# UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

# Schedule 13G/A

Under the Securities Exchange Act of 1934 (Amendment No. 1)\*

# FleetCor Technologies, Inc.

(Name of Issuer)

Common Stock, \$0.001 par value (Title of Class of Securities)

339041105 (CUSIP Number)

**December 31, 2012** (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)
⊠ Rule 13d-1(d)

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).

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.

1	NAMES	NAMES OF REPORTING PERSON					
	I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY):						
			tners, L.P.				
2			IE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)				
	(a) 🗆	(	(b) □				
3	SEC US	E C	DNLY				
4	CITIZEN	ISI	HIP OR PLACE OF ORGANIZATION				
	State of 1	റലി	aware				
	State of I	5					
NUM	IBER OF		0 shares				
_	IARES	6	SHARED VOTING POWER				
	FICIALLY						
	NED BY		10,132,156 shares				
	ACH ORTING	7	SOLE DISPOSITIVE POWER				
	RSON		0 shares				
	VITH	8	_ · · · · · · · · · · · · · · · · · · ·				
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			10,132,156 shares				
9	AGGRE	GΑ	TE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON				
	10 100 1						
10	10,132,1		SNATES  OX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions)				
10	CHECK	ВС	DX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions)				
11	PERCEN	JТ	OF CLASS REPRESENTED BY AMOUNT IN ROW (9)				
	12.0%						
12	TYPE O	FF	REPORTING PERSON (See Instructions)				
	PN						

1	NAMES	NAMES OF REPORTING PERSON					
	I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY):						
			tners VI (GP), LLC				
2			IE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)				
	(a) 🗆	(	b) □				
3	SEC US	E C	NLY				
4	CITIZEN	ISI	HIP OR PLACE OF ORGANIZATION				
	State of 1	امر	asvaro				
	State of I	5					
		J	SOLE VOTING FOWER				
NUM	IBER OF		0 shares				
SH	ARES	6	SHARED VOTING POWER				
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	NED BY		10,132,156 shares				
	ACH ORTING	7	SOLE DISPOSITIVE POWER				
	RSON		0 shares				
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			10,132,156 shares				
9	AGGRE	GΑ	TE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON				
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10	10,132,1		SNATES  OX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions)				
10	CHECK	DC	DA IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See HISTRICTIONS)				
11	PERCEN	ΙΤ	OF CLASS REPRESENTED BY AMOUNT IN ROW (9)				
	12.0%						
12	TYPE O	FF	EPORTING PERSON (See Instructions)				
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1	NAMES OF REPORTING PERSON						
	I.R.S. ID	I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY):					
	Summit	Par	tners VI (GP), L.P.				
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)						
	(a) □	(	(b) 🗆				
3	SEC USI	E C	NLY				
4	CITIZEN	ISI	HIP OR PLACE OF ORGANIZATION				
	State of I	_	- ··· · ·				
		5	SOLE VOTING POWER				
NUM	BER OF		0 shares				
	ARES	6	SHARED VOTING POWER				
	FICIALLY NED BY		10,132,156 shares				
	ACH	7	SOLE DISPOSITIVE POWER				
	ORTING	,	SOLE DISTOSITIVE FOWER				
	RSON		0 shares				
W	/ITH	8	SHARED DISPOSITIVE POWER				
			10,132,156 shares				
9	AGGRE	GΑ	TE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON				
	10,132,1	56	shares				
10			OX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions)				
11		JТ	OF CLASS REPRESENTED BY AMOUNT IN ROW (9)				
11	LICE	, 1	or child thin the birth of the transfer (a)				
	12.0%						
12	TYPE O	FR	REPORTING PERSON (See Instructions)				
	PN						

