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

SCHEDULE 13G

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

	(Amendment No.)*	
	Fleetcor Technologies Inc.	
	(Name of Issuer)	
	Common Stock, \$0.001 par value	
	(Title of Class of Securities)	
	339041105	
	(CUSIP Number)	
	December 31, 2010	
	(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)		
x Rule 13d-1(d)		
*The remainder of this cover	nage shall be filled out for a reporting person's initial filing on this form with respect	

*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).

1	NAME OF REPORTING PERSON Summit Partners, L.P.			
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) o (See Instructions) (b) o			
3	SEC USE ONLY			
4	CITIZENSHIP OR PLACE OF ORGANIZATION			
	Delaware limited partnership			
		5	SOLE VOTING POWER	
			0 shares	
	NUMBER OF SHARES	6	SHARED VOTING POWER	
	BENEFICIALLY OWNED BY		23,040,170 shares	
	EACH REPORTING	7	SOLE DISPOSITIVE POWER	
	PERSON WITH:		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) o			
11	PERCENT OF CLASS REPRESENT	ΓED BY AI	MOUNT IN ROW 9	
	29.3%			
12	TYPE OF REPORTING PERSON (S	See Instruct	ions)	
	PN			

CUSIP No. 339041105 13G Page 3 of 54 Pages			_	
199	CUSIP No.	339041105	l 13G	Page 3 of 54 Pages

1	1	NAME OF REPORTING PERSON				
		Summit Partners VI (GP), LLC				
2	2	CHECK THE APPROPRIATE BOX	IF A MEM	BER OF A GROUP (a) o		
		(See Instructions) (b) o				
3	3	SEC USE ONLY				
4	1	CITIZENSHIP OR PLACE OF ORGANIZATION				
		Delaware limited liability company				
			5	SOLE VOTING POWER		
				0 shares		
		NUMBER OF		o silaics		
		SHARES	6	SHARED VOTING POWER		
	В	SENEFICIALLY		23,040,170 shares		
		OWNED BY EACH	7	SOLE DISPOSITIVE POWER		
		REPORTING		0 shares		
PERSON WITH:						
		VVIIII.	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)				
1.	1	PERCENT OF CLASS REPRESENT	ED BY A	MOUNT IN ROW 9		
		29.3%				
17	2	TYPE OF REPORTING PERSON (See Instruct	ions)		
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13G 1 ages 1 of 1 ages	CUSIP No.	339041105	13G	Page 4 of 54 Pages
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1	NAME OF REPORTING PERS	NAME OF REPORTING PERSON				
	Summit Partners VI (GP), L.P.	Summit Partners VI (GP), L.P.				
2	CHECK THE APPROPRIATE I	BOX IF A MEME				
	GROUP (See Instructions)	GROUP (See Instructions) (b) o				
3	SEC USE ONLY	SEC USE ONLY				
4	CITIZENSHIP OR PLACE OF	CITIZENSHIP OR PLACE OF ORGANIZATION				
	Delaware limited partnership	Delaware limited partnership				
	-	5	SOLE VOTING POWER			
			0 shares			
	NUMBER OF	6	SHARED VOTING POWER			
	SHARES BENEFICIALLY		23,040,170 shares			
	OWNED BY					
	EACH REPORTING	7	SOLE DISPOSITIVE POWER			
PERSON 0 shares WITH:			0 shares			
8 SHARED DISPOSITIVE POWER			SHARED DISPOSITIVE POWER			
23,040,170 shares						
9	AGGREGATE AMOUNT BEN	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON				
	23,040,170 shares	23,040,170 shares				
10	CHECK BOX IF THE AGGREG Instructions)	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions)				
11	PERCENT OF CLASS REPRES	SENTED BY AM	OUNT IN ROW 9			
	29.3%					
12	TYPE OF REPORTING PERSO	N (See Instruction	ons)			
	PN					

	CUSIP No. 339041105	13G	Page 5 of 54 Pages
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1	NAME OF REPORTING PERSON					
	Summit Ventures VI-A, L.P.	Summit Ventures VI-A, L.P.				
2	CHECK THE APPROPRIATE BOX	K IF A MEM	BER OF A (a) o (b) o			
	GROUP (See Instructions)	, , , , , , , , , , , , , , , , , , ,				
3	SEC USE ONLY					
4	CITIZENSHIP OR PLACE OF ORGANIZATION					
	Delaware limited partnership					
	5 SOLE VOTING POWER					
	0 shares					
	NUMBER OF SHARES	6	SHARED VOTING POWER			
	BENEFICIALLY OWNED BY		23,040,170 shares			
	EACH REPORTING	7	SOLE DISPOSITIVE POWER			
	PERSON 0 shares WITH:					
			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)					
11	PERCENT OF CLASS REPRESEN	TED BY AN	MOUNT IN ROW 9			
	29.3%					
12	TYPE OF REPORTING PERSON ((See Instruct	ions)			
	PN					

