamps, Woodsum & Co. IV					
2		TΗ	E APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)		
	(a) □	(b) 🗆		
3	SEC USE	ΞO	NLY		
4	CITIZEN	ISF	IIP OR PLACE OF ORGANIZATION		
	Common	we	alth of Massachusetts		
		5	SOLE VOTING POWER		
NIIM	IBER OF		0 shares		
	ARES	6	SHARED VOTING POWER		
BENE	FICIALLY				
OWI	NED BY		2,132,156 shares		
E	ACH	7	SOLE DISPOSITIVE POWER		
	ORTING				
PERSON			0 shares		
V	VITH	8	SHARED DISPOSITIVE POWER		
			2,132,156 shares		
9	AGGRE	GΑ	TE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON		
	2,132,156 shares				
10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHA		BC	X IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions)		
11	PERCEN	Τ(OF CLASS REPRESENTED BY AMOUNT IN ROW (9)		
	2.6%				
12	TYPE OI	FR	EPORTING PERSON (See Instructions)		
	DN				

1	NAMES OF REPORTING PERSON				
	I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY):				
			tners SD II, LLC		
2			E APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)		
	(a) 🗆	(b) □		
	CEC LICE	1.0	NII X7		
3	SEC USE	<u>.</u> U	INLY		
4	CITIZEN	ICL	HIP OR PLACE OF ORGANIZATION		
4	CITIZEN	131.	IIF OK FLACE OF OKGANIZATION		
	State of I	Dela	aware		
			SOLE VOTING POWER		
NUM	IBER OF		0 shares		
	ARES	6	SHARED VOTING POWER		
	FICIALLY				
	NED BY		2,132,156 shares		
	ACH ORTING	7	SOLE DISPOSITIVE POWER		
	RSON		0 shares		
	VITH	8			
		0	SHARED DISPOSITIVE POWER		
			2,132,156 shares		
9	AGGRE	GΑ	TE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON		
	2,132,156	5 sł	nares		
10	CHECK	ВО	X IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions)		
11	PERCEN	Τ(OF CLASS REPRESENTED BY AMOUNT IN ROW (9)		
	2.6%				
12		c D	EPORTING PERSON (See Instructions)		
14	TIPE OF	. К	EFORTHAG FERSON (See HISHIGGIOIS)		
	00				

Ī	1	NAMES	OF	REPORTING PERSON		
		I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY):				
L				ordinated Debt Fund II, L.P.		
	2			E APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)		
		(a) □	(b) \square		
L						
	3	SEC USE	ΞO	NLY		
L						
	4	CITIZEN	ISF	IIP OR PLACE OF ORGANIZATION		
		C				
Ļ		State of I				
			5	SOLE VOTING POWER		
				0 shares		
		BER OF	6			
	_	ARES	b	SHARED VOTING POWER		
		FICIALLY		2,132,156 shares		
OWNED : EACH		L	7			
		ORTING	,	SOLL DISTOSITIVE TOWER		
		RSON		0 shares		
	W	/ITH	8			
			-			
				2,132,156 shares		
f	9	AGGREO	GΑ	TE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON		
		2,132,156				
Ī	10	CHECK	BC	X IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions)		
L						
	11	PERCEN	Τ(OF CLASS REPRESENTED BY AMOUNT IN ROW (9)		
L		2.6%				
	12	TYPE OF	R	EPORTING PERSON (See Instructions)		
		DNI				
1		PN				

1		NAMES OF REPORTING PERSON					
	I.R.S. ID	I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY):					
	Summit I	ummit Partners PE VII, LLC					
2	CHECK	HECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)					
	(a) □	\Box (b) \Box					
	CEC LICI	1.0	MI V				
3	SEC USI	± O	INLY				
4	CITIZEN	ISF	HIP OR PLACE OF ORGANIZATION				
	State of I)el:	aware				
	Otate of I	_	SOLE VOTING POWER				
NUM	IBER OF		0 shares				
_	ARES	6	SHARED VOTING POWER				
BENEFICIALLY OWNED BY			2,132,156 shares				
	EACH		SOLE DISPOSITIVE POWER				
	ORTING						
	RSON		0 shares				
V	VITH	8	SHARED DISPOSITIVE POWER				
			2,132,156 shares				
9	AGGRE	GΑ	TE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON				
10	2,132,150						
10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions)		A IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions)				
11	PERCEN	T (OF CLASS REPRESENTED BY AMOUNT IN ROW (9)				
12	2.6%	C P	EDODTING DEDCON (Co. Instructions)				
12	IYPEO	rК	EPORTING PERSON (See Instructions)				
	00	00					