1	NAMES	NAMES OF REPORTING PERSON					
	I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY):						
	· · ·	. 7	· MAID				
2			ntures VI-A, L.P.				
2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions) (a) □ (b) □							
	(a) 🗆	,	0) 🗆				
3	SEC USI	E C	ONLY				
4	CITIZEN	NSI	HIP OR PLACE OF ORGANIZATION				
	State of 1	Del	aware				
		5	SOLE VOTING POWER				
	BER OF		0 shares				
	ARES	6	SHARED VOTING POWER				
	FICIALLY NED BY		10,132,156 shares				
	ACH	7	SOLE DISPOSITIVE POWER				
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			10,132,156 shares				
9	AGGRE	GΑ	TE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON				
	10,132,1	56	shares				
10			DX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions)				
11	PERCEN	ΙΤ	OF CLASS REPRESENTED BY AMOUNT IN ROW (9)				
	12.0%						
12		EE	REPORTING PERSON (See Instructions)				
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1	NAMES OF REPORTING PERSON						
	I.R.S. ID	I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY):					
	Summit '	Ver	ntures VI-B, L.P.				
2		CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)					
	(a) □	(	b) 🗆				
3	SEC USI	ΕC	NLY				
4	CITIZEN	ISF	HIP OR PLACE OF ORGANIZATION				
	State of I	_					
		5	SOLE VOTING POWER				
NUM	BER OF		0 shares				
	ARES	6	SHARED VOTING POWER				
	FICIALLY		10,132,156 shares				
	NED BY ACH	7	SOLE DISPOSITIVE POWER				
	ORTING	/	SOLE DISPOSITIVE POWER				
	RSON		0 shares				
W	/ITH	8	SHARED DISPOSITIVE POWER				
			10,132,156 shares				
9	AGGRE	GΑ	TE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON				
	10,132,1	56	shares				
10			X IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions)				
11		IT (	OF CLASS REPRESENTED BY AMOUNT IN ROW (9)				
	12.0%						
12	TYPE O	F R	EPORTING PERSON (See Instructions)				
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1	NAMES OF REPORTING PERSON					
	I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY):					
			Advisors Fund, L.P.			
2		CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)				
	(a) □	(	(b) □			
3	SEC USI	E C	ONLY			
4	CITIZEN	ISI	HIP OR PLACE OF ORGANIZATION			
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	otate of i	5	SOLE VOTING POWER			
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SH	ARES	6	SHARED VOTING POWER			
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	ACH DRTING	7	SOLE DISPOSITIVE POWER			
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			10,132,156 shares			
9	AGGRE	GΑ	TE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON			
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10	10,132,1		SNATES  OX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions)			
10	CHECK	ВС	DX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions)			
11	PERCEN	JТ	OF CLASS REPRESENTED BY AMOUNT IN ROW (9)			
	12.0%					
12	TYPE O	FF	REPORTING PERSON (See Instructions)			
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1	NAMES OF REPORTING PERSON					
	I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY):					
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2			Entrepreneurs Fund, L.P.			
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)  (a) □ (b) □					
	(a) 🗆	(	(b) Li			
3	SEC USI	E C	ONLY			
4	CITIZEN	ISI	HIP OR PLACE OF ORGANIZATION			
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		J	BOLL VOING TOWER			
NUM	BER OF		0 shares			
SH	ARES	6	SHARED VOTING POWER			
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	ACH DRTING	7	SOLE DISPOSITIVE POWER			
	RSON		0 shares			
	/ITH	8	SHARED DISPOSITIVE POWER			
			10,132,156 shares			
9	AGGRE	GΑ	TE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON			
	10,132,1	T.C.	ahawa			
10			DX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions)			
10	CHECK	DC	on it the addredate amount in now (3) enclodes dentain shakes (see instructions)			
11	PERCEN	ΙT	OF CLASS REPRESENTED BY AMOUNT IN ROW (9)			
10	12.0%		ATROPTIVE PURGOV (G. V. J. J. J. )			
12	TYPE O	FΒ	REPORTING PERSON (See Instructions)			
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Γ	1	NAMES	NAMES OF REPORTING PERSON					
		I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY):						
Ļ				estors VI, L.P.				
	2			IE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)				
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	4	CITIZEN	ISI	HIP OR PLACE OF ORGANIZATION				
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				10,132,156 shares				
ſ	9	AGGRE	GΑ	TE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON				
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ŀ	10	10,132,1		SNATES  OX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions)				
	10	CHECK	DC	DA IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See HISTRICTIONS)				
İ	11	PERCEN	JТ	OF CLASS REPRESENTED BY AMOUNT IN ROW (9)				
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L		12.0%						
l	12	TYPE O	FF	EPORTING PERSON (See Instructions)				
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1	NAMES OF REPORTING PERSON				
	I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY):				
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2	(a) □		IE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions) b) □		
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3	SEC USI	E C	ONLY		
4	CITIZEN	NSI	HIP OR PLACE OF ORGANIZATION		
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		5	SOLE VOTING POWER		
	BER OF		0 shares		
	ARES FICIALLY	6	SHARED VOTING POWER		
	NED BY		10,132,156 shares		
	ACH	7	SOLE DISPOSITIVE POWER		
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	RSON		0 shares		
V	/ITH	8	SHARED DISPOSITIVE POWER		
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9	AGGRE	GA	TE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON		
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10	CHECK	BC	X IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions)		
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11	PERCEI	N I	OF CLASS REFRESENTED DT AMOUNT IN KOW (3)		
	12.0%				
12	TYPE O	F F	EPORTING PERSON (See Instructions)		
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1	PN				