CUSIP No.	339041105	13G	Page 6 of 54 Pages

1	NAME OF REPORTING PERSO	NAME OF REPORTING PERSON				
	Summit Ventures VI-B, L.P.	Summit Ventures VI-B, L.P.				
2	CHECK THE APPROPRIATE E GROUP (See Instructions)	CHECK THE APPROPRIATE BOX IF A MEMBER OF A (a) o (b) o				
3	SEC USE ONLY					
4	CITIZENSHIP OR PLACE OF (CITIZENSHIP OR PLACE OF ORGANIZATION				
	Delaware limited partnership	Delaware limited partnership				
	•	5	SOLE VOTING POWER			
	0 shares					
	NUMBER OF SHARES	6	SHARED VOTING POWER			
	BENEFICIALLY OWNED BY		23,040,170 shares			
EACH 7 SOLE DISPOSITIVE POWER REPORTING			SOLE DISPOSITIVE POWER			
	PERSON 0 shares WITH:					
	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)					
11	PERCENT OF CLASS REPRES	ENTED BY AN	MOUNT IN ROW 9			
	29.3%					
12	TYPE OF REPORTING PERSO	N (See Instruct	ions)			
	PN					
	1					

CUSIP No 339041105 13C Page 7 of 54 Page				
130	CUSIP No.	339041105	13G	

1	NAME OF REPORTING PERSO	NAME OF REPORTING PERSON				
	Summit VI Advisors Fund, L.P.	Summit VI Advisors Fund, L.P.				
2	CHECK THE APPROPRIATE BOGROUP (See Instructions)	CHECK THE APPROPRIATE BOX IF A MEMBER OF A (a) o GROUP (See Instructions) (b) o				
3	SEC USE ONLY	SEC USE ONLY				
4	CITIZENSHIP OR PLACE OF ORGANIZATION					
	Delaware limited partnership					
	5 SOLE VOTING POWER					
	0 shares					
	NUMBER OF SHARES	6	SHARED VOTING POWER			
	BENEFICIALLY OWNED BY		23,040,170 shares			
EACH 7 SOLE DISPOSITIVE POWER REPORTING			SOLE DISPOSITIVE POWER			
	PERSON 0 shares WITH:					
8 SHARED DISPOSITIVE POWER			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)					
11	PERCENT OF CLASS REPRESE	ENTED BY AN	MOUNT IN ROW 9			
	29.3%					
12	TYPE OF REPORTING PERSON	V (See Instruct	ions)			
	PN					

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CUSIP No. 339041105 13G Page 8 of 54 Pages	o. 339041105	CUSIP No.	13G	Page 8 of 54 Pages

1	NAME OF REPORTING PERSON				
	Summit VI Entrepreneurs Fund, L.F).			
2		CHECK THE APPROPRIATE BOX IF A MEMBER OF A (a) o			
3	GROUP (See Instructions) SEC USE ONLY		(b) o		
3	SEC USE ONLY				
4	CITIZENSHIP OR PLACE OF ORGANIZATION				
	Delaware limited partnership				
		5	SOLE VOTING POWER		
			0 shares		
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:		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 BENEFI	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON			
	23,040,170 shares	23,040,170 shares			
10	CHECK BOX IF THE AGGREGAT Instructions)	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions)			
11	PERCENT OF CLASS REPRESEN	TED BY AN	MOUNT IN ROW 9		
	29.3%				
12	TYPE OF REPORTING PERSON	(See Instruct	ions)		
	PN				

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CUSIP No.	339041105	13G	Page 9 of 54 Pages

