

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

SCHEDULE 13G

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

Fleetcor Technologies Inc.

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(Name of Issuer)

Common Stock, \$0.001 par value

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(Title of Class of Securities)

339041105

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(CUSIP Number)

December 31, 2010

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(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 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.

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).

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1	NAME OF REPORTING PERSON Summit Partners, L.P.		
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input type="checkbox"/> (See Instructions) (b) <input type="checkbox"/>		
3	SEC USE ONLY		
4	CITIZENSHIP OR PLACE OF ORGANIZATION  Delaware limited partnership		
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:		5	SOLE VOTING POWER  0 shares
		6	SHARED VOTING POWER  23,040,170 shares
		7	SOLE DISPOSITIVE POWER  0 shares
		8	SHARED DISPOSITIVE POWER  23,040,170 shares
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  23,040,170 shares		
10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions) <input type="checkbox"/>		
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9  29.3%		
12	TYPE OF REPORTING PERSON (See Instructions)  PN		

1	NAME OF REPORTING PERSON Summit Partners VI (GP), LLC	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input type="radio"/> (See Instructions) (b) <input type="radio"/>	
3	SEC USE ONLY	
4	CITIZENSHIP OR PLACE OF ORGANIZATION Delaware limited liability company	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:	5	SOLE VOTING POWER 0 shares
	6	SHARED VOTING POWER 23,040,170 shares
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1	NAME OF REPORTING PERSON Summit Partners VI (GP), L.P.		
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)		(a) <input type="radio"/> (b) <input type="radio"/>
3	SEC USE ONLY		
4	CITIZENSHIP OR PLACE OF ORGANIZATION Delaware limited partnership		
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:		5	SOLE VOTING POWER 0 shares
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11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9 29.3%		
12	TYPE OF REPORTING PERSON (See Instructions) PN		

1	NAME OF REPORTING PERSON Summit Ventures VI-A, L.P.	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions) <span style="float: right;">(a) <input type="checkbox"/></span> <span style="float: right;">(b) <input type="checkbox"/></span>	
3	SEC USE ONLY	
4	CITIZENSHIP OR PLACE OF ORGANIZATION Delaware limited partnership	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:	5	SOLE VOTING POWER 0 shares
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11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9 29.3%	
12	TYPE OF REPORTING PERSON (See Instructions) PN	

1	NAME OF REPORTING PERSON Summit Ventures VI-B, L.P.		
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)		(a) <input type="radio"/> (b) <input type="radio"/>
3	SEC USE ONLY		
4	CITIZENSHIP OR PLACE OF ORGANIZATION Delaware limited partnership		
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:		5	SOLE VOTING POWER 0 shares
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11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9 29.3%		
12	TYPE OF REPORTING PERSON (See Instructions) PN		

1	NAME OF REPORTING PERSON Summit VI Advisors Fund, L.P.
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions) <span style="float: right;">(a) <input type="checkbox"/></span> <span style="float: right;">(b) <input type="checkbox"/></span>
3	SEC USE ONLY
4	CITIZENSHIP OR PLACE OF ORGANIZATION Delaware limited partnership
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:	5 SOLE VOTING POWER 0 shares
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11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9 29.3%
12	TYPE OF REPORTING PERSON (See Instructions) PN

1	NAME OF REPORTING PERSON Summit VI Entrepreneurs Fund, L.P.	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions) (a) <input type="checkbox"/> (b) <input type="checkbox"/>	
3	SEC USE ONLY	
4	CITIZENSHIP OR PLACE OF ORGANIZATION Delaware limited partnership	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:	5	SOLE VOTING POWER 0 shares
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11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9 29.3%	
12	TYPE OF REPORTING PERSON (See Instructions) PN	



1	NAME OF REPORTING PERSON Summit Investors VI, L.P.	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*	(a) <input type="checkbox"/> (b) <input type="checkbox"/>
3	SEC USE ONLY	
4	CITIZENSHIP OR PLACE OF ORGANIZATION Delaware limited partnership	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:	5	SOLE VOTING POWER 0 shares
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	7	SOLE DISPOSITIVE POWER 0 shares
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11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9 29.3%	
12	TYPE OF REPORTING PERSON (See Instructions) PN	