1		NAMES OF REPORTING PERSON					
	I.R.S. ID	I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY):					
	Summit I	ımmit Partners PE VII, L.P.					
2		HECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)					
	(a) 🗆						
	OF C LIGH						
3	SEC USI	⊴ O	NLY				
4	CITIZEN	ISF	IIP OR PLACE OF ORGANIZATION				
	State of I	_					
		5	SOLE VOTING POWER				
NIIM	IBER OF		0 shares				
	IARES	6	SHARED VOTING POWER				
	FICIALLY						
	OWNED BY		2,132,156 shares				
EACH REPORTING		7	SOLE DISPOSITIVE POWER				
	RSON		0 shares				
V	VITH	8	SHARED DISPOSITIVE POWER				
			2,132,156 shares				
9	AGGRE	jΑ	TE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON				
	2,132,150	6 sł	nares				
10	CHECK	BC	X IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions)				
11	DEDCEN	TOD 4	OF CLASS DEPONDED BY AMOUNT IN DOMESTO.				
11	PERCEN	11 (OF CLASS REPRESENTED BY AMOUNT IN ROW (9)				
	2.6%						
12	TYPE O	F R	EPORTING PERSON (See Instructions)				
	DM						
	PN	N					

1		NAMES OF REPORTING PERSON					
	I.R.S. ID	I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY):					
	Summit I	ummit Partners Private Equity Fund VII-A, L.P.					
2		HECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)					
	(a) 🗆						
	OF C LIGH						
3	SEC USI	£ O	NLY				
4	CITIZEN	ISF	HIP OR PLACE OF ORGANIZATION				
	State of I	_					
		5	SOLE VOTING POWER				
NI IN	IBER OF		0 shares				
	ARES	6	SHARED VOTING POWER				
	BENEFICIALLY						
	OWNED BY		2,132,156 shares				
EACH REPORTING		7	SOLE DISPOSITIVE POWER				
	RSON		0 shares				
V	VITH	8	SHARED DISPOSITIVE POWER				
			2,132,156 shares				
9	AGGRE	ĿΑ	TE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON				
	2,132,150	6 sł	nares				
10			X IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions)				
44		-	OF CLASS DEPONDED BY A VOLUMENT DOVA (A)				
11	PERCEN	11 (OF CLASS REPRESENTED BY AMOUNT IN ROW (9)				
	2.6%						
12	TYPE O	F R	EPORTING PERSON (See Instructions)				
	DM						
	PN	'N					

1		JAMES OF REPORTING PERSON					
	I.R.S. IDE	R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY):					
		rtners Private Equity Fund VII-B, L.P.					
2		HE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)					
	(a) □	(b) □					
2	CEC LICE						
3	SEC USE	JINLY					
4	CITIZENS	HIP OR PLACE OF ORGANIZATION					
4	CITIZENS	THE OR FLACE OF ORGANIZATION					
	State of De	laware					
		SOLE VOTING POWER					
NUM	IBER OF	0 shares					
		SHARED VOTING POWER					
	FICIALLY						
OWNED BY		2,132,156 shares					
EACH 7 REPORTING		SOLE DISPOSITIVE POWER					
	RSON						
		0 shares 3 SHARED DISPOSITIVE POWER					
		SHARED DISPOSITIVE POWER					
		2,132,156 shares					
9	AGGREG	ATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON					
	2,132,156	shares					
10	CHECK B	OX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions)					
11	PERCENT	OF CLASS REPRESENTED BY AMOUNT IN ROW (9)					
	2.6%						
12		REPORTING PERSON (See Instructions)					
14	TIPEOF	KEFORTHVO FERSON (See HISHUCHOHS)					
	PN						