1	NAME OF REPORTING PERSON					
	Summit Investors VI, L.P.	Summit Investors VI, L.P.				
2	CHECK THE APPROPRIATE BOX I GROUP*	CHECK THE APPROPRIATE BOX IF A MEMBER OF A (a) o GROUP* (b) o				
3	SEC USE ONLY	SEC USE ONLY				
4	CITIZENSHIP OR PLACE OF ORGANIZATION					
	Delaware limited partnership					
		5	SOLE VOTING POWER			
			0 shares			
NUMBER OF SHARES BENEFICIALLY OWNED BY		6	SHARED VOTING POWER			
			23,040,170 shares			
	EACH REPORTING	7	SOLE DISPOSITIVE POWER			
	PERSON WITH:		0 shares			
	(1,222)	8	SHARED DISPOSITIVE POWER			
	23,040,170 shares					
9	AGGREGATE AMOUNT BENEFICI	ALLY OV	VNED BY EACH REPORTING PERSON			
	23,040,170 shares	23,040,170 shares				
10	CHECK BOX IF THE AGGREGATE Instructions)	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions)				
11	PERCENT OF CLASS REPRESENTI	ED BY AI	MOUNT IN ROW 9			
	29.3%					
12	TYPE OF REPORTING PERSON (Se	ee Instruct	ions)			
	PN					
1						

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CUSIP No.	339041105	13G	Page 10 of 54 Pages

1	NAME OF REPORTING PERSON				
	Stamps, Woodsum & Co. IV				
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A (a) o				
	GROUP* (b) o				
3	SEC USE ONLY				
4	CITIZENSHIP OR PLACE OF ORGANIZATION				
	Massachusetts general partnership				
	5 SOLE VOTING POWER				
			0 shares		
NUMBER OF SHARES BENEFICIALLY OWNED BY		6	SHARED VOTING POWER		
			23,040,170 shares		
	EACH	7	SOLE DISPOSITIVE POWER		
	REPORTING PERSON WITH:		0 shares		
	WIIII.	8	SHARED DISPOSITIVE POWER		
23,040,170 shares					
9	AGGREGATE AMOUNT BENEFICI	ALLY OV	NED BY EACH REPORTING PERSON		
	23,040,170 shares				
10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions)				
11	PERCENT OF CLASS REPRESENT	ED BY AN	MOUNT IN ROW 9		
	29.3%				
12	TYPE OF REPORTING PERSON (S	ee Instruct	ions)		
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CUSIP No. 339041105 13G Page 11 of 54 Pages	USIP No. 33	39041105 13 (3	j	Page 11 of 54 Pages

	2000				
1	NAME OF REPORTING PERSON				
	Summit Partners SD II, LLC				
	Summit Fauters 3D II, EEC				
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A (a) o				
3	GROUP* (b) o SEC USE ONLY				
3	SEC USE ONLI				
4	CITIZENSHIP OR PLACE OF ORGANIZATION				
	Delaware limited liability company				
		5	SOLE VOTING POWER		
			0 shares		
NUMBER OF SHARES BENEFICIALLY			CHARED VOTING POWER		
		6	SHARED VOTING POWER		
			23,040,170 shares		
	OWNED BY EACH	7	SOLE DISPOSITIVE POWER		
	REPORTING	,			
	PERSON WITH:		0 shares		
	WIIII.	8	SHARED DISPOSITIVE POWER		
			23,040,170 shares		
			25,040,170 shales		
9	AGGREGATE AMOUNT BENEFICI	ALLY OV	VNED BY EACH REPORTING PERSON		
	23,040,170 shares				
		43.66777			
10	CHECK BOX IF THE AGGREGATE Instructions)	AMOUN'	T IN ROW (9) EXCLUDES CERTAIN SHARES (See		
	instructions)				
11	PERCENT OF CLASS REPRESENTI	ED BV AN	AOLINT IN POW 0		
11		TO DI AL	MOONT IN ROW 9		
	29.3%				
12	TYPE OF REPORTING PERSON (Se	ee Instruct	ions)		
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	2000				
1	NAME OF REPORTING PERSON				
	Summit Subordinated Debt Fund II, L	D			
	Summit Subordinated Debt Pund II, L.F.				
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A (a) o				
	GROUP* (b) o				
3	SEC USE ONLY				
4	CITIZENSHIP OR PLACE OF ORGANIZATION				
	Dolaware limited partnership				
	Delaware limited partnership				
	•	5	SOLE VOTING POWER		
			0 shares		
	NUMBER OF SHARES	6	SHARED VOTING POWER		
BENEFICIALLY OWNED BY			23,040,170 shares		
	EACH REPORTING	7	SOLE DISPOSITIVE POWER		
	PERSON		0 shares		
	WITH:	0	CITA DED DISDOSTENTE DOLLED		
		8	SHARED DISPOSITIVE POWER		
	23,040,170 shares				
9	ACCDECATE AMOUNT BENEFICE	ALLVOV	VNED BY EACH REPORTING PERSON		
9	AGGREGATE AMOUNT BENEFICE	ALLI OV	WIED DI EACH REFORTING FERSON		
	23,040,170 shares				
10	CHECK BOX IF THE AGGREGATE	AMOUN'	Γ IN ROW (9) EXCLUDES CERTAIN SHARES (See		
	Instructions)				
11	PERCENT OF CLASS REPRESENT	ED BY AN	MOUNT IN ROW 9		
	20. 20/				
12	29.3% TYPE OF REPORTING PERSON (S	ee Instruct	ions)		
12	`	cc monuci)		
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CUSIP No. 33	39041105	13G	Page 13 of 54 Pages