1	NAME OF REPORTING PERSON Stamps, Woodsum & Co. IV		
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) <input type="checkbox"/> (b) <input type="checkbox"/>		
3	SEC USE ONLY		
4	CITIZENSHIP OR PLACE OF ORGANIZATION Massachusetts general partnership		
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:		5	SOLE VOTING POWER 0 shares
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11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9 29.3%		
12	TYPE OF REPORTING PERSON (See Instructions) PN		

1	NAME OF REPORTING PERSON  Summit Partners SD II, LLC
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* <span style="float: right;">(a) <input type="checkbox"/></span> <span style="float: right;">(b) <input type="checkbox"/></span>
3	SEC USE ONLY
4	CITIZENSHIP OR PLACE OF ORGANIZATION  Delaware limited liability company
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:	5  SOLE VOTING POWER  0 shares
	6  SHARED VOTING POWER  23,040,170 shares
	7  SOLE DISPOSITIVE POWER  0 shares
	8  SHARED DISPOSITIVE POWER  23,040,170 shares
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11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9  29.3%
12	TYPE OF REPORTING PERSON (See Instructions)  OO

1	NAME OF REPORTING PERSON Summit Subordinated Debt Fund II, L.P.	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) <input type="checkbox"/> (b) <input type="checkbox"/>	
3	SEC USE ONLY	
4	CITIZENSHIP OR PLACE OF ORGANIZATION Delaware limited partnership	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:	5	SOLE VOTING POWER 0 shares
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	8	SHARED DISPOSITIVE POWER 23,040,170 shares
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11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9 29.3%	
12	TYPE OF REPORTING PERSON (See Instructions) PN	

1	NAME OF REPORTING PERSON Summit Partners PE VII, LLC
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* <span style="float: right;">(a) <input type="radio"/></span> <span style="float: right;">(b) <input type="radio"/></span>
3	SEC USE ONLY
4	CITIZENSHIP OR PLACE OF ORGANIZATION Delaware limited liability company
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:	5 SOLE VOTING POWER 0 shares
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11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9 29.3%
12	TYPE OF REPORTING PERSON (See Instructions) OO

1	NAME OF REPORTING PERSON Summit Partners PE VII, L.P.	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*	(a) <input type="radio"/> (b) <input type="radio"/>
3	SEC USE ONLY	
4	CITIZENSHIP OR PLACE OF ORGANIZATION Delaware limited partnership	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:		5 SOLE VOTING POWER 0 shares
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11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9 29.3%	
12	TYPE OF REPORTING PERSON (See Instructions) PN	

1	NAME OF REPORTING PERSON Summit Partners Private Equity Fund VII-A, L.P.	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*	(a) <input type="radio"/> (b) <input type="radio"/>
3	SEC USE ONLY	
4	CITIZENSHIP OR PLACE OF ORGANIZATION Delaware limited partnership	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:	5	SOLE VOTING POWER 0 shares
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11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9 29.3%	
12	TYPE OF REPORTING PERSON (See Instructions) PN	

1	NAME OF REPORTING PERSON Summit Partners Private Equity Fund VII-B, L.P.	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*	(a) <input type="checkbox"/> (b) <input type="checkbox"/>
3	SEC USE ONLY	
4	CITIZENSHIP OR PLACE OF ORGANIZATION Delaware limited partnership	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:	5	SOLE VOTING POWER 0 shares
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11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9 29.3%	
12	TYPE OF REPORTING PERSON (See Instructions) PN	



1	NAME OF REPORTING PERSON Summit Investors Management, LLC	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) <input type="radio"/> (b) <input type="radio"/>	
3	SEC USE ONLY	
4	CITIZENSHIP OR PLACE OF ORGANIZATION Delaware limited liability company	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:	5	SOLE VOTING POWER 0 shares
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11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9 29.3%	
12	TYPE OF REPORTING PERSON (See Instructions) OO	

1	NAME OF REPORTING PERSON Summit Investors I, LLC	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) <input type="radio"/> (b) <input type="radio"/>	
3	SEC USE ONLY	
4	CITIZENSHIP OR PLACE OF ORGANIZATION Delaware limited liability company	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:	5	SOLE VOTING POWER 0 shares
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11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9 29.3%	
12	TYPE OF REPORTING PERSON (See Instructions) OO	

1	NAME OF REPORTING PERSON Summit Investors I (UK), L.P.	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) <input type="checkbox"/> (b) <input type="checkbox"/>	
3	SEC USE ONLY	
4	CITIZENSHIP OR PLACE OF ORGANIZATION Cayman exempted limited partnership	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:	5	SOLE VOTING POWER 0 shares
	6	SHARED VOTING POWER 23,040,170 shares
	7	SOLE DISPOSITIVE POWER 0 shares
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11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9 29.3%	
12	TYPE OF REPORTING PERSON (See Instructions) PN	