1	NAMES	NAMES OF REPORTING PERSON					
	I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY):						
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			tners SD II, LLC				
2			IE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions) ்b) □				
	(a) □	(	(b) L				
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			10,132,156 shares				
9	AGGRE	GΑ	TE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON				
	10,132,1	56	charac				
10			DX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions)				
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11	PERCEN	lΤ	OF CLASS REPRESENTED BY AMOUNT IN ROW (9)				
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12	12.0%	D F	DEPODETING DEDCOM (Con Instructions)				
12	TYPE O	rr	REPORTING PERSON (See Instructions)				
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1	NAMES	NAMES OF REPORTING PERSON					
	I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY):						
			oordinated Debt Fund II, L.P.				
2			IE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)				
	(a) □	(	b) 🗆				
3	SEC USI	ΞC	NLY				
4	CITIZEN	ISI	HIP OR PLACE OF ORGANIZATION				
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NUM	BER OF		0 shares				
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	ORTING	/	SOLE DISPOSITIVE POWER				
	RSON		0 shares				
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			10,132,156 shares				
9	AGGRE	GΑ	TE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON				
	10,132,1	56	shares				
10			DX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions)				
10	CILLOIT		THE HOOKE ONE THROOM (5) ENOUGH TO COMMITTEE (SEE MISRICADIUS)				
11	PERCEN	ĪΤ	OF CLASS REPRESENTED BY AMOUNT IN ROW (9)				
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12	12.0%	C P	EDODTING DEDCON (Co. Instructions)				
12	TYPE O	rk	EPORTING PERSON (See Instructions)				
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1	NAMES	NAMES OF REPORTING PERSON					
	I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY):						
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			tners PE VII, LLC				
2			IE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions) ்b) □				
	(a) □	(	(b) L				
3	SEC USI	E C	NLY				
4	CITIZEN	ISI	HIP OR PLACE OF ORGANIZATION				
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	NED BY ACH	7	10,132,156 shares				
	ORTING	/	SOLE DISPOSITIVE POWER				
	RSON		0 shares				
W	/ITH	8	SHARED DISPOSITIVE POWER				
			10,132,156 shares				
9	AGGRE	GΑ	TE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON				
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10			DX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions)				
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11	PERCEN	ΙT	OF CLASS REPRESENTED BY AMOUNT IN ROW (9)				
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12	TYPE O	FF	REPORTING PERSON (See Instructions)				
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ſ	1	NAMES OF REPORTING PERSON				
		I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY):				
		Summit Partners PE VII, L.P.				
ŀ	2			IE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)		
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	3	SEC USI	ΕC	DNLY		
ļ	4	CITIZEN	ICI	UD OD DI ACE OF ODG ANIZATION		
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		State of I	Del	aware		
ľ			5	SOLE VOTING POWER		
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	SHARES 6 SHARED VOTING POWER BENEFICIALLY					
OWNED BY 10,132,156 shares				10.132.156 shares		
		ACH	7	SOLE DISPOSITIVE POWER		
	REPO	ORTING				
		RSON		0 shares		
	W	WITH 8 SHARED DISPOSITIVE POWER				
	10,132,156 shares					
ŀ	9					
	3	AGGREGATE AWOON DENETICIALET OWNED BY EACH REFORM TO TEROON				
		10,132,156 shares				
ľ	10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions)				
ŀ	11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)				
l	11	FERCEN	N I	OF CLASS REFRESENTED DI AMOUNT IN KOW (3)		
l		12.0%				
ľ	12	TYPE O	F R	EPORTING PERSON (See Instructions)		
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I	1	NAMES OF REPORTING PERSON					
		I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY):					
ŀ	-			tners Private Equity Fund VII-A, L.P.			
	2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)  (a) □ (b) □					
		(a) ⊔	(	o)			
ĺ	3	SEC USI	ΞC	ONLY			
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	4	CITIZEN	ISI	HIP OR PLACE OF ORGANIZATION			
		State of I	Del	aware			
İ			5	SOLE VOTING POWER			
		BER OF		0 shares			
		SHARES 6 SHARED VOTING POWER					
BENEFICIALLY OWNED BY 10,132,156 shares							
		ACH	7	SOLE DISPOSITIVE POWER			
	REPO	ORTING					
		RSON		0 shares			
	W	WITH 8 SHARED DISPOSITIVE POWER					
		10,132,156 shares					
ŀ	9						
		AGGREGATE AMOUNT BEAUTIGITED OF THE BY ENGINEE ORTHOTEROON					
		10,132,156 shares					
ĺ	10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions)					
ļ	11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)					
	11	PERCEN	ΙI	OF CLASS KERKESENTED DI AMOUNT IN KOW (3)			
		12.0%					
Ì	12	TYPE O	F F	EPORTING PERSON (See Instructions)			
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1	NAMES OF REPORTING PERSON				
	I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY):				
2			tners Private Equity Fund VII-B, L.P.		
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)  (a) □ (b) □				
	(a) 🗆	(	(b) Li		
3	SEC USI	E C	ONLY		
4	CITIZEN	ISI	HIP OR PLACE OF ORGANIZATION		
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		J	BOLL VOING TOWER		
NUM	BER OF		0 shares		
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	NED BY	_	10,132,156 shares		
	ACH DRTING	7	SOLE DISPOSITIVE POWER		
	RSON		0 shares		
	/ITH	8	SHARED DISPOSITIVE POWER		
	10,132,156 shares				
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON				
	10,132,156 shares				
10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions)				
10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Illuductions)				
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)		OF CLASS REPRESENTED BY AMOUNT IN ROW (9)		
	12.0%				
12	TYPE O	F F	REPORTING PERSON (See Instructions)		
	PN				