1		JAMES OF REPORTING PERSON					
	I.R.S. ID	I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY):					
			estors Management, LLC				
2	(a) □	HECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)) □ (b) □					
	(a) 🗆	(<i>y</i> ,				
3	SEC USE	ΞO	NLY				
4	CITIZEN	ISE	IIP OR PLACE OF ORGANIZATION				
	C	. 1					
	State of I						
		5	SOLE VOTING POWER				
NII IN	IBER OF		0 shares				
_	ARES	6	SHARED VOTING POWER				
_	FICIALLY						
OWI	NED BY		2,132,156 shares				
	ACH	7	SOLE DISPOSITIVE POWER				
	REPORTING PERSON						
	VITH		0 shares				
ď	VIIII	8	SHARED DISPOSITIVE POWER				
			2,132,156 shares				
9	AGGREO	GA	TE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON				
	2,132,156						
10	CHECK	ВО	X IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions)				
11	DEDGEN	TT (DE CLACC DEPRECENTED DV AMOUNT IN DOM (0)				
11	PERCEN	11 (OF CLASS REPRESENTED BY AMOUNT IN ROW (9)				
	2.6%						
12		FR	EPORTING PERSON (See Instructions)				
	00	0					

	_						
1		NAMES OF REPORTING PERSON I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY):					
	1.14.5. 12	12.00 12 21 11 13 11 13 11 11 11 11 12 12 12 12 13 11 11 11 12 11 12 11 11 11 11 11 11 11					
	Summit I	nve	estors I, LLC				
2			E APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)				
	(a) □	(b)				
3	SEC USE	ΞO	NLY				
4	CITIZEN	ISF	IIP OR PLACE OF ORGANIZATION				
	State of I	Dela	aware				
		5	SOLE VOTING POWER				
	IBER OF	6	0 shares SHARED VOTING POWER				
	IARES FICIALLY	U	SHARED VOTING FOWER				
1	NED BY		2,132,156 shares				
	EACH		SOLE DISPOSITIVE POWER				
	REPORTING PERSON						
	KSON VITH		0 shares				
·	VIIII	8	SHARED DISPOSITIVE POWER				
			2,132,156 shares				
9	AGGRE	GΑ	TE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON				
	2,132,156	a st	nares				
10			X IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions)				
11	PERCEN	Τ(OF CLASS REPRESENTED BY AMOUNT IN ROW (9)				
	2.6%						
12		FR	EPORTING PERSON (See Instructions)				
1	00						

1		NAMES OF REPORTING PERSON					
	I.R.S. ID	I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY):					
	Summit 1	ummit Investors I (UK), L.P.					
2		CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)					
	(a) 🗆	(b) 🗆				
3	SEC USI	ΞO	NLY				
4	CITIZEN	ISF	HIP OR PLACE OF ORGANIZATION				
	Cayman	Isla	ands exempted limited partnership				
		5	SOLE VOTING POWER				
NITIN	IDED OF		0 shares				
	IBER OF IARES	6					
	FICIALLY						
	OWNED BY		2,132,156 shares				
	ACH ORTING	7	SOLE DISPOSITIVE POWER				
PE	RSON		0 shares				
V	VITH	8	SHARED DISPOSITIVE POWER				
			2,132,156 shares				
9	AGGRE	GΑ	TE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON				
	0.400.45						
10	2,132,150		nares IX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions)				
10	CHECK	DС	A IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See HISHUCHOHS)				
11	PERCEN	T	OF CLASS REPRESENTED BY AMOUNT IN ROW (9)				
	2.6%						
12		F R	EPORTING PERSON (See Instructions)				
	PN						
	LIN	N .					

Item 1(a) Name of Issuer:

FleetCor Technologies, Inc.