1	NAME OF REPORTING PERSON Martin J. Mannion	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* <span style="float: right;">(a) <input type="checkbox"/></span> <span style="float: right;">(b) <input type="checkbox"/></span>	
3	SEC USE ONLY	
4	CITIZENSHIP OR PLACE OF ORGANIZATION United States	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:	5	SOLE VOTING POWER 0 shares
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11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9 29.3%	
12	TYPE OF REPORTING PERSON (See Instructions) IN	

1	NAME OF REPORTING PERSON Bruce R. Evans	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) <input type="checkbox"/> (b) <input type="checkbox"/>	
3	SEC USE ONLY	
4	CITIZENSHIP OR PLACE OF ORGANIZATION United States	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:		5 SOLE VOTING POWER 0 shares
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11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9 29.3%	
12	TYPE OF REPORTING PERSON (See Instructions) IN	

Schedule 13G

Item 1(a). Name of Issuer: Fleetcor Technologies Inc.

Item 1(b). Address of Issuer's Principal Executive Offices: 655 Engineering Drive, Suite 300, Norcross, GA 30092

Item 2(a). Names of Persons Filing: 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, Summit Investors I (UK), L.P (individually an "Entity" and collectively the "Entities"), Martin J. Mannion and Bruce R. Evans.

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, LLC, 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 Partners Private Equity Fund VII-B, L.P., and (iv) the manager of Summit Investors Management, LLC, which is manager of Summit Investors I, LLC and the general partner of Summit Investors I (UK), L.P. Mr. Mannion and Mr. Evans are members of a two-person investment committee of Summit Partners, L.P., which has voting and dispositive authority over the shares held by 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, Summit Investors I (UK), L.P., Martin J. Mannion and Bruce R. Evans is c/o Summit Partners, 222 Berkeley Street, 18th Floor, Boston, Massachusetts 02116.

Item 2(c). Citizenship: 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-A, L.P. and 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 Investors Management, LLC, Summit Investors I, LLC, Summit Partners SD II, LLC and Summit Partners PE VII, 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 exempted limited partnership. Mr. Mannion and Mr. Evans are United States citizens.

Item 2(d). Title of Class of Securities: Common Stock, \$0.001 par value

Item 2(e). CUSIP Number: 339041105

Item 3. If this statement is filed pursuant to Rules 13d-1(b), or 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-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, Summit Investors I (UK), L.P. and Martin J. Mannion and Bruce R. Evans may be deemed to own beneficially 23,040,170 shares of Common Stock as of December 31, 2010.

As of December 31, 2010, Summit Ventures VI-A, L.P. was the record owner of 13,092,324 shares of Common Stock. As of December 31, 2010, Summit Ventures VI-B, L.P. was the record owner of 5,460,022 shares of Common Stock. As of December 31, 2010, Summit VI Advisors Fund, L.P. was the record owner of 272,284 shares of Common Stock. As of December 31, 2010, Summit VI Entrepreneurs Fund, L.P. was the record owner of 418,047 shares of Common Stock. As of December 31, 2010, Summit Investors VI, L.P. was the record owner of 109,624 shares of Common Stock. As of December 31, 2010, Summit Subordinated Debt Fund II, L.P. was the record owner of 338,980 shares of Common Stock. As of December 31, 2010, Summit Partners Private Equity Fund VII-A, L.P. was the record owner of 2,083,974 shares of Common Stock. As of December 31, 2010, Summit Partners Private Equity Fund VII-B, L.P. was the record owner of 1,251,667 shares of Common Stock. As of December 31, 2010, Summit Investors I, LLC was the record owner of 11,991 shares of Common Stock. As of December 31, 2010, Summit Investors I (UK), L.P. was the record owner of 1,257 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, and by virtue of Mr. Mannion's and Mr. Evan's membership on the two-person investment committee of

Summit Partners, L.P., which has voting and dispositive authority over the shares held by the Entities, Mr. Mannion and Mr. Evans may be deemed to beneficially own all of the Record Shares. Hence, each Entity, Mr. Mannion and Mr. Evans may be deemed to own beneficially 23,040,170 shares of Common Stock.