	NAME OF PROPERTY STATES				
1	NAME OF REPORTING PERSON				
	Summit Partners PE VII, LLC				
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A (a) o				
	GROUP*	GROUP* (b) o			
3	SEC USE ONLY				
4	CITIZENSHIP OR PLACE OF ORGANIZATION				
	Delaware limited liability company				
		5	SOLE VOTING POWER		
			0 shares		
NUMBER OF SHARES		6	SHARED VOTING POWER		
	BENEFICIALLY OWNED BY		23,040,170 shares		
	EACH REPORTING	7	SOLE DISPOSITIVE POWER		
	PERSON WITH:		0 shares		
	,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,	8	SHARED DISPOSITIVE POWER		
	23,040,170 shares				
9	AGGREGATE AMOUNT BENEFIC	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON			
	23,040,170 shares	23,040,170 shares			
10	CHECK BOX IF THE AGGREGATE Instructions)	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions)			
11	PERCENT OF CLASS REPRESENT	ED BY AN	MOUNT IN ROW 9		
	29.3%				
12	TYPE OF REPORTING PERSON (S	See Instruct	ions)		
	00				

CUSIP No. 339041105] 13G	Page 14 of 54 Pages
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1	NAME OF REPORTING PERSON				
	Summit Partners PE VII, L.P.	Summit Partners PE VII, L.P.			
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A (a) o (b) o				
3	SEC USE ONLY				
	OVERZENICHUR OR DI AGE OF OR				
4	CITIZENSHIP OR PLACE OF OR	CITIZENSHIP OR PLACE OF ORGANIZATION			
	Delaware limited partnership	Delaware limited partnership			
		5	SOLE VOTING POWER		
			0 shares		
	NUMBER OF	6	SHARED VOTING POWER		
	SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:		23,040,170 shares		
			SOLE DISPOSITIVE POWER		
			0 shares		
	*******	8	SHARED DISPOSITIVE POWER		
	23,040,170 shares				
9	AGGREGATE AMOUNT BENEFI	CIALLY OV	NED BY EACH REPORTING PERSON		
	23,040,170 shares				
10	CHECK BOX IF THE AGGREGATINSTRUCTIONS)	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions)			
11	PERCENT OF CLASS REPRESEN	NTED BY AN	MOUNT IN ROW 9		
	29.3%				
12	TYPE OF REPORTING PERSON	(See Instruct	ions)		
	PN				

CUSIP No. 3	39041105	13 G	Page 15 of 54 Pages

1	NAME OF DEPOPEING PERCON				
1	NAME OF REPORTING PERSON				
	Summit Partners Private Equity Fun	Summit Partners Private Equity Fund VII-A, L.P.			
2		CHECK THE APPROPRIATE BOX IF A MEMBER OF A (a) o			
	GROUP*	GROUP* (b) o			
3	SEC USE ONLY				
4	CITIZENSHIP OR PLACE OF ORC	CITIZENSHIP OR PLACE OF ORGANIZATION			
	Delaware limited partnership	Delaware limited partnership			
		5	SOLE VOTING POWER		
			0 shares		
	NUMBER OF SHARES	6	SHARED VOTING POWER		
	BENEFICIALLY OWNED BY		23,040,170 shares		
EACH		7	SOLE DISPOSITIVE POWER		
	REPORTING PERSON WITH:		0 shares		
	VV	8	SHARED DISPOSITIVE POWER		
	23,040,170 shares				
9	AGGREGATE AMOUNT BENEFI	CIALLY OW	NED BY EACH REPORTING PERSON		
	23,040,170 shares	23,040,170 shares			
10	CHECK BOX IF THE AGGREGAT Instructions)	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions)			
11	PERCENT OF CLASS REPRESEN	TED BY AN	MOUNT IN ROW 9		
	29.3%				
12	TYPE OF REPORTING PERSON ((See Instruct	ions)		
	PN				