Item 1(b) Address of Issuer's Principal Executive Offices:

5445 Triangle Parkway, Suite 400, Norcross, Georgia 30092

Item 2(a) Name of Person Filing:

This Schedule 13G is being filed by Summit Partners, L.P., Summit Partners VI (GP), L.P., Summit Partners VI (GP), L.P., Summit Ventures VI-A, L.P., Summit Ventures VI-B, L.P., Summit VI Advisors Fund, L.P., Summit VI Entrepreneurs Fund, L.P., Summit Investors VI, L.P., Stamps, Woodsum & Co. IV, Summit Partners SD II, LLC, Summit Subordinated Debt Fund II, L.P., Summit Partners PE VII, LLC, Summit Partners PE VII, L.P., Summit Partners Private Equity Fund VII-B, L.P., Summit Investors Management, LLC, Summit Investors I, LLC and Summit Investors (UK), L.P. (individually an "Entity" and collectively the "Entities").

Summit Partners, L.P. is (i) the managing member of Summit Partners VI (GP), LLC, which is the general partner of Summit Partners VI (GP), L.P., which is the general partner of each of Summit Ventures VI-A, L.P., Summit Ventures VI-B, L.P., Summit VI Advisors Fund, L.P., Summit VI Entrepreneurs Fund, L.P. and Summit Investors VI, L.P.; (ii) the managing member of Stamps, Woodsum & Co. IV, which is the managing member of Summit Partners SD II, LLC, which is the general partner of Summit Subordinated Debt Fund II, L.P.; (iii) the managing member of Summit Partners PE VII, L.P., which is the general partner of Summit Partners PE VII, L.P., which is the general partner of Summit Partners Private Equity Fund VII-A, L.P. and Summit Investors Management, LLC, which is manager of Summit Investors I, LLC and the general partner of Summit Investors I (UK), L.P. Summit Partners, L.P., through a three-person Investment Committee currently composed of Bruce R. Evans, Martin J. Mannion and Peter Y. Chung, has voting and dispositive authority over the shares held by each of the Entities.

Item 2(b) Address of Principal Business Office or, if none, Residence:

The address of the principal business office of Summit Partners, L.P., Summit Partners VI (GP), LLC, Summit Partners VI (GP), L.P., Summit Ventures VI-A, L.P., Summit Ventures VI-B, L.P., Summit VI Advisors Fund, L.P., Summit VI Entrepreneurs Fund, L.P., Summit Investors VI, L.P., Stamps, Woodsum & Co. IV, Summit Partners SD II, LLC, Summit Subordinated Debt Fund II, L.P., Summit Partners PE VII, LLC, Summit Partners PE VII, L.P., Summit Partners Private Equity Fund VII-A, L.P., Summit Partners Private Equity Fund VII-B, L.P., Summit Investors Management, LLC, Summit Investors I, LLC and Summit Investors I (UK), L.P. is c/o Summit Partners, 222 Berkeley Street, 18th Floor, Boston, Massachusetts 02116.

Item 2(c) <u>Citizenship</u>:

Each of Summit Partners, L.P., Summit Partners VI (GP), L.P., Summit Ventures VI-A, L.P., Summit Ventures VI-B, L.P., Summit VI Advisors Fund, L.P., Summit VI Entrepreneurs Fund, L.P., Summit Investors VI, L.P., Summit Subordinated Debt Fund II, L.P., Summit Partners PE VII, L.P., Summit Partners Private Equity Fund VII-B, L.P. is a limited partnership organized under the laws of the State of Delaware. Each of Summit Partners VI (GP), LLC, Summit Partners SD II, LLC, Summit Partners PE VII, LLC, Summit Investors Management, LLC and Summit Investors I, LLC, is limited liability company organized under the laws of the State of Delaware. Stamps, Woodsum & Co. IV is a Massachusetts general partnership. Summit Investors I (UK), L.P. is a Cayman Islands exempted limited partnership.

Item 2(d) <u>Title of Class of Securities</u>:

Common Stock, par value \$0.001 per share (the "Common Stock")

Item 2(e) **CUSIP Number**:

339041105

Item 3 If this statement is filed pursuant to §§ 240.13d-1(b) or 240.13d-2(b) or (c), check whether the person filing is a:

Not applicable.