Each of the reporting persons expressly disclaims beneficial ownership of any shares of Fleetcor Technologies, Inc., except in the case 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., 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.: 29.3%  
Summit Partners VI (GP), LLC: 29.3%  
Summit Partners VI (GP), L.P.: 29.3%  
Summit Ventures VI-A, L.P.: 29.3%  
Summit Ventures VI-B, L.P.: 29.3%  
Summit VI Advisors Fund, L.P.: 29.3%  
Summit VI Entrepreneurs Fund, L.P.: 29.3%  
Summit Investors VI, L.P.: 29.3%  
Stamps, Woodsum & Co. IV: 29.3%  
Summit Partners SD II, LLC: 29.3%  
Summit Subordinated Debt Fund II, L.P.: 29.3%  
Summit Partners PE VII, LLC: 29.3%  
Summit Partners PE VII, L.P.: 29.3%  
Summit Partners Private Equity Fund VII-A, L.P.: 29.3%  
Summit Partners Private Equity Fund VII-B, L.P.: 29.3%  
Summit Investors Management, LLC: 29.3%  
Summit Investors I, LLC: 29.3%  
Summit Investors I (UK), L.P.: 29.3%  
Martin J. Mannion: 29.3%  
Bruce R. Evans: 29.3%

The foregoing percentages are calculated based on the 78,719,146 shares of Common Stock reported to be outstanding in the Final Prospectus filed on December 15, 2010.

(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. : 23,040,170 shares  
Summit Partners VI (GP), LLC: 23,040,170 shares  
Summit Partners VI (GP), L.P.: 23,040,170 shares



Summit Ventures VI-A, L.P.: 23,040,170 shares  
Summit Ventures VI-B, L.P.: 23,040,170 shares  
Summit VI Advisors Fund, L.P.: 23,040,170 shares  
Summit VI Entrepreneurs Fund, L.P.: 23,040,170 shares  
Summit Investors VI, L.P.: 23,040,170 shares  
Stamps, Woodsum & Co. IV: 23,040,170 shares  
Summit Partners SD II, LLC: 23,040,170 shares  
Summit Subordinated Debt Fund II, L.P.: 23,040,170 shares  
Summit Partners PE VII, LLC: 23,040,170 shares  
Summit Partners PE VII, L.P.: 23,040,170 shares  
Summit Partners Private Equity Fund VII-A, L.P.: 23,040,170 shares  
Summit Partners Private Equity Fund VII-B, L.P.: 23,040,170 shares  
Summit Investors Management, LLC: 23,040,170 shares  
Summit Investors I, LLC: 23,040,170 shares  
Summit Investors I (UK), L.P.: 23,040,170 shares  
Martin J. Mannion: 23,040,170 shares  
Bruce R. Evans: 23,040,170 shares

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

0 shares for each reporting person

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

Summit Partners, L.P. : 23,040,170 shares  
Summit Partners VI (GP), LLC: 23,040,170 shares  
Summit Partners VI (GP), L.P.: 23,040,170 shares  
Summit Ventures VI-A, L.P.: 23,040,170 shares  
Summit Ventures VI-B, L.P.: 23,040,170 shares  
Summit VI Advisors Fund, L.P.: 23,040,170 shares  
Summit VI Entrepreneurs Fund, L.P.: 23,040,170 shares  
Summit Investors VI, L.P.: 23,040,170 shares  
Stamps, Woodsum & Co. IV: 23,040,170 shares  
Summit Partners SD II, LLC: 23,040,170 shares  
Summit Subordinated Debt Fund II, L.P.: 23,040,170 shares  
Summit Partners PE VII, LLC: 23,040,170 shares  
Summit Partners PE VII, L.P.: 23,040,170 shares  
Summit Partners Private Equity Fund VII-A, L.P.: 23,040,170 shares  
Summit Partners Private Equity Fund VII-B, L.P.: 23,040,170 shares  
Summit Investors Management, LLC: 23,040,170 shares  
Summit Investors I, LLC: 23,040,170 shares  
Summit Investors I (UK), L.P.: 23,040,170 shares  
Martin J. Mannion: 23,040,170 shares  
Bruce R. Evans: 23,040,170 shares

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

Not Applicable.

Item 6. Ownership of More than Five Percent on Behalf of Another Person.

Not Applicable.

Item 7. Identification and Classification of the Subsidiary which Acquired the Security Being Reported on By the Parent Holding Company.

