## UNITED STATES SECURITIES AND EXCHANGE COMMISSION WASHINGTON, D.C. 20549

SCHEDULE 13G (Rule 13d-102)

# INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT TO RULES 13d-1(b) (c), and (d) AND AMENDMENTS THERETO FILED PURSUANT TO RULE 13d-2(b) (Amendment No.1)1

### FleetCor Technologies, Inc.

ricetou recimologics, me.	
(Name of issuer)	
Common Stock, par value \$0.001	
(Title of class of securities)	
339041105	
(CUSIP number)	
June 14, 2011	
(Date of event which requires filing of this statement)	
Check the appropriate box to designate the rule pursuant to which this Schedule is filed:	
o Rule 13d-1(b)	
☑ Rule 13d-1(c)	
o Rule 13d-1(d)	
(Continued on the following pages)	
(Page 1 of 16 Pages)	

The information required on 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 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 disclosures provided in a prior cover page.

	NAME OF REPORTING PERSON I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)							
1								
	Advent 1	Interna	tional Corporation					
	CHECK	THE A	APPROPRIATE BOX IF A MEMBER OF A GROUP*					
2	(a) <b></b> ✓	(a)						
	(b) o							
	SEC US	E ONL	Y					
3								
_	CITIZE	NSHIP	OR PLACE OF ORGANIZATION					
4	Delawar	e						
			SOLE VOTING POWER					
NUMI	BER OF	5	3,897,425					
	ARES		SHARED VOTING POWER					
	ICIALLY	6						
	ED BY							
	ACH RTING	7	SOLE DISPOSITIVE POWER					
	RSON	,	3,897,425					
W	ITH	_	SHARED DISPOSITIVE POWER					
		8						
	AGGRF	GATE	AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON					
9								
	3,897,42							
10	CHECK	BOX	IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES					
10	0	0						
4.4	PERCEI	NT OF	CLASS REPRESENTED BY AMOUNT IN ROW (9)					
11	4.87%							
		F REP	ORTING PERSON*					
12								
	CO, IA							