Item 4 Ownership:

(a) Amount beneficially owned:

Each of Summit Partners, L.P., Summit Partners VI (GP), LLC, Summit Partners VI (GP), L.P., Summit Ventures VI-B, L.P., Summit VI Advisors Fund, L.P., Summit VI Entrepreneurs Fund, L.P., Summit Investors VI, L.P., Stamps, Woodsum & Co. IV, Summit Partners SD II, LLC, Summit Subordinated Debt Fund II, L.P., Summit Partners PE VII, LLC, Summit Partners PE VII, L.P., Summit Partners Private Equity Fund VII-B, L.P., Summit Investors Management, LLC, Summit Investors I, LLC and Summit Investors I (UK), L.P. may be deemed to own beneficially 2,132,156 shares of Common Stock as of December 31, 2013.

As of December 31, 2013, Summit Ventures VI-A, L.P. was the record owner of 1,211,575 shares of Common Stock. As of December 31, 2013, Summit Ventures VI-B, L.P. was the record owner of 505,275 shares of Common Stock. As of December 31, 2013, Summit VI Advisors Fund, L.P. was the record owner of 25,197 shares of Common Stock. As of December 31, 2013, Summit VI Entrepreneurs Fund, L.P. was the record owner of 38,686 shares of Common Stock. As of December 31, 2013, Summit Investors VI, L.P. was the record owner of 10,144 shares of Common Stock. As of December 31, 2013, Summit Partners Private Equity Fund VII-A, L.P. was the record owner of 192,853 shares of Common Stock. As of December 31, 2013, Summit Partners Private Equity Fund VII-B, L.P. was the record owner of 115,830 shares of Common Stock. As of December 31, 2013, Summit Investors I, LLC was the record owner of 1,109 shares of Common Stock. As of December 31, 2013, Summit Investors I, LLC was the record owner of 1,109 shares of Common Stock. As of December 31, 2013, Summit Investors I (UK), L.P. was the record owner of 117 shares of Common Stock.

The shares held of record by Summit Ventures VI-A, L.P., Summit Ventures VI-B, L.P., Summit VI Advisors Fund, L.P., Summit VI Entrepreneurs Fund, L.P., Summit Investors VI, L.P., Summit Subordinated Debt Fund II, L.P., Summit Partners Private Equity Fund VII-A, L.P., Summit Partners Private Equity Fund VII-B, L.P., Summit Investors I, LLC and Summit Investors I (UK), L.P. for the benefit of Summit Partners, L.P. are referred to herein collectively as the "Record Shares." By virtue of the affiliate relationships among the Entities, each Entity may be deemed to own beneficially all of the Record Shares.

Each of the reporting persons expressly disclaims beneficial ownership of any shares of FleetCor Technologies, Inc., except for Summit Ventures VI-A, L.P., Summit Ventures VI-B, L.P., Summit VI Advisors Fund, L.P., Summit VI Entrepreneurs Fund, L.P., Summit Investors VI, L.P., Summit Subordinated Debt Fund II, L.P., Summit Partners Private Equity Fund VII-A, L.P., Summit Partners Private Equity Fund VII-B, L.P., Summit Investors I, LLC and Summit Investors I (UK), L.P., in each case, for the shares which it holds of record as provided in the prior paragraph.

(b) Percent of class:

Summit Partners, L.P.: 2.6% Summit Partners VI (GP), LLC: 2.6% Summit Partners VI (GP), L.P.: 2.6% Summit Ventures VI-A, L.P.: 2.6% Summit Ventures VI-B, L.P.: 2.6% Summit VI Advisors Fund, L.P.: 2.6% Summit VI Entrepreneurs Fund, L.P.: 2.6%

Summit Investors VI, L.P.: 2.6%

Stamps, Woodsum & Co. IV: 2.6%

Summit Partners SD II, LLC: 2.6%

Summit Subordinated Debt Fund II, L.P.: 2.6%

Summit Partners PE VII, LLC: 2.6%

Summit Partners PE VII, L.P.: 2.6%

Summit Partners Private Equity Fund VII-A, L.P.: 2.6%

Summit Partners Private Equity Fund VII-B, L.P.: 2.6%

Summit Investors Management, LLC: 2.6%

Summit Investors I, LLC: 2.6%

Summit Investors I (UK), L.P.: 2.6%

The foregoing percentages are calculated using the 82,248,320 shares of Common Stock outstanding as disclosed in FleetCor Technologies, Inc.'s quarterly report on Form 10-Q filed with the Securities and Exchange Commission (the "Commission") on November 8, 2013.