Not Applicable.

Item 8. Identification and Classification of Members of the Group.

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

Item 9. Notice of Dissolution of Group.

Not Applicable.

Item 10. Certification.

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 Exhibit 1 hereto.

Dated: February 8, 2011.

SUMMIT PARTNERS, L.P.

By: Summit Master Company, LLC, its general partner

By: \_\_\_\_\_ \*  
Member

SUMMIT PARTNERS VI (GP), LLC

By: Summit Partners, L.P., its managing member

By: Summit Master Company, LLC, its general partner

By: \_\_\_\_\_ \*  
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

By: \_\_\_\_\_ \*  
Member

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

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

By: \_\_\_\_\_ \*  
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

SUMMIT VI ENTREPRENEURS 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

STAMPS, WOODSUM & CO. IV  
By: Summit Partners, L.P., its managing member  
By: Summit Master Company, LLC, its general partner

By: \_\_\_\_\_ \*  
Member

SUMMIT SUBORDINATED DEBT FUND II, L.P.  
By: 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

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

By: \_\_\_\_\_ \*  
Member

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

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: \_\_\_\_\_ \*  
Member

SUMMIT PARTNERS PE VII, LLC  
By: Summit Partners, L.P., its managing member  
By: Summit Master Company, LLC, its general partner

By: \_\_\_\_\_ \*  
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

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

By: \_\_\_\_\_ \*  
Member

SUMMIT INVESTORS I, LLC

By: Summit Investors Management, LLC, its manager

By: Summit Partners, L.P., its managing member

By: Summit Master Company, LLC, its general partner

By: \_\_\_\_\_ \*  
Member

By: \_\_\_\_\_ \*  
Martin J. Mannion

SUMMIT INVESTORS MANAGEMENT, LLC

By: Summit Partners, L.P., its managing member

By: Summit Master Company, LLC, its general partner

By: \_\_\_\_\_ \*  
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: \_\_\_\_\_ \*  
Member

By: \_\_\_\_\_ \*  
Bruce R. Evans

\* By: /s/ Robin W. Devereux  
Robin W. Devereux  
Power of Attorney\*\*

\*\* Pursuant to Powers of Attorney attached hereto as Exhibit 2.

AGREEMENT

Pursuant to Rule 13d-1(k)(1) under the Securities Exchange Act of 1934, 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 8th day of February 2011.

SUMMIT PARTNERS, L.P.

By: Summit Master Company, LLC, its general partner

By: \_\_\_\_\_ \*  
Member

SUMMIT PARTNERS VI (GP), LLC

By: Summit Partners, L.P., its managing member  
By: Summit Master Company, LLC, its general partner

By: \_\_\_\_\_ \*  
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

By: \_\_\_\_\_ \*  
Member

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

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

By: \_\_\_\_\_ \*  
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

SUMMIT VI ENTREPRENEURS 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

STAMPS, WOODSUM & CO. IV  
By: Summit Partners, L.P., its managing member  
By: Summit Master Company, LLC, its general partner

By: \_\_\_\_\_ \*  
Member

SUMMIT SUBORDINATED DEBT FUND II, L.P.  
By: 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

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

By: \_\_\_\_\_ \*  
Member

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

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: \_\_\_\_\_ \*  
Member

SUMMIT PARTNERS PE VII, LLC  
By: Summit Partners, L.P., its managing member  
By: Summit Master Company, LLC, its general partner

By: \_\_\_\_\_ \*  
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

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

By: \_\_\_\_\_ \*  
Member

SUMMIT INVESTORS MANAGEMENT, LLC

By: Summit Partners, L.P., its managing member

By: Summit Master Company, LLC, its general partner

By: \_\_\_\_\_ \*  
Member

SUMMIT INVESTORS I, LLC

By: Summit Investors Management, LLC, its manager

By: Summit Partners, L.P., its managing member

By: Summit Master Company, LLC, its general partner

By: \_\_\_\_\_ \*  
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: \_\_\_\_\_ \*  
Member

By: \_\_\_\_\_ \*  
Martin J. Mannion

By: \_\_\_\_\_ \*  
Bruce R. Evans

\* By: /s/ Robin W. Devereux  
Robin W. Devereux  
Power of Attorney\*\*

\*\* Pursuant to Powers of Attorney attached hereto as Exhibit 2.