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CUSIP No.	339041105] 13G	Page 16 of 54 Pages

1	NAME OF REPORTING PERSON				
	Summit Partners Private Equity Fund	Summit Partners Private Equity Fund VII-B, L.P.			
2	CHECK THE APPROPRIATE BOX I GROUP*	CHECK THE APPROPRIATE BOX IF A MEMBER OF A (a) 0 (b) 0			
3	SEC USE ONLY	SEC USE ONLY			
4	CITIZENSHIP OR PLACE OF ORGANIZATION				
	Delaware limited partnership				
	•	5	SOLE VOTING POWER		
			0 shares		
	NUMBER OF SHARES	6	SHARED VOTING POWER		
BENEFICIALLY OWNED BY EACH REPORTING			23,040,170 shares		
		7	SOLE DISPOSITIVE POWER		
	PERSON WITH:		0 shares		
		8	SHARED DISPOSITIVE POWER		
	23,040,170 shares				
9	AGGREGATE AMOUNT BENEFICI	ALLY OV	VNED BY EACH REPORTING PERSON		
	23,040,170 shares	23,040,170 shares			
10	CHECK BOX IF THE AGGREGATE Instructions)	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions)			
11	PERCENT OF CLASS REPRESENTI	ED BY AI	MOUNT IN ROW 9		
	29.3%				
12	TYPE OF REPORTING PERSON (Se	ee Instruct	ions)		
	PN				

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CUSIP No.	339041105	13G	Page 17 of 54 Pages

1	NAME OF REPORTING PERSON			
	Summit Investors Management, LLC			
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A (a) o (b) o			
3	SEC USE ONLY			
4	CITIZENSHIP OR PLACE OF ORGANIZATION Delaware limited liability company			
		5	SOLE VOTING POWER	
			0 shares	
	NUMBER OF SHARES	6	SHARED VOTING POWER	
BENEFICIALLY OWNED BY			23,040,170 shares	
	EACH REPORTING	7	SOLE DISPOSITIVE POWER	
	PERSON WITH:		0 shares	
	,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,	8	SHARED DISPOSITIVE POWER	
			23,040,170 shares	
9	AGGREGATE AMOUNT BENEFIC	IALLY OV	VNED BY EACH REPORTING PERSON	
	23,040,170 shares			
10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions)			
11	PERCENT OF CLASS REPRESENT	ED BY A	MOUNT IN ROW 9	
	29.3%			
12	TYPE OF REPORTING PERSON (S	ee Instruct	ions)	
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	<u> </u>			

CUCID No. 220041105 12C Degree 10 of 54 Degree				
CUSIP No. 339041105 13G Page 18 01 54 Pages	CUSIP No.	339041105	13(+	Page 18 of 54 Pages

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1	NAME OF REPORTING PERSON				
	Summit Investors I, LLC	Summit Investors I, LLC			
2	CHECK THE APPROPRIATE BOX I GROUP*	CHECK THE APPROPRIATE BOX IF A MEMBER OF A (a) o GROUP* (b) o			
3	SEC USE ONLY	SEC USE ONLY			
4	CITIZENSHIP OR PLACE OF ORGA	CITIZENSHIP OR PLACE OF ORGANIZATION			
	Delaware limited liability company	Delaware limited liability company			
	1	5	SOLE VOTING POWER		
			0 shares		
	NUMBER OF SHARES	6	SHARED VOTING POWER		
BENEFICIALLY OWNED BY EACH REPORTING			23,040,170 shares		
		7	SOLE DISPOSITIVE POWER		
	PERSON WITH:		0 shares		
		8	SHARED DISPOSITIVE POWER		
	23,040,170 shares				
9	AGGREGATE AMOUNT BENEFICI	ALLY OV	VNED BY EACH REPORTING PERSON		
	23,040,170 shares	23,040,170 shares			
10	CHECK BOX IF THE AGGREGATE Instructions)	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions)			
11	PERCENT OF CLASS REPRESENT	ED BY AN	MOUNT IN ROW 9		
	29.3%				
12	TYPE OF REPORTING PERSON (Se	ee Instruct	ions)		
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CUSIP No.	339041105] 13G	Page 19 of 54 Pages