1 I.A.S. DENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)  ACEE III GP Limited Parinership  2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*  (a)								
CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*  (a) Z (b) 0  SEC USE ONLY   4  CITIZENSHIP OR PLACE OF ORGANIZATION  MASSACHUSEUS  SOLE VOTING POWER  3.854.339  SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH  8  AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  3.854.339  SHARED DISPOSITIVE POWER  0  AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  O  CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES  0  TYPE OF REPORTING PERSON*	1							
3 SEC USE ONLY  4 CITIZENSHIP OR PLACE OF ORGANIZATION  Massachusetts  Sole VOTING POWER  3.854.339  SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH  8 SHARED VOTING POWER  3.854.339  SOLE DISPOSITIVE POWER  3.854.339  SHARED DISPOSITIVE POWER  0  AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  3.854.339  CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES  0  CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9)  4.811%  TYPE OF REPORTING PERSON*		ACEE II	II GP L	imited Partnership				
3 SEC USE ONLY  4 CITIZENSHIP OR PLACE OF ORGANIZATION  Massachusetts  5 SOLE VOTING POWER  5 SARRES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH  8 SHARED DISPOSITIVE POWER  3,854,339  4 SHARED DISPOSITIVE POWER  3,854,339  4 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES  0 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)  4,811%  12 TYPE OF REPORTING PERSON*		CHECK	THE A	APPROPRIATE BOX IF A MEMBER OF A GROUP*				
A CITIZENSHIP OR PLACE OF ORGANIZATION  MASSACHUSENS  NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH  8  AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  3,854,339  SHARED DISPOSITIVE POWER  3,854,339  SHARED DISPOSITIVE POWER  0  AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  3,854,359  CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES  10  PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)  4,819%  TYPE OF REPORTING PERSON*								
4 CITIZENSHIP OR PLACE OF ORGANIZATION  Massachusetts  SOLE VOTING POWER  3,854,339  SHARED VOTING POWER  6 0  OWNED BY EACH REPORTING PERSON WITH  8 SHARED DISPOSITIVE POWER 3,854,339  SHARED DISPOSITIVE POWER  3,854,339  8 SHARED DISPOSITIVE POWER 0  AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  3,854,359  CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES  10  11  PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)  4.81%  TYPE OF REPORTING PERSON*		SEC US	E ONL	Y				
Massatusetts   SOLE VOTING POWER	3							
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH   AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  O  CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES  O  PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)  11  TYPE OF REPORTING PERSON*  SOLE VOTING POWER  3,854,339  SHARED VOTING POWER  0  0  SOLE DISPOSITIVE POWER  0  0  SHARED DISPOSITIVE POWER  0  0  CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES  11  12  TYPE OF REPORTING PERSON*	4	CITIZEI	NSHIP	OR PLACE OF ORGANIZATION				
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH    AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON   AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON   O  CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES   10  PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)  11  TYPE OF REPORTING PERSON*	7	Massach	usetts					
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH  8 SOLE DISPOSITIVE POWER 3,854,339 SOLE DISPOSITIVE POWER 3,854,339 SHARED DISPOSITIVE POWER  5 SHARED DISPOSITIVE POWER  6 0 SHARED DISPOSITIVE POWER  7 3,854,339 SHARED DISPOSITIVE POWER  10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES  11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)  12 TYPE OF REPORTING PERSON*  13 TYPE OF REPORTING PERSON*			_	SOLE VOTING POWER				
BENEFICIALLY OWNED BY  EACH REPORTING PERSON WITH  8 SHARED DISPOSITIVE POWER  3,854,339  SHARED DISPOSITIVE POWER  0  AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  10  PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)  4,81%  TYPE OF REPORTING PERSON*	NUMB	ER OF	3	3,854,339				
OWNED BY EACH REPORTING PERSON WITH  8 SHARED DISPOSITIVE POWER  3,854,339 SHARED DISPOSITIVE POWER  0 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES  11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)  12 TYPE OF REPORTING PERSON*  13 TYPE OF REPORTING PERSON*			C	SHARED VOTING POWER				
PERSON WITH  B SHARED DISPOSITIVE POWER  B SHARED DISPOSITIVE POWER  B O  AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  3,854,359  CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES  O  PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)  4.81%  TYPE OF REPORTING PERSON*			b	0				
PERSON WITH B SHARED DISPOSITIVE POWER  8 SHARED DISPOSITIVE POWER  0 SAGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES  11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)  4.81%  TYPE OF REPORTING PERSON*			7	SOLE DISPOSITIVE POWER				
B   0   0   0   0   0   0   0   0   0			/	3,854,339				
AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  3,854,359  CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES  0  PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)  4.81%  TYPE OF REPORTING PERSON*	WI	TH	0	SHARED DISPOSITIVE POWER				
9 3,854,359  CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES  0 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)  4.81%  TYPE OF REPORTING PERSON*			Ø	0				
3,854,359 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES  PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)  4.81% TYPE OF REPORTING PERSON*	0	AGGRE	GATE	AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON				
10 o PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 4.81% TYPE OF REPORTING PERSON*		3,854,35	59					
11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)  4.81%  TYPE OF REPORTING PERSON*								
11 4.81%  TYPE OF REPORTING PERSON*	10	0						
4.81% TYPE OF REPORTING PERSON*		PERCE	NT OF	CLASS REPRESENTED BY AMOUNT IN ROW (9)				
12	11	4.81%						
	10	ТҮРЕ О	F REP	ORTING PERSON*				
	12	PN						