(c) Number of shares as to which such person has:

(i) sole power to vote or to direct the vote:

0 shares for each reporting person

(ii) shared power to vote or to direct the vote:

Summit Partners, L.P.: 2,132,156

Summit Partners VI (GP), LLC: 2,132,156

Summit Partners VI (GP), L.P.: 2,132,156

Summit Ventures VI-A, L.P.: 2,132,156

Summit Ventures VI-B, L.P.: 2,132,156

Summit VI Advisors Fund, L.P.: 2,132,156

Summit VI Entrepreneurs Fund, L.P.: 2,132,156

Summit Investors VI, L.P.: 2,132,156

Stamps, Woodsum & Co. IV: 2,132,156

Summit Partners SD II, LLC: 2,132,156

Summit Subordinated Debt Fund II, L.P.: 2,132,156

Summit Partners PE VII, LLC: 2,132,156

Summit Partners PE VII, L.P.: 2,132,156

Summit Partners Private Equity Fund VII-A, L.P.: 2,132,156

Summit Partners Private Equity Fund VII-B, L.P.: 2,132,156

Summit Investors Management, LLC: 2,132,156

Summit Investors I, LLC: 2,132,156

Summit Investors I (UK), L.P.: 2,132,156

(iii) sole power to dispose or to direct the disposition of:

0 shares of Common Stock for each reporting person

(iv) shared power to dispose or to direct the disposition of:

Summit Partners, L.P.: 2,132,156

Summit Partners VI (GP), LLC: 2,132,156

Summit Partners VI (GP), L.P.: 2,132,156

Summit Ventures VI-A, L.P.: 2,132,156

Summit Ventures VI-B, L.P.: 2,132,156

Summit VI Advisors Fund, L.P.: 2,132,156

Summit VI Entrepreneurs Fund, L.P.: 2,132,156

Summit Investors VI, L.P.: 2,132,156

Stamps, Woodsum & Co. IV: 2,132,156

Summit Partners SD II, LLC: 2,132,156

Summit Subordinated Debt Fund II, L.P.: 2,132,156

Summit Partners PE VII, LLC: 2,132,156

Summit Partners PE VII, L.P.: 2,132,156

Summit Partners Private Equity Fund VII-A, L.P.: 2,132,156

Summit Partners Private Equity Fund VII-B, L.P.: 2,132,156

Summit Investors Management, LLC: 2,132,156

Summit Investors I, LLC: 2,132,156 Summit Investors I (UK), L.P.: 2,132,156

Item 5 Ownership of Five Percent or Less of a Class:

If this statement is being filed to report the fact that as of the date hereof the reporting persons have ceased to be the beneficial owners of more than five percent of the class of securities, check the following \boxtimes .

Item 6 Ownership of More Than Five Percent on Behalf of Another Person:

Not Applicable.

Item 7 <u>Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company:</u>

Not Applicable.

Item 8 <u>Identification and Classification of Members of the Group</u>:

Not Applicable. The reporting persons expressly disclaim membership in a "group" as used in Section 13d-1(b)(1)(ii)(K).

Item 9 Notice of Dissolution of Group:

Not Applicable.

Item 10 <u>Certification</u>:

Not Applicable. This statement on Schedule 13G is not filed pursuant to Rule 13d-1(b) or Rule 13d-1(c).

SIGNATURES

After reasonable inquiry and to the best of our knowledge and belief, we certify that the information set forth in this statement is true, complete and correct. We also hereby agree to file this statement jointly pursuant to the Agreement listed on <u>Exhibit 1</u> hereto.