1	NAME OF REPORTING PERSON				
	Summit Investors I (UK), L.P.				
	outilitie investors I (CIV), L.I.				
2		CHECK THE APPROPRIATE BOX IF A MEMBER OF A (a) o			
3	SEC USE ONLY	GROUP* (b) o			
3	SEC COL CIVET	SEC USE OIVET			
4	CITIZENSHIP OR PLACE OF ORGANIZATION				
	Cayman exempted limited partnership				
	right and property of the prop				
		5	SOLE VOTING POWER		
			0 shares		
	NUMBER OF		CHARED VOTING DOMER		
	SHARES	6	SHARED VOTING POWER		
BENEFICIALLY OWNED BY			23,040,170 shares		
	EACH	7	SOLE DISPOSITIVE POWER		
	REPORTING		0 shares		
	PERSON WITH:		o shares		
		8	SHARED DISPOSITIVE POWER		
			23,040,170 shares		
9	AGGREGATE AMOUNT BENEFICI	ALLY OV	VNED BY EACH REPORTING PERSON		
	23,040,170 shares				
10	CHECK DON IE THE ACCDECATE	ANGUINT	TIM DOM (0) EVOLUDES CERTAIN SULARES (2		
10	CHECK BOX IF THE AGGREGATE Instructions)	AMOUN	T IN ROW (9) EXCLUDES CERTAIN SHARES (See		
11	PERCENT OF CLASS REPRESENT	FD BV A	MOUNT IN ROW 9		
11		ות מים	MOOINI IIN KOW J		
40	29.3%	T .			
12	TYPE OF REPORTING PERSON (S	ee Instruct	10NS)		
	PN				

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CUSIP No.	339041105] 13G	Page 20 of 54 Pages

1	NAME OF REPORTING PERSON		
	Martin J. Mannion		
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A (a) o (b) o		
3	SEC USE ONLY		
4	CITIZENSHIP OR PLACE OF ORGANIZATION United States		
		5	SOLE VOTING POWER
			0 shares
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:		6	SHARED VOTING POWER
			23,040,170 shares
		7	SOLE DISPOSITIVE POWER
			0 shares
	W1111.	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)		
11	PERCENT OF CLASS REPRESENTI	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9	
	29.3%		
12	TYPE OF REPORTING PERSON (Se	ee Instruct	ions)
	IN		

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CUSIP No. 339041105 13G Page 21 of 54 Pages	

1	NAME OF REPORTING PERSON		
	Bruce R. Evans		
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A (a) o (b) o		
3	SEC USE ONLY		
4	CITIZENSHIP OR PLACE OF ORGANIZATION United States		
	L	5	SOLE VOTING POWER
			0 shares
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:		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)		
11	PERCENT OF CLASS REPRESENT	ED BY AN	MOUNT IN ROW 9
	29.3%		
12	TYPE OF REPORTING PERSON (S	ee Instruct	ions)
	IN		

Schedule 13G

- Item 1(a). <u>Name of Issuer</u>: Fleetcor Technologies Inc.
- Item 1(b). Address of Issuer's Principal Executive Offices: 655 Engineering Drive, Suite 300, Norcross, GA 30092
- 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-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 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), L.C., 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, L.C., 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). <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-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). <u>Title of Class of Securities</u>: Common Stock, \$0.001 par value

Item 2(e). <u>CUSIP Number</u>: 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. <u>Ownership.</u>

(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-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 Investors I, 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 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. <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 13d-1(b)(1)(ii)(K).

Item 9. <u>Notice of Dissolution of Group.</u>

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).

Page 26 of 54 Pages

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 $\underline{\text{Exhibit 1}}$ hereto.

Dated: February 8, 2011.

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
By:	By:*
Member	Member
SUMMIT PARTNERS VI (GP), L.P.	SUMMIT VENTURES VI-A, L.P.
By: Summit Partners VI (GP), LLC, its general partner	By: Summit Partners VI (GP), L.P., its general partner
By: Summit Partners, L.P., its managing member By: Summit Master Company, LLC, its general	By: Summit Partners VI (GP), LLC, its general partner
partner	By: Summit Partners, L.P., its managing member
	By: Summit Master Company, LLC, its general partner
By: *	By: *
Member	Member
SUMMIT VENTURES VI-B, L.P.	SUMMIT VI ADVISORS FUND, L.P.
By: Summit Partners VI (GP), L.P., its general partner	By: Summit Partners VI (GP), L.P., its general partner
By: Summit Partners VI (GP), LLC, its general	By: Summit Partners VI (GP), LLC, its general
partner	partner
By: Summit Partners, L.P., its managing member	By: Summit Partners, L.P., its managing member
By: Summit Master Company, LLC, its general partner	By: Summit Master Company, LLC, its general partner
By:*	By:*
Member	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	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: *	By: * Member
Member	Member
STAMPS, WOODSUM & CO. IV By: Summit Partners, L.P., its managing member By: Summit Master Company, LLC, 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:*
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	Member 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: * Member	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 <u>Exhibit 2</u>.