1			PORTING PERSON FICATION NO. OF ABOVE PERSON (ENTITIES ONLY)						
	Advent 1	Advent International LLC							
	CHECK	THE A	APPROPRIATE BOX IF A MEMBER OF A GROUP*						
2	(a)								
3	SEC US	E ONI	Y						
4			OR PLACE OF ORGANIZATION						
	Massach	usetts							
		5	SOLE VOTING POWER						
NUMI	BER OF		3,859,157						
	ARES	_	SHARED VOTING POWER						
	ICIALLY ED BY	6	0						
	ACH PRTING	7	SOLE DISPOSITIVE POWER						
PEF	RSON		3,859,157						
W	ITH	8	SHARED DISPOSITIVE POWER						
			0						
9	AGGRE	GATE	AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON						
	3,859,187								
4.0	CHECK	BOX	F THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES						
10	0								
	PERCEI	NT OF	CLASS REPRESENTED BY AMOUNT IN ROW (9)						
11	4.82%								
		EDED	ORTING PERSON*						
12	111110	T KEP	ONLING LEGOIA						
	DN								

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1	NAME OF REPORTING PERSON I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)								
	Advent Central and Eastern Europe III Limited Partnership								
_	CHECK	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*							
2	(a) ☑ (b) o								
3	SEC US	E ONL	Y						
4	CITIZEI	NSHIP	OR PLACE OF ORGANIZATION						
4	Delawar	e							
		_	SOLE VOTING POWER						
NUMI	BER OF	5	1,581,055						
	ARES	•	SHARED VOTING POWER						
	ICIALLY ED BY	6							
	СH	7	SOLE DISPOSITIVE POWER						
	RTING RSON	7	1,581,055						
W.	ITH	^	SHARED DISPOSITIVE POWER						
		8							
_	AGGRE	GATE	AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON						
9	1,581,055								
	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES								
10	0								
4.5	PERCE	NT OF	CLASS REPRESENTED BY AMOUNT IN ROW (9)						
11	1.97%								
40	TYPE O	F REP	ORTING PERSON*						
12	PN								

1	I.R.S. ID	NAME OF REPORTING PERSON I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)  Advent Central and Eastern Europe III-A Limited Partnership							
2	CHECK (a) ☑	THE A	APPROPRIATE BOX IF A MEMBER OF A GROUP*						
	(a) w (b) o								
3	SEC US	E ONL	Y						
4	CITIZEN		OR PLACE OF ORGANIZATION						
	BER OF	5	SOLE VOTING POWER 1,212,224						
SHARES BENEFICIALLY OWNED BY  SHARED VOTING POWER  0									
REPO	ACH PRTING RSON	7	SOLE DISPOSITIVE POWER  1,212,224						
W	ITH	8	SHARED DISPOSITIVE POWER 0						
9	AGGRE		AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON						
10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES								
11		NT OF	CLASS REPRESENTED BY AMOUNT IN ROW (9)						
12		F REP	ORTING PERSON*						

CUSIP No. [	339041105	Schedule 13G Page	7	of	16

1	NAME OF REPORTING PERSON I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)								
	Advent Central and Eastern Europe III-B Limited Partnership								
	CHECK	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*							
2	(a) ☑ (b) o								
3	SEC US	E ONI	Y						
4	CITIZEI	NSHIP	OR PLACE OF ORGANIZATION						
-	Delawar	e							
			SOLE VOTING POWER						
NUMI	BER OF	5	172,416						
	ARES	C	SHARED VOTING POWER						
	ICIALLY ED BY	6							
EA	СH		SOLE DISPOSITIVE POWER						
	RTING	7							
	RSON ITH		172,416						
VV.	11111	8	SHARED DISPOSITIVE POWER						
			0						
	AGGRE	GATE	AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON						
9	172,416								
	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES								
10	0								
	PERCE	NT OF	CLASS REPRESENTED BY AMOUNT IN ROW (9)						
11	0.22%								
	TYPE O	F REP	ORTING PERSON*						
12	PN								
	PN								

