

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

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

<p>1. Name and Address of Reporting Person*</p> <p><u>SUMMIT VENTURES VI-A LP</u></p> <hr/> <p>(Last) (First) (Middle)</p> <p>C/O SUMMIT PARTNERS, L.P.</p> <p>222 BERKLEY STREET, 18TH FLOOR</p> <hr/> <p>(Street)</p> <p>BOSTON MA 02116</p> <hr/> <p>(City) (State) (Zip)</p>	<p>2. Issuer Name and Ticker or Trading Symbol</p> <p><u>FLEETCOR TECHNOLOGIES INC [FLT]</u></p> <hr/> <p>3. Date of Earliest Transaction (Month/Day/Year)</p> <p>12/20/2010</p> <hr/> <p>4. If Amendment, Date of Original Filed (Month/Day/Year)</p>	<p>5. Relationship of Reporting Person(s) to Issuer (Check all applicable)</p> <p>Director <input checked="" type="checkbox"/> 10% Owner</p> <p>Officer (give title below) Other (specify below)</p> <hr/> <p>6. Individual or Joint/Group Filing (Check Applicable Line)</p> <p>Form filed by One Reporting Person</p> <p><input checked="" type="checkbox"/> Form filed by More than One Reporting Person</p>
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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	(A) or (D)	Price			
Common Stock	12/20/2010		C		8,634,619 ⁽¹⁾	A	(7)	24,750,066 ⁽²⁾	D	
Common Stock	12/20/2010		C		4,283,332 ⁽³⁾	A	(8)	29,033,398 ⁽⁴⁾	D	
Common Stock	12/20/2010		S		5,993,228 ⁽⁵⁾	D	\$21.56	23,040,170 ⁽⁶⁾	D	

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	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 Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Series D-3 Convertible Preferred Stock	(7)	12/20/2010		C		3,453,848		(7)	(7)	Common Stock	8,634,619	\$0	0	D	
Series E Convertible Preferred Stock	(8)	12/20/2010		C		1,713,333		(8)	(8)	Common Stock	4,283,332	\$0	0	D	

<p>1. Name and Address of Reporting Person*</p> <p><u>SUMMIT VENTURES VI-A LP</u></p> <hr/> <p>(Last) (First) (Middle)</p> <p>C/O SUMMIT PARTNERS, L.P.</p> <p>222 BERKLEY STREET, 18TH FLOOR</p> <hr/> <p>(Street)</p> <p>BOSTON MA 02116</p> <hr/> <p>(City) (State) (Zip)</p>
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1. Name and Address of Reporting Person*

SUMMIT VI ADVISORS FUND LP

(Last) (First) (Middle)

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

(Street)

BOSTON MA 02116

(City) (State) (Zip)

1. Name and Address of Reporting Person*

SUMMIT VI ENTREPRENEURS FUND LP

(Last) (First) (Middle)

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

(Street)

BOSTON MA 02116

(City) (State) (Zip)

1. Name and Address of Reporting Person*

SUMMIT VENTURES VI-B LP

(Last) (First) (Middle)

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

(Street)

BOSTON MA 02116

(City) (State) (Zip)

1. Name and Address of Reporting Person*

SUMMIT INVESTORS VI LP

(Last) (First) (Middle)

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

(Street)

BOSTON MA 02116

(City) (State) (Zip)

1. Name and Address of Reporting Person*

SUMMIT SUBORDINATED DEBT FUND II L
P

(Last) (First) (Middle)

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

(Street)

BOSTON MA 02116

(City) (State) (Zip)

1. Name and Address of Reporting Person*		
Summit Partners Private Equity Fund VII-A, L.P.		
(Last)	(First)	(Middle)
C/O SUMMIT PARTNERS, L.P. 222 BERKELEY STREET, 18TH FLOOR		
(Street)		
BOSTON	MA	02110
(City) (State) (Zip)		
1. Name and Address of Reporting Person*		
Summit Partners Private Equity Fund VII B L P		
(Last)	(First)	(Middle)
C/O SUMMIT PARTNERS, L.P. 222 BERKLEY STREET, 18TH FLOOR		
(Street)		
BOSTON	MA	02116
(City) (State) (Zip)		
1. Name and Address of Reporting Person*		
Summit Investors I, LLC		
(Last)	(First)	(Middle)
C/O SUMMIT PARTNERS, L.P. 222 BERKLEY STREET, 18TH FLOOR		
(Street)		
BOSTON	MA	02116
(City) (State) (Zip)		
1. Name and Address of Reporting Person*		
Summit Investors I (UK), L.P.		
(Last)	(First)	(Middle)
C/O SUMMIT PARTNERS, LP 222 BERKELEY STREET, 18TH FLOOR		
(Street)		
BOSTON	MA	02116
(City) (State) (Zip)		