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	SUMMIT PARTNERS VI (GP), LLC By: Summit Partners, L.P., its managing member By: Summit Master Company, LLC, its general partner
By: * Member	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	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	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	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 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: *	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	Member
STAMPS, WOODSUM & CO. IV By: Summit Partners, L.P., its managing member By: Summit Master Company, LLC, 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 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	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 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
R _V · *	By: *

Member

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: * Member	By: * Member
Member	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	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: * 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 <u>Exhibit 2</u>.

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 Bylaws 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]

Page 33 of 54 Pages

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.

	/s/Gregory M. Avis Gregory M. Avis	
	State of California	
	County of San Mateo) ss:)
On this 27 day of August, 2008, before me personally came Gregory M. Avis, known to me to be the person described a who executed the foregoing instrument that he acknowledged and executed the same.		
	[Notary Seal]	
	/s/Lisa Franco Notary Public	
Page 36 of 54 Pages		

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

<u>/s/John R. Carroll</u> John R. Carroll	
Commonwealth of Massachusetts)	
County of Suffolk)	
On this 15 day of September, 2008, I who executed the foregoing instrument that	efore me personally came John R. Carroll, known to me to be the person described and executed the same.
[Notary Seal]	
<u>/s/Peter Danbridge</u> Notary Public	
	Page 37 of 54 Pages

	/s/Peter Y. Chung Peter Y. Chung
	State of California)
	County of San Mateo) ss:
who e	On this 18 day of August, 2008, before me personally came Peter Y. Chung, known to me to be the person described an executed the foregoing instrument that he acknowledged and executed the same.
	[Notary Seal]
	<u>/s/Elisa Leonhardt</u> Notary Public
	Page 38 of 54 Pages

	/s/Scott C. Collins	
	Scott C. Collins	
	Kingdom of England)
	City of London) ss:)
and wl	On this 5th day of September, 2 ho executed the foregoing instrum	008, before me personally came Scott C. Collins, known to me to be the person describe ent that he acknowledged and executed the same.
	[Notary Seal]	
	<u>/s/Edward Gardiner</u> Notary Public	
		Page 39 of 54 Pages

	opher J. Dean her J. Dean				
Commo	nwealth of Massachus	etts)) ss:			
County of	of Suffolk)			
	15 day of September tho executed the foreg				to be the persoi
[Notary	Seal]				
<u>/s/Peter]</u> Notary F	<u>Danbridge</u> Public				
			Page 40 of 54 Pages		

/s/Bruce R. Evans Bruce R. Evans
Commonwealth of Massachusetts)) ss:
County of Suffolk)
On this 15 day of September, 2008, before me personally came Bruce R. Evans, known to me to be the person described who executed the foregoing instrument that he acknowledged and executed the same.
[Notary Seal]
/s/Peter Danbridge Notary Public
Page 41 of 54 Pages

	/s/Charles J. Fitzgerald Charles J. Fitzgerald	
	State of California	
	County of San Mateo) ss:
and wh		before me personally came Charles J. Fitzgerald, known to me to be the person described ent that he acknowledged and executed the same.
	[Notary Seal]	
	<u>/s/Elisa Leonhardt</u> Notary Public	
		Page 42 of 54 Pages

/s/Craig D. Frances				
Craig D. Frances				
State of California	()			
County of San Mateo) ss:)			
On this 21 day of August, 20 who executed the foregoing instrum	008, before me personally ent that he acknowledged a	came Craig D. Frances, k and executed the same.	nown to me to be the perso	on described and
[Notary Seal]				
<u>/s/Elisa Leonhardt</u> Notary Public				
	Page 4	43 of 54 Pages		