1	NAMES OF REPORTING PERSON				
	I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY):				
	Summit	lnv	estors Management, LLC		
2			IE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)		
	(a) □	(	b) 🗆		
3	SEC USI	ΕC	NLY		
4	CITIZEN	ISF	HIP OR PLACE OF ORGANIZATION		
	State of I	_			
		5	SOLE VOTING POWER		
NUM	BER OF		0 shares		
	SHARES 6 SHARED VOTING POWER				
BENEFICIALLY OWNED BY 10,132,156 shares					
	ACH	7	SOLE DISPOSITIVE POWER		
	ORTING	/	SOLE DISPOSITIVE POWER		
	PERSON 0 shares				
W	WITH 8 SHARED DISPOSITIVE POWER				
	10,132,156 shares				
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON				
	10,132,156 shares				
10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions)				
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)		OF CLASS REPRESENTED BY AMOUNT IN ROW (9)		
	12.0%				
12		FR	EPORTING PERSON (See Instructions)		
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NAMES OF REPORTING PERSON				
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY):				
		ESIOIS I, LLC IE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)		
		b)   b)		
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SEC USI	E C	DNLY		
CITIZEN	ICI	HIP OR PLACE OF ORGANIZATION		
CITIZEI	NOI	TIP OR PLACE OF ORGANIZATION		
State of I	Del	aware		
,	5	SOLE VOTING POWER		
	-	0 shares		
of three voints of the contract of the contrac				
OWNED BY 10,132,156 shares				
ACH	7	SOLE DISPOSITIVE POWER		
ORTING				
		0 shares		
WITH 8 SHARED DISPOSITIVE POWER				
10,132,156 shares				
AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON				
10,132,156 shares				
CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions)				
PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)				
221021				
12.0%				
TYPE O	FR	EPORTING PERSON (See Instructions)		
	I.R.S. ID  Summit  CHECK (a)  SEC USI  SEC USI  State of I  IBER OF IARES FICIALLY NED BY ACH ORTING RSON VITH  AGGRE  10,132,1 CHECK  PERCEN  12.0%  TYPE O	I.R.S. IDEN  Summit Inv CHECK TH (a)  SEC USE C  CITIZENSH  State of Del  State of Del  ARES 6 FICIALLY NED BY ACH 7 ORTING CRSON VITH 8  AGGREGA  10,132,156  CHECK BC  PERCENT		