1	I.R.S. ID	NAME OF REPORTING PERSON I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY) Advent Central and Eastern Europe III-C Limited Partnership							
	CHECK	THE A	APPROPRIATE BOX IF A MEMBER OF A GROUP*						
2	(a) ☑								
	(b) o								
	SEC US	E ONL	Y						
3									
	CUTTION								
4	CITIZEI	NSHIP	OR PLACE OF ORGANIZATION						
-	Delawar	e							
	'		SOLE VOTING POWER						
		5							
	BER OF		234,445						
l l	ARES ICIALLY	6	SHARED VOTING POWER						
	ED BY	U	0						
EA	ACH		SOLE DISPOSITIVE POWER						
_	RTING	7							
	RSON		234,445						
W	ITH	8	SHARED DISPOSITIVE POWER						
		O							
	AGGRE	GATE	AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON						
9									
	234,445								
10	CHECK	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES							
10	0								
	_	NT OF	CLASS REPRESENTED BY AMOUNT IN ROW (9)						
11									
	0.29%								
12	TYPE O	F REP	ORTING PERSON*						
12	PN								

	NAME OF REPORTING PERSON								
1	I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)								
	Advent Central and Eastern Europe III-D Limited Partnership								
			•						
	CHECK	THE A	APPROPRIATE BOX IF A MEMBER OF A GROUP*						
2	(a) <b>☑</b>								
	(a) w (b) o								
	SEC US	E ONL	Y						
3									
4	CITIZE	NSHIP	OR PLACE OF ORGANIZATION						
4	Delawa	re							
	D cla wa		SOLE VOTING POWER						
		5							
NUMI	BER OF		355,775						
	ARES		SHARED VOTING POWER						
	ICIALLY ED BY	6	0						
	CH		SOLE DISPOSITIVE POWER						
	RTING	7	SOLL BISTOSTITVE TOWER						
PER	SON	_	355,775						
W	ITH		SHARED DISPOSITIVE POWER						
		8							
	ACCDI	C ATE	0 AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON						
9	AGGINI	CAIL	AMOUNT DENEFTCIALLY OWNED BY EACH REPORTING PERSON						
	355,775	355,775							
	CHECK	BOX	IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES						
10									
	0 DED CE	NT OF	OLACC DEDDECENTED BY AMOUNT IN DOW (0)						
11	PERCE	INI UF	CLASS REPRESENTED BY AMOUNT IN ROW (9)						
	0.44%								
	TYPE C	F REP	ORTING PERSON*						
12									
	PN								

4			PORTING PERSON FICATION NO. OF ABOVE PERSON (ENTITIES ONLY)						
1	Advent Central and Eastern Europe III-E Limited Partnership								
	Advent Central and Eastern Europe III-E Limited Partnersnip								
	CHECK	THE A	APPROPRIATE BOX IF A MEMBER OF A GROUP*						
2	(a) 🗹								
	(b) o								
3	SEC US	E ONL	Y						
4	CITIZEI	NSHIP	OR PLACE OF ORGANIZATION						
4	Delawar	e							
		_	SOLE VOTING POWER						
NUMI	BER OF	5	298,424						
	ARES	_	SHARED VOTING POWER						
	ICIALLY ED BY	6							
	АСН		SOLE DISPOSITIVE POWER						
	RTING RSON	7	298,424						
	ITH		SHARED DISPOSITIVE POWER						
		8							
	AGGRE	GATE.	0 AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON						
9									
	298,424		TE THE ACCDEC ATE AMOUNT IN DOWN (O) EVOLUDES CEDTAIN SHADES						
10	CHECK	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES							
	0								
11	PERCE	NT OF	CLASS REPRESENTED BY AMOUNT IN ROW (9)						
	0.37%								
12	TYPE O	F REP	ORTING PERSON*						
14	PN								

1	NAME OF REPORTING PERSON I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)						
	Advent Partners ACEE III Limited Partnership						
	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*						
2	<ul><li>(a) ☑</li><li>(b) o</li></ul>						
3	3 SEC USE ONLY						
4	CITIZENSHIP OR PLACE OF ORGANIZATION						
	Delawar	e					
		5	SOLE VOTING POWER				
NUMI	BER OF		38,268				
	ARES	_	SHARED VOTING POWER				
BENEFICIALLY OWNED BY EACH REPORTING		6	0				
		7	SOLE DISPOSITIVE POWER				
PEF	RSON		38,268				
W	WITH		SHARED DISPOSITIVE POWER				
			0				
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON						
9	38,268						
	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES						
10							
	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)						
11	TERCENT OF GENES REFRESENTED DT AMOUNT IN ROW (3)						
	0.05%						
10	TYPE OF REPORTING PERSON*						
12	DN						