	/s/Thomas H. Jennings Thomas H. Jennings
	Commonwealth of Massachusetts)) ss:
	County of Suffolk)
descri	On this 15 day of September, 2008, before me personally came Thomas H. Jennings, known to me to be the personal bed and who executed the foregoing instrument that he acknowledged and executed the same.
	[Notary Seal]
	/s/Peter Danbridge Notary Public
	Page 44 of 54 Pages

	s/Walter G. Kortschak
	Walter G. Kortschak
	State of California)) ss:
	County of San Mateo)
and wh	On this 18 day of August, 2008, before me personally came Walter G. Kortschak, known to me to be the person describe executed the foregoing instrument that he acknowledged and executed the same.
	Notary Seal]
	s/Elisa Leonhardt Notary Public
	Page 45 of 54 Pages

	/s/Sotiris T. Lyritzis	
	Sotiris T. Lyritzis	
	Kingdom of England) s	S:
	City of London)	
and w		8, before me personally came Sotiris T. Lyritzis, known to me to be the person describe at that he acknowledged and executed the same.
	[Notary Seal]	
	<u>/s/Edward Gardiner</u> Notary Public	_
	·	
		Page 46 of 54 Pages

	tin J. Mannion 1 J. Mannion	<u></u>			
Comm	onwealth of Massachu				
County	y of Suffolk) ss:)			
	s 15 day of September uted the foregoing inst			wn to me to be the per	son describe
[Notar	y Seal]				
	er <u>Danbridge</u> 7 Public				
			Page 47 of 54 Pages		

<u>/s/Harrison B. Miller</u> Harrison B. Miller	
State of California	
County of San Mateo) ss:)
On this 12 day of August, 200 who executed the foregoing instrumen	8, before me personally came Harrison B. Miller, known to me to be the person described and that he acknowledged and executed the same.
[Notary Seal]	
/s/Lisa Franco Notary Public	
	Page 48 of 54 Pages

<u>/s/Kevin P. M</u> Kevin P. Mol		<u> </u>				
Commonwea	lth of Massachuse	its))ss:				
County of Su	ffolk)				
On this 15 dand who executed th	ay of September, 2 e foregoing instrur	2008, before me pnent that he ackno	personally came Kev wledged and execut	in P. Mohan, known ed the same.	to me to be the pers	on describe
[Notary Seal]						
<u>/s/Peter Danl</u> Notary Publi						
			Page 49 of 54 Pages			

/s/Thomas S. Roberts Thomas S. Roberts	•	
Commonwealth of Massachusetts)		
County of Suffolk) ss	:	
On this 15 day of September, 2008, and who executed the foregoing instrument	before me personally came Thomas S. Roberts that he acknowledged and executed the same.	s, known to me to be the person describe
[Notary Seal]		
<u>/s/Peter Danbridge</u> Notary Public		
1.00		
	Page 50 of 54 Pages	

	/s/ E. Roe Stamps E. Roe Stamps	
	State of Florida	
	County of Monroe) ss:)
who ex		008, before me personally came E. Roe Stamps, known to me to be the person described an that he acknowledged and executed the same.
	[Notary Seal]	
	/s/Joanne Muniz Notary Public	
		Page 51 of 54 Pages

<u>/</u> J	Joseph F. Trusteyseph F. Trustey
(ommonwealth of Massachusetts)
(ounty of Suffolk)
and who	n this 15 day of September, 2008, before me personally came Joseph F. Trustey, known to me to be the person describe executed the foregoing instrument that he acknowledged and executed the same.
[[otary Seal]
	<u>Peter Danbridge</u> otary Public
	Page 52 of 54 Pages

/s/Stephen G. Woodsum Stephen G. Woodsum	_	
Commonwealth of Massachusetts) ss:	
)	
On this 15 day of September, 2008 Stephen G. Woodsum, known to yledged and executed the same.	8, before me personally came o me to be the person described and who executed the foregoing instrumer	it that h
[Notary Seal]		
<u>/s/Peter Danbridge</u> Notary Public		
	Page 53 of 54 Pages	

IN WITNESS WHEREOF, this Power of Attorney has been signed as of the 9th day of December, 2010.	
/s/Joseph J. Kardwell Joseph J. Kardwell	
Commonwealth of Massachusetts)	
) ss: Country of Suffolk)	
On this 9 day of December, 2010, before me personally came Joseph J. Kardwell, known to me to be the person described who executed the foregoing instrument that he acknowledged and executed the same.	
[Notary Seal]	
/s/Ma Laarni Canoy	
Notary Public	