

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

| OMB APPROVAL | |
|--------------------------|-----------|
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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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

| | | |
|---|---|--|
| 1. Name and Address of Reporting Person* <u>Carroll John R</u> (Last) (First) (Middle) <u>C/O SUMMIT PARTNERS, L.P.</u> <u>222 BERKLEY STREET, 18TH FLOOR</u> (Street) <u>BOSTON MA 02116</u> (City) (State) (Zip) | 2. Issuer Name and Ticker or Trading Symbol <u>FLEETCOR TECHNOLOGIES INC [FLT]</u> | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below) |
| | 3. Date of Earliest Transaction (Month/Day/Year) <u>12/20/2010</u> | |
| | 4. If Amendment, Date of Original Filed (Month/Day/Year) | |

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⁾ | I | See remarks. |
| Common Stock | 12/20/2010 | | C | | 4,283,332 ⁽³⁾ | A | (8) | 29,033,398 ⁽⁴⁾ | I | See remarks. |
| Common Stock | 12/20/2010 | | S | | 5,993,228 ⁽⁵⁾ | D | \$21.56 | 23,040,170 ⁽⁶⁾ | I | See remarks. |

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 | I | See remarks. |
| Series E Convertible Preferred Stock | (8) | 12/20/2010 | | C | | | 1,713,333 | (8) | (8) | Common Stock | 4,283,332 | \$0 | 0 | I | See remarks. |

Explanation of Responses:

- Represents shares acquired by the following entities: 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.
- Represents shares held by the following entities: 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.
- Represents shares acquired by the following entities: 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.
- Represents shares held by the following entities: 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.
- Represents shares sold by the following entities: 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.
- Represents shares held by the following entities: 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.
- 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.
- 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, 3 and 5 are collectively referred to as the "Summit Entities." Summit Partners, L.P. is (i) the managing member of Summit Partners VI (GP), L.L.C., 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, L.L.C., which is the general partner of Summit Subordinated Debt Fund II, L.P.; (iii) the managing member of Summit Partners PE VII, L.L.C., 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, L.L.C., 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 two-person investment committee, has voting and dispositive authority over the shares held by the Summit Entities, and therefore may beneficially own such shares. Mr. Carroll is a member of the general partner of Summit Partners, L.P. Mr. Carroll disclaims beneficial ownership of shares, and this report shall not be deemed an admission that Mr. Carroll is the beneficial owner of the shares for the purpose of Section 16 or for any other purpose, except, in each case, to the extent of Mr. Carroll's pecuniary interest therein.

/s/ Robin W. Devereux,
Attorney-in-Fact

12/20/2010

** 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.

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