**POWER OF ATTORNEY**

KNOW ALL MEN BY THESE PRESENTS, that each person whose signature appears below hereby constitutes and appoints Robin W. Devereux his or her true and lawful attorney-in-fact and agent, with full power of substitution and resubstitution, for him or her and in his or her name, place and stead, in any and all capacities (until revoked in writing) to sign any and all instruments, certificates and documents required to be executed on behalf of himself or herself individually or on behalf of each of any affiliate of Summit Partners, L.P. that is not a portfolio company, including without limitation those entities listed on the attached Exhibit A, on matters relating to:

- (a) Sections 13 and 16 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), Rule 144 promulgated under the Securities Act of 1933, as amended (the "33 Act") and any and all regulations promulgated thereunder, including filings with the Securities and Exchange Commission pursuant thereto;
- (b) any written ballot or proxy with respect to any investment securities owned beneficially or of record by any such entities;
- (c) such filings required pursuant to the Internal Revenue Code of 1986, as amended, and any related regulations, pertaining to such entities
- (d) economic exhibits relating to such entities; and
- (e) the PATRIOT Act.

and to file the same, with all exhibits thereto, and any other documents in connection therewith, with, as applicable, (i) the Securities and Exchange Commission, and with any other entity when and if such is mandated by the Exchange Act or by the By-laws of the National Association of Securities Dealers, and/or (ii) the Internal Revenue Service, granting unto said attorney-in-fact and agent full power and authority to do and perform each and every act and thing requisite and necessary fully to all intents and purposes as he or she might or could do in person thereby ratifying and confirming all that said attorney-in-fact and agent, or his or her substitute or substitutes, may lawfully do or cause to be done by virtue hereof. ;Said attorney-in-fact is entitled to amend Exhibit A from time to time to reflect additional affiliates of Summit Partners, L.P. that are not portfolio companies.

The undersigned hereby acknowledges that this Power of Attorney supercedes, revokes and terminates any power of attorney executed by the undersigned prior to the date hereof for the purposes listed above.

[Exhibit A and Signature Pages Follow]

**Power of Attorney**

**Exhibit A**

HKL I Partners	Summit Accelerator Management, LLC
HKL I, LLC	Summit Accelerator Management, L.P.
SD II Bennington Blocker Corp.	Summit Accelerator Partners, LLC
SD II Eyeglass Blocker Corp.	Summit Accelerator Partners, L.P.
SD II Eyeglass Holdings, L.P.	Summit Founders' Fund II, L.P.
SD III-B Nomacorc Blocker Corp.	Summit Founders' Fund, L.P.
SD III-B Nomacorc Holdings, L.P.	Summit GmbH & Co. Beteiligungs KG
SD III-B Tippmann Blocker Corp.	Summit Incentive Plan II, L.P.
SD III-B Tippmann Holdings, L.P.	Summit Incentive Plan, L.P.
SD III-B Tivoli Blocker Corp.	Summit Investment Holdings Trust
SD III-B Tivoli Holdings, L.P.	Summit Investment Holdings Trust II
SD III-B TUI Blocker Corp.	Summit Investors (SAF) IV, L.P.
SD III-B TUI Holdings, L.P.	Summit Investors Holdings Trust
SDIII-B Focus Blocker Corp.	Summit Investors I (UK), L.P.
SDIII-B Focus Holdings, L.P.	Summit Investors I, LLC
Shearson Summit Partners Management, L.P.	Summit Investors II, L.P.
SP (1984), L.P.	Summit Investors III, L.P.
SP PE VII-B Announce Blocker Corp.	Summit Investors Management, LLC
SP PE VII-B Announce Holdings, L.P.	Summit Investors VI, L.P.
SP PE VII-B Nomacorc Holdings, L.P.	Summit Investors, L.P.
SP VC II-B TMFS Blocker Corp.	Summit LogistiCare LLC
SP VC II-B TMFS Holdings, L.P.	Summit Master Company, LLC
Sparta Holding Corporation	Summit Partners III S.a.r.l.
SPPE VII-B Aurora Blocker Corp.	Summit Partners PE VII, LLC
SPPE VII-B Aurora Holdings, L.P.	Summit Partners PE VII, L.P.
SPPE VII-B CD Blocker Corp.	Summit Partners Blocker, Inc.
SPPE VII-B Champion Blocker Corp.	Summit Partners Europe Private Equity Fund, L.P.
SPPE VII-B Nomacorc Blocker Corp.	Summit Partners Europe, L.P.
SPPE VII-B SUN Blocker Corp.	Summit Partners Europe, LTD.
SPPE VII-B SUN Holdings, L.P.	Summit Partners F.F. Corp.
SPPE VII-B TUI Blocker Corp.	Summit Partners Holdings, L.P.
SPPE VII-B TUI Holdings, L.P.	Summit Partners II S.a.r.l.
SPVCII-B Anesthetix Blocker Corp.	Summit Partners II, L.P.
SPVCII-B LiveOffice Blocker Corp.	Summit Partners III, L.P.
Stamps, Woodsum & Co.	Summit Partners IV, L.P.
Stamps, Woodsum & Co. II	Summit Partners, LLC
Stamps, Woodsum & Co. III	Summit Partners Private Equity Fund VII-A, L.P.
Stamps, Woodsum & Co. IV	Summit Partners Private Equity Fund VII-B, L.P.
Summit Accelerator Founders' Fund, L.P.	Summit Partners S.a.r.l.
Summit Accelerator Fund, L.P.	Summit Partners SD II, LLC