Explanation of Responses:

1. Represents shares acquired by the following Reporting Persons upon conversion of the Series D-3 Convertible Preferred Stock: 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.
2. Represents shares held by the following Reporting Persons: 16,497,909 in the name of Summit Ventures VI-A, L.P., 343,110 in the name of Summit VI Advisors Fund, L.P., 526,790 in the name of Summit VI Entrepreneurs Fund, L.P., 6,880,287 in the name of Summit Ventures VI-B, L.P., 137,835 in the name of Summit Investors VI, L.P., and 364,135 in the name of Summit Subordinated Debt Fund II, L.P.
3. Represents shares acquired by the following Reporting Persons upon conversion of the Series E Convertible Preferred Stock: 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.
4. Represents shares held by the following Reporting Persons: 16,497,909 in the name of Summit Ventures VI-A, L.P., 343,110 in the name of Summit VI Advisors Fund, L.P., 526,790 in the name of Summit VI Entrepreneurs Fund, L.P., 6,880,287 in the name of Summit Ventures VI-B, L.P., 138,140 in the name of Summit Investors VI, L.P., 427,155 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.

5. Represents shares sold by the following Reporting Persons: 3,405,585 sold by Summit Ventures VI-A, L.P., 70,826 sold by Summit VI Advisors Fund, L.P., 108,743 sold by Summit VI Entrepreneurs Fund, L.P., 1,420,265 sold by Summit Ventures VI-B, L.P., 28,516 sold by Summit Investors VI, L.P., 88,175 sold by Summit Subordinated Debt Fund II, L.P., 542,086 sold by Summit Partners Private Equity Fund VII-A, L.P., 325,585 sold by Summit Partners Private Equity Fund VII-B, L.P., 3,119 sold by Summit Investors I, LLC and 328 sold by Summit Investors I (UK), L.P.

6. Represents shares held by the following Reporting Persons: 13,092,324 in the name of Summit Ventures VI-A, L.P., 272,284 in the name of Summit VI Advisors Fund, L.P., 418,047 in the name of Summit VI Entrepreneurs Fund, L.P., 5,460,022 in the name of Summit Ventures VI-B, L.P., 109,624 in the name of Summit Investors VI, L.P., 338,980 in the name of Summit Subordinated Debt Fund II, L.P., 2,083,974 in the name of Summit Partners Private Equity Fund VII-A, L.P., 1,251,667 in the name of Summit Partners Private Equity Fund VII-B, L.P., 11,991 in the name of Summit Investors I, LLC and 1,257 in the name of Summit Investors I (UK), L.P.

7. The Series D-3 Convertible Preferred Stock converted into Fleetcor Technologies, Inc. common stock on a two and one-half-for-one basis, and had no expiration date.

8. The Series E Convertible Preferred Stock converted into Fleetcor Technologies, Inc. common stock on a two and one-half-for-one basis, and had no expiration date.

Remarks:

The entities mentioned in Footnotes 1 through 6 are collectively referred to as the "Summit Entities." Each of the Summit Entities disclaims beneficial ownership of all shares except those specifically listed in the Footnotes as held by such entity, except to the extent of such entity's pecuniary interest therein.

Summit Ventures VI-A, L.P.
By /s/ Robin W. Devereux, as 12/20/2010
Attorney-in-Fact

Summit VI Advisors Fund,
L.P., By /s/ Robin W. 12/20/2010
Devereux, as Attorney-in-Fact

Summit VI Entrepreneurs
Fund, L.P., By /s/ Robin W. 12/20/2010
Devereux, as Attorney-in-Fact

Summit Ventures VI-B, L.P.
By /s/ Robin W. Devereux, as 12/20/2010
Attorney-in-Fact

Summit Investors VI, L.P., By
/s/ Robin W. Devereux, as 12/20/2010
Attorney-in-Fact

Summit Subordinated Debt
Fund II, L.P., By /s/ Robin W. 12/20/2010
Devereux, as Attorney-in-Fact

Summit Partners Private
Equity Fund VII-A, L.P., By /s/ 12/20/2010
Robin W. Devereux, as
Attorney-in-Fact

Summit Partners Private
Equity Fund VII-B, L.P., By /s/ 12/20/2010
Robin W. Devereux, as
Attorney-in-Fact

Summit Investors I, LLC, By
/s/ Robin W. Devereux, as 12/20/2010
Attorney-in-Fact

Summit Investors I (UK), L.P.,
By /s/ Robin W. Devereux, as 12/20/2010
Attorney-in-Fact

** Signature of Reporting Person Date

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

* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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 Number.