Dated: January 17, 2014.				
SUMMIT PARTNERS, L.P. By: Summit Master Company, LLC, its general partner		SUMMIT PARTNERS VI (GP), LLC By: Summit Partners, L.P., its managing member By: Summit Master Company, LLC, its general partner		
Ву:	*	Ву:*		
Member	_	Member		
SUMMIT PARTNERS VI (GP), L.P. By: Summit Partners VI (GP), LLC, its general partner By: Summit Partners, L.P., its managing member By: Summit Master Company, LLC, its general partner		SUMMIT VENTURES VI-A, L.P. By: Summit Partners VI (GP), L.P., its general partner By: Summit Partners VI (GP), LLC, its general partner By: Summit Partners, L.P., its managing member By: Summit Master Company, LLC, its general partner		
Ву:	*	By:*		
Member SUMMIT VENTURES VI-B, L.P. By: Summit Partners VI (GP), L.P., its general partner By: Summit Partners VI (GP), LLC, its general partner By: Summit Partners, L.P., its managing member By: Summit Master Company, LLC, its general partner		Member SUMMIT VI ADVISORS FUND, L.P. By: Summit Partners VI (GP), L.P., its general partner By: Summit Partners VI (GP), LLC, its general partner By: Summit Partners, L.P., its managing member By: Summit Master Company, LLC, its general partner		

By:

Member

By:

Member

SUMMIT VI ENTREPRENEU By: Summit Partners VI (GP), I its general partner By: Summit Partners VI (GP), I its general partner By: Summit Partners, L.P., its managing member By: Summit Master Company, I its general partner	L.P., LLC, LLC,	SUMMIT INVESTORS VI, L.P. By: Summit Partners VI (GP), L.P., its general partner By: Summit Partners VI (GP), LLC, its general partner By: Summit Partners, L.P., its managing member By: Summit Master Company, LLC, its general partner	
By: Member	*		
STAMPS, WOODSUM & CO. By: Summit Partners, L.P., its managing member By: Summit Master Company, its general partner		SUMMIT PARTNERS SD II, LLC By: Stamps, Woodsum & Co. IV, its managing member By: Summit Partners, L.P., its managing member By: Summit Master Company, LLC, its general partner	
By:	*	By: *	
Member		Member	
SUMMIT SUBORDINATED I By: Summit Partners SD II, LL general partner By: Stamps, Woodsum & Co. I managing member By: Summit Partners, L.P., its managing member By: Summit Master Company, its general partner	C, its V, its	SUMMIT PARTNERS PE VII, LLC By: Summit Partners, L.P., its managing member By: Summit Master Company, LLC, its general partner	
By:	*	By:	
Member		Member	

SUMMIT PARTNERS PRIVATE EQUITY FUND VII-A, L.P. By: Summit Partners PE VII, L.P., its general partner By: Summit Partners PE VII, LLC, its general partner By: Summit Partners, L.P., its managing member By: Summit Master Company, LLC,
its general partner *
Member
SUMMIT INVESTORS MANAGEMENT, LLC By: Summit Partners, L.P., its managing member By: Summit Master Company, LLC, its general partner
Member
SUMMIT INVESTORS I (UK), L.P. By: Summit Investors Management, LLC, its manager By: Summit Partners, L.P., its managing member By: Summit Master Company, LLC, its general partner
By: *
* By: /s/ Robin W. Devereux Robin W. Devereux Power of Attorney** ion, which Powers of Attorney are incorporated herein by reference. Copies of such Powers of

Attorney are filed as Exhibit 2 to the report on Schedule 13G filed by the reporting persons on February 8, 2011 for the year ended December 31, 2010.

Exhibit 1

AGREEMENT

Pursuant to Rule 13d-1(k)(1) under the Securities Exchange Act of 1934, as amended, the undersigned hereby agree that only one statement containing the information required by Schedule 13G need be filed with respect to the ownership by each of the undersigned of shares of FleetCor Technologies, Inc.

This agreement may be executed in any number of counterparts, each of which shall be deemed an original.

EXECUTED this 17th day of January 2014.