## Power of Attorney

### Exhibit A

Summit Partners SD III, L.P.	Summit Ventures V, L.P.
Summit Partners SD III, LLC	Summit Ventures VI-A, L.P.
Summit Partners SD IV, LLC	Summit Ventures VI-B HCP Blocker Corp.
Summit Partners SD IV, LP	Summit Ventures VI-B HCP, L.P.
Summit Partners SD IV-A, LP	Summit Ventures VI-B, L.P.
Summit Partners SD IV-B, LP	Summit Ventures, L.P.
Summit Partners SD, L.P.	Summit Verwaltings GmbH
Summit Partners V S.a.r.l.	Summit VI Advisors Fund, L.P.
Summit Partners V, L.P.	Summit VI Entrepreneurs Fund L.P.
Summit Partners VC II LLC	Summit/CAM Holdings, LLC
Summit Partners VC II LP	Summit/Meditech LLC
Summit Partners Venture Capital Fund II-A, L.P.	Summit/Sun Holdings, LLC
Summit Partners Venture Capital Fund II-B, L.P.	SV Eurofund, C.V.
Summit Partners VI (GP), L.P.	SV International, L.P.
Summit Partners VI (GP), LLC	SV VI -B Eyeglass Common Blocker Corp.
Summit Partners VI-A France	SV VI -B Eyeglass Preferred Blocker Corp.
Summit Partners VI-A S.a.r.l.	SV VI B Tippmann Common Blocker Corp.
Summit Partners VI-B France	SV VI B Tippmann Preferred Blocker Corp.
Summit Partners VI-B S.a.r.l.	SV VI Tippmann Holdings. L.P.
Summit Partners VII-A S.a.r.l.	SV VI-B Aurora Blocker Corp.
Summit Partners VII-B S.a.r.l.	SV VI-B Aurora Holdings, L.P.
Summit Partners VIII S.a.r.l.	SV VI-B Bennington Blocker Corp.
Summit Partners, L.P.	SV VI-B Bennington Holdings, L.P.
Summit Partners, LP Profit Sharing Plan and Trust	SV VI-B CAM Blocker Corp.
Summit Partners, LP Savings and Investment Plan	SV VI-B CAM Holdings, L.P.
Summit Partners, Ltd.	SV VI-B CD Blocker Corp.
Summit Retained Earnings, L.P.	SV VI-B CD Holdings, L.P.
Summit Subordinated Debt Fund II, L.P.	SV VI-B Commnet Common Blocker Corp.
Summit Subordinated Debt Fund III-A, L.P.	SV VI-B Commnet Holdings, L.P.
Summit Subordinated Debt Fund III-B, L.P.	SV VI-B Commnet Preferred Blocker Corp.
Summit Subordinated Debt Fund, L.P.	SV VI-B Eyeglass Holdings, L.P.
Summit TRI, L.P.	SV VI-B Focus Blocker Corp.
Summit UK Advisory LLC	SV VI-B Focus Holdings, L.P.
Summit V Advisors Fund QP, L.P.	SV VI-B LiteCure Blocker Corp.
Summit V Advisors Fund, L.P.	SV VI-B LiteCure, L.P.
Summit V Companion Fund, L.P.	SV VI-B Tippmann Holdings. L.P.
Summit Ventures II, L.P.	SV VI-B Tivoli Blocker Corp.
Summit Ventures III, L.P.	SV VI-B Tivoli Holdings, LP
Summit Ventures IV, L.P.	SWC Holdings CO.

