

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

| OMB APPROVAL | |
|--|-----------|
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| | | |
|--|---|---|
| 1. Name and Address of Reporting Person* <u>Carroll John R</u> (Last) (First) (Middle) <u>C/O SUMMIT PARTNERS</u> <u>222 BERKELEY 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>06/07/2012</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 | 06/07/2012 | | S | | 4,000,000 ⁽¹⁾ | D | \$36.95 | 15,040,170 ⁽²⁾ | 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 | | | | | |

Explanation of Responses:

- Represents shares sold by the following entities: 2,272,956 shares of common stock sold by Summit Ventures VI-A, L.P., 947,914 shares of common stock sold by Summit Ventures VI-B, L.P., 47,271 shares of common stock sold by Summit VI Advisors Fund, L.P., 72,577 shares of common stock sold by Summit VI Entrepreneurs Fund, L.P., 19,032 shares of common stock sold by Summit Investors VI, L.P., 58,850 shares of common stock sold by Summit Subordinated Debt Fund II, L.P., 361,798 shares of common stock sold by Summit Partners Private Equity Fund VII-A, L.P., 217,302 shares of common stock sold by Summit Partners Private Equity Fund VII-B, L.P., 2,082 shares of common stock sold by Summit Investors I, LLC and 218 shares of common stock sold by Summit Investors I (UK), L.P.
- Represents shares held by the following entities: 8,546,411 shares of common stock held by Summit Ventures VI-A, L.P., 3,564,195 shares of common stock held by Summit Ventures VI-B, L.P., 177,742 shares of common stock held by Summit VI Advisors Fund, L.P., 272,893 shares of common stock held by Summit VI Entrepreneurs Fund, L.P., 71,560 shares of common stock held by Summit Investors VI, L.P., 221,280 shares of common stock held by Summit Subordinated Debt Fund II, L.P., 1,360,378 shares of common stock held by Summit Partners Private Equity Fund VII-A, L.P., 817,063 shares of common stock held by Summit Partners Private Equity Fund VII-B, L.P., 7,827 shares of common stock held by Summit Investors I, LLC and 821 shares of common stock held by Summit Investors I (UK), L.P.

Remarks:

The entities mentioned in Footnote 1 and 2 are collectively referred to as the "Summit Entities"; 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 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.; (j) the managing member of Stamps, Woodsum Co. IV, which is the general partner of Summit Partners SD II, LLC, which is the general partner of Summit Subordinated Debt Fund II, L.P. (i) 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 (ii) the managing member of Summit Investors Management, LLC, which is the manager of Summit Investors I, LLC., and the general partner of Summit Investors I (UK), L.P. Summit Partners, L.P., through its two-person Investment Committee, has voting and dispositive authority over the shares held by each of these entities and therefore beneficially owns such shares. Mr. Carroll is a member of the general partner of Summit Partners, L.P. Mr. Carroll disclaims beneficial ownership of shares held by the Summit entities, 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.

Robin W. Devereux, Power of Attorney for John R. Carroll 06/11/2012

** 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.

POWER OF ATTORNEY

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

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

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

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

[Exhibit A and Signature Pages Follow]

Power of Attorney

Exhibit A

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

Power of Attorney

Exhibit A

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

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

/s/Gregory M. Avis
Gregory M. Avis

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

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

[Notary Seal]

/s/Lisa Franco
Notary Public

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

/s/Peter Y. Chung _____
Peter Y. Chung

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

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

[Notary Seal]

/s/Elisa Leonhardt _____
Notary Public

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

/s/Scott C. Collins
Scott C. Collins

Kingdom of England)
) ss:
City of London)

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

[Notary Seal]

/s/Edward Gardiner
Notary Public

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

/s/Charles J. Fitzgerald
Charles J. Fitzgerald

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

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

[Notary Seal]

/s/Elisa Leonhardt
Notary Public

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

/s/Craig D. Frances
Craig D. Frances

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

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

[Notary Seal]

/s/Elisa Leonhardt
Notary Public

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

/s/Walter G. Kortschak
Walter G. Kortschak

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

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

[Notary Seal]

/s/Elisa Leonhardt
Notary Public

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

/s/Sotiris T. Lyritzis
Sotiris T. Lyritzis

Kingdom of England)
) ss:
City of London)

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

[Notary Seal]

/s/Edward Gardiner
Notary Public

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

/s/Harrison B. Miller
Harrison B. Miller

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

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

[Notary Seal]

/s/Lisa Franco
Notary Public

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

/s/E. Roe Stamps
E. Roe Stamps

State of Florida)
) ss:
County of Monroe)

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

[Notary Seal]

/s/Joanne Muniz
Notary Public

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)
Country of Suffolk) ss:
)

On this 9 day of December, 2010, before me personally came Joseph J. Kardwell, known to me to be the person described and who executed the foregoing instrument that he acknowledged and executed the same.

[Notary Seal]

/s/ Ma Laarni Canoy
Notary Public