1	NAME OF REPORTING PERSON I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY) Advent Partners III Limited Partnership						
	Advent I	Partner	s III Limited Partnership				
	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*						
2	(a) ☑						
	(b) o						
3	SEC USE ONLY						
)							
	CITIZENSHIP OR PLACE OF ORGANIZATION						
4	Delaware						
			SOLE VOTING POWER				
NITIMI	BER OF	5	4,818				
	ARES		SHARED VOTING POWER				
BENEF	ICIALLY	6					
	OWNED BY		SOLE DISPOSITIVE POWER				
l .	EACH REPORTING		SOLE DISPOSITIVE POWER				
	RSON		4,818				
WITH		8	SHARED DISPOSITIVE POWER				
	_	U	0				
_	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON						
9	4,818						
	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES						
10	0						
44	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)						
11	0.01%						
	TYPE OF REPORTING PERSON*						
12	L DAY						
	PN						

#### Item 1.

(a) (b) This statement on Schedule 13G/A relates to the Reporting Persons' (as defined in Item 2 below) beneficial ownership interest in FleetCor Technologies, Inc. a Delaware corporation (the "Corporation"). The address of the principal executive office of the Corporation is 655 Engineering Drive Suite 300, Norcross, GA 30092-2830.

#### Item 2.

- (a) (b) (c) This statement is being filed by the following entities:
  - (1) Advent International Corporation, a Delaware corporation;
  - (2) ACEE III GP Limited Partnership, a Massachusetts limited partnership;
  - (3) Advent International LLC, a Massachusetts limited corporation;
  - (4) Advent Central and Eastern Europe III Limited Partnership, a Delaware limited partnership;
  - (5) Advent Central and Eastern Europe III-A Limited Partnership, a Delaware limited partnership;
  - (6) Advent Central and Eastern Europe III-B Limited Partnership, a Delaware limited partnership;
  - (7) Advent Central and Eastern Europe III-C Limited Partnership, a Delaware limited partnership;
  - (8) Advent Central and Eastern Europe III-D Limited Partnership, a Delaware limited partnership;
  - (9) Advent Central and Eastern Europe III-E Limited Partnership, a Delaware limited partnership;
  - (10) Advent Partners ACEE III Limited Partnership, a Delaware limited Partnership;
  - (11) Advent Partners III Limited Partnership, a Delaware limited partnership.

The entities listed in subparagraph (1) through (11) above are herein collectively referred to as the "Reporting Persons" and individually as a "Reporting Person." The principal business address of all of the Reporting Persons is c/o Advent International Corporation, 75 State Street, Boston, MA 02109.

(d) (e) This statement relates to the Common Stock, par value \$0.001 per share, (the "Common Stock") of the Corporation named in Item 1 of this statement. The CUSIP number associated with such Common Stock is 339041105.

#### Item 3. Filing pursuant to Rule 13d-1(b), or 13d-2(b) or (c).

This statement is not being filed pursuant to Rule 13d-1(b), or 13d-2(b) or (c). This statement is being filed pursuant to rule 13d-1(c).

#### Item 4. Ownership.

(a) (b) The following table sets forth the aggregate number and percentage of the Common Stock beneficially owned by each Reporting Person named in Item 2 of this statement (based upon 80,083,128 shares of Common Stock outstanding as of May 10, 2011). The aggregate number and percentage of the Common Stock beneficially owned by each Reporting Person is calculated in accordance with Rule 13d-3(d)(1).