Member

SUMMIT PARTNERS, L.P. SUMMIT PARTNERS VI (GP), LLC By: Summit Master Company, LLC, By: Summit Partners, L.P., its its general partner managing member By: Summit Master Company, LLC, its general partner By: By: Member Member SUMMIT PARTNERS VI (GP), L.P. SUMMIT VENTURES VI-A, L.P. By: Summit Partners VI (GP), LLC, By: Summit Partners VI (GP), L.P., its general partner its general partner By: Summit Partners, L.P., its By: Summit Partners VI (GP), LLC, managing member its general partner By: Summit Master Company, LLC, By: Summit Partners, L.P., its its general partner managing member By: Summit Master Company, LLC, its general partner

By:

Member

SUMMIT VENTURES VI-B, L.P.		SUMMIT VI ADVISORS FUND, L.I	D _.
By: Summit Partners VI (GP), L.P.,		By: Summit Partners VI (GP), L.P.,	•
its general partner		its general partner	
By: Summit Partners VI (GP), LLC,		By: Summit Partners VI (GP), LLC,	
its general partner		its general partner	
By: Summit Partners, L.P., its		By: Summit Partners, L.P., its	
managing member		managing member	
By: Summit Master Company, LLC,		By: Summit Master Company, LLC,	
its general partner		its general partner	
Ву:	*	Ву:	*
Member		Member	
SUMMIT VI ENTREPRENEURS FU	ND, L.P.	SUMMIT INVESTORS VI, L.P.	
By: Summit Partners VI (GP), L.P.,		By: Summit Partners VI (GP), L.P.,	
its general partner		its general partner	
By: Summit Partners VI (GP), LLC,		By: Summit Partners VI (GP), LLC,	
its general partner		its general partner	
By: Summit Partners, L.P., its		By: Summit Partners, L.P., its	
managing member		managing member	
By: Summit Master Company, LLC,		By: Summit Master Company, LLC,	
its general partner		its general partner	
By:	*	By:	*
Member		Member	
STAMPS, WOODSUM & CO. IV		SUMMIT PARTNERS SD II, LLC	
By: Summit Partners, L.P., its		By: Stamps, Woodsum & Co. IV, its	
managing member		managing member	
By: Summit Master Company, LLC,		By: Summit Partners, L.P., its	
its general partner		managing member	
		By: Summit Master Company, LLC,	
		its general partner	
By:	*	By:	*
Member		Member	

SUMMIT SUBORDINATED DEBT FUBY: Summit Partners SD II, LLC, its general partner By: Stamps, Woodsum & Co. IV, its managing member By: Summit Partners, L.P., its managing member By: Summit Master Company, LLC, its general partner	JND II, L.P.	SUMMIT PARTNERS PE VII, LLC By: Summit Partners, L.P., its managing member By: Summit Master Company, LLC, its general partner	
By: Member	*	By: * Member	
SUMMIT PARTNERS PE VII, L.P. By: Summit Partners PE VII, LLC, its general partner By: Summit Partners, L.P., its managing member By: Summit Master Company, LLC, its general partner		SUMMIT PARTNERS PRIVATE EQUITY FUND VII-A, L.P. By: Summit Partners PE VII, L.P., its general partner By: Summit Partners PE VII, LLC, its general partner By: Summit Partners, L.P., its managing member By: Summit Master Company, LLC, its general partner	
By: Member	*	By: * Member	
SUMMIT PARTNERS PRIVATE EQUITY FUND VII-B, L.P. By: Summit Partners PE VII, L.P., its general partner By: Summit Partners PE VII, LLC, its general partner By: Summit Partners, L.P., its managing member By: Summit Master Company, LLC, its general partner		SUMMIT INVESTORS MANAGEMENT, LLC By: Summit Partners, L.P., its managing member By: Summit Master Company, LLC, its general partner	
By:	*	By: *	
Member		Member	

SUM	MIT INVESTORS I, LLC		SUMN	SUMMIT INVESTORS I (UK), L.P.		
By: Summit Investors Management,				By: Summit Investors Management,		
LLC, its manager				LLC, its manager		
By: Summit Partners, L.P., its				By: Summit Partners, L.P., its		
managing member				managing member		
By: Summit Master Company, LLC,				By: Summit Master Company, LLC,		
its general partner				its general partner		
By:		*	By:		*	
	Member			Member		
			* By:	/s/ Robin W. Devereux		
				Robin W. Devereux		
				Power of Attorney**		
	D		i da Danasa a C Assa			

^{**} Pursuant to Powers of Attorney on file with the Commission, which Powers of Attorney are incorporated herein by reference. Copies of such Powers of Attorney are filed as Exhibit 2 to the report on Schedule 13G filed by the reporting persons on February 8, 2011 for the year ended December 31, 2010.