IN WITNESS WHEREOF, this Power of Attorney has been signed as of the 27 day of August, 2008.

/s/Gregory M. Avis  
Gregory M. Avis

State of California            )  
  ) ss:  
County of San Mateo         )

On this 27 day of August, 2008, before me personally came Gregory M. Avis, known to me to be the person described and who executed the foregoing instrument that he acknowledged and executed the same.

[Notary Seal]

/s/Lisa Franco  
Notary Public



IN WITNESS WHEREOF, this Power of Attorney has been signed as of the 18 day of August, 2008.

/s/Peter Y. Chung \_\_\_\_\_  
Peter Y. Chung

State of California                    )  
  ) ss:  
County of San Mateo                 )

On this 18 day of August, 2008, before me personally came Peter Y. Chung, known to me to be the person described and who executed the foregoing instrument that he acknowledged and executed the same.

[Notary Seal]

/s/Elisa Leonhardt \_\_\_\_\_  
Notary Public

IN WITNESS WHEREOF, this Power of Attorney has been signed as of the 5 day of Sept., 2008.

/s/Scott C. Collins  
Scott C. Collins

Kingdom of England            )  
  ) ss:  
City of London                 )

On this 5th day of September, 2008, before me personally came Scott C. Collins, known to me to be the person described and who executed the foregoing instrument that he acknowledged and executed the same.

[Notary Seal]

/s/Edward Gardiner  
Notary Public







IN WITNESS WHEREOF, this Power of Attorney has been signed as of the 18 day of August, 2008.

/s/Charles J. Fitzgerald  
Charles J. Fitzgerald

State of California                    )  
  ) ss:  
County of San Mateo                )

On this 18 day of August, 2008, before me personally came Charles J. Fitzgerald, known to me to be the person described and who executed the foregoing instrument that he acknowledged and executed the same.

[Notary Seal]

/s/Elisa Leonhardt  
Notary Public

IN WITNESS WHEREOF, this Power of Attorney has been signed as of the 21 day of August, 2008.

/s/Craig D. Frances  
Craig D. Frances

State of California                    )  
  ) ss:  
County of San Mateo                 )

On this 21 day of August, 2008, before me personally came Craig D. Frances, known to me to be the person described and who executed the foregoing instrument that he acknowledged and executed the same.

[Notary Seal]

/s/Elisa Leonhardt  
Notary Public



IN WITNESS WHEREOF, this Power of Attorney has been signed as of the 18 day of August, 2008.

/s/Walter G. Kortschak  
Walter G. Kortschak

State of California                    )  
  ) ss:  
County of San Mateo                )

On this 18 day of August, 2008, before me personally came Walter G. Kortschak, known to me to be the person described and who executed the foregoing instrument that he acknowledged and executed the same.

[Notary Seal]

/s/Elisa Leonhardt  
Notary Public

IN WITNESS WHEREOF, this Power of Attorney has been signed as of the 5th day of September, 2008.

/s/Sotiris T. Lyritzis  
Sotiris T. Lyritzis

Kingdom of England                    )  
  ) ss:  
City of London                         )

On this 5th day of September, 2008, before me personally came Sotiris T. Lyritzis, known to me to be the person described and who executed the foregoing instrument that he acknowledged and executed the same.

[Notary Seal]

/s/Edward Gardiner  
Notary Public



IN WITNESS WHEREOF, this Power of Attorney has been signed as of the 12 day of August, 2008.

/s/Harrison B. Miller  
Harrison B. Miller

State of California                    )  
  ) ss:  
County of San Mateo                 )

On this 12 day of August, 2008, before me personally came Harrison B. Miller, known to me to be the person described and who executed the foregoing instrument that he acknowledged and executed the same.

[Notary Seal]

/s/Lisa Franco  
Notary Public







IN WITNESS WHEREOF, this Power of Attorney has been signed as of the 10 day of September, 2008.

/s/ E. Roe Stamps  
E. Roe Stamps

State of Florida                    )  
  ) ss:  
County of Monroe                 )

On this 10 day of September, 2008, before me personally came E. Roe Stamps, known to me to be the person described and who executed the foregoing instrument that he acknowledged and executed the same.

[Notary Seal]

/s/Joanne Muniz  
Notary Public