		Percentage Of Shares	Number of Shares Sold in
Reporting Person	Common	Outstanding	Past 60 Days
Advent International Corporation (1)(2)(3)(4)	3,897,425	4.87%	194,500
ACEE III GP Limited Partnership (1)(2)	3,854,339	4.81%	192,350
Advent International LLC (1)(2)	3,859,157	4.82%	192,590
Advent Central and Eastern Europe III Limited Partnership (2)	1,581,055	1.97%	78,902
Advent Central and Eastern Europe III-A Limited Partnership (2)	1,212,224	1.51%	60,496
Advent Central and Eastern Europe III-B Limited Partnership (2)	172,416	0.22%	8,604
Advent Central and Eastern Europe III-C Limited Partnership (2)	234,445	0.29%	11,700
Advent Central and Eastern Europe III-D Limited Partnership (2)	355,775	0.44%	17,755
Advent Central and Eastern Europe III-E Limited Partnership (2)	298,424	0.37%	14,893
Advent Partners ACEE III Limited Partnership (3)	38,268	0.05%	1,910
Advent Partners III Limited Partnership (4)	4,818	0.01%	240
Total Group	3,897,425	4.87%	194,500

<sup>(1)</sup> Advent International Corporation ("AIC") is the Manager of Advent International LLC ("AI LLC") which in turn is the General Partner of ACEE III GP ("ACEE III GP") Limited Partnership which in turn is the General Partner of the indicated Reporting Persons. As such, AIC has the sole power to vote and dispose of the securities owned by the indicated Reporting Persons. The beneficial ownership of AIC, AI LLC and ACEE III GP derive from such power.

<sup>(2)</sup> Advent International Corporation ("AIC") is the Manager of Advent International LLC ("AI LLC"), which in turn is the General Partner of ACEE III GP Limited Partnership ("ACEE III GP") which in turn is the General Partner of the indicated Reporting Persons. As such, AIC has the sole power to vote and dispose of the securities of Advent Central and Eastern Europe III Limited Partnership, Advent Central and Eastern Europe III-A Limited Partnership, Advent Central and Eastern Europe III-D Limited Partnership, Advent Central and Eastern Europe III-D Limited

- Partnership, Advent Central and Eastern Europe III-E Limited Partnership. The beneficial ownership of AIC, AI LLC and ACEE III GP derive from such power.
- (3) Advent International Corporation ("AIC") is the General Partner of the indicated Reporting Person. As such, AIC has the power to vote and dispose of the securities of Advent Partners ACEE III Limited Partnership. The beneficial ownership of AIC derives from such power.
- (4) Advent International Corporation ("AIC") is the Manager of Advent International LLC ("AI LLC"), which in turn is the General Partner of the indicated Reporting Person. As such, AIC has the sole power to vote and dispose of the securities of Advent Partners III Limited Partnership. The beneficial ownership of AIC and AI LLC derives from such power.

#### 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 [X].

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.

Item 9. Notice of Dissolution of Group.

Not applicable.

#### Item 10. Certification.

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

#### **SIGNATURE**

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

#### June 24, 2011

Advent Central & Eastern Europe III Limited Partnership

Advent Central & Eastern Europe III-A Limited Partnership

Advent Central & Eastern Europe III-B Limited Partnership

Advent Central & Eastern Europe III-C Limited Partnership

Advent Central & Eastern Europe III-D Limited Partnership

Advent Central & Eastern Europe III-E Limited Partnership

By: ACEE III GP Limited Partnership, General Partner

By: Advent International LLC, General Partner By: Advent International Corporation, Manager

By: Anna J. Guerin, Attorney\*

Advent Partners ACEE III Limited Partnership

By: Advent International Corporation, General Partner

By: Anna J. Guerin, Attorney \*

Advent Partners III Limited Partnership

By: Advent International LLC, General Partner

By: Advent International Corporation, Manager

By: Anna J. Guerin, Attorney\*

ADVENT INTERNATIONAL CORPORATION

By: Anna J. Guerin, Attorney\*

\*For all of the above:

/s/ Anna J. Guerin

Anna J. Guerin, Attorney