ſ	1	NAMES OF REPORTING PERSON				
		I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY):				
		Summit Investors I (UK), L.P.				
ŀ	2					
	2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)  (a) □ (b) □				
L		` ′				
	3	SEC USI	E C	DNLY		
ļ	4	CITIZEN	ICI	UP OF DUACE OF ORCANIZATION		
	4	CITIZEN	161	HIP OR PLACE OF ORGANIZATION		
		Cayman	exe	empted limited partnership		
ľ			5	SOLE VOTING POWER		
		BER OF	-	0 shares		
	SHARES 6 SHARED VOTING POWER BENEFICIALLY					
OWNED BY 10,132,156 shares						
		ACH	7	SOLE DISPOSITIVE POWER		
	REPO	ORTING				
		RSON		0 shares		
	WITH 8 SHARED DISPOSITIVE POWER					
	10,132,156 shares					
ŀ	9					
	3	AGGREGATE AWOON DENETICIALET OWNED BY EACH REFORM TEROON				
		10,132,156 shares				
ľ	10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions)				
ŀ	11	DED CENTE OF CLASS DEPOSED NATED BY ANOTHER BY DOLL (6)				
l	11	PERCEN	N I	OF CLASS REPRESENTED BY AMOUNT IN ROW (9)		
l		12.0%				
ľ	12	TYPE O	F F	EPORTING PERSON (See Instructions)		
l		DNI				
1		PN				

#### Item 1(a) Name of Issuer:

FleetCor Technologies, Inc.

#### Item 1(b) Address of Issuer's Principal Executive Offices:

5445 Triangle Parkway, Suite 400, Norcross, Georgia 30092

#### Item 2(a) Name of Person Filing:

This Schedule 13G is being filed by Summit Partners, L.P., Summit Partners VI (GP), L.L., 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 and Summit Investors (UK), L.P. (individually an "Entity" and collectively the "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 each of Summit Ventures VI-A, L.P., Summit Ventures VI-B, L.P., Summit VI Advisors Fund, L.P., Summit VI Entrepreneurs Fund, L.P. and Summit Investors VI, L.P.; (ii) the managing member of Stamps, Woodsum & Co. IV, which is the managing member of Summit Partners SD II, 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. Summit Partners, L.P., through a three-person Investment Committee currently composed of Bruce R. Evans, Martin J. Mannion and Peter Y. Chung, has voting and dispositive authority over the shares held by each of 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.L., 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 and Summit Investors I (UK), L.P. 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-B, L.P. is a limited partnership organized under the laws of the State of Delaware. Each of Summit Partners VI (GP), LLC, Summit Partners SD II, LLC, Summit Partners PE VII, LLC, Summit Investors Management, LLC and Summit Investors I, 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.

#### Item 2(d) <u>Title of Class of Securities</u>:

Common Stock, par value \$0.001 per share (the "Common Stock")

#### Item 2(e) CUSIP Number:

339041105

#### Item 3 If this statement is filed pursuant to §§ 240.13d-1(b) or 240.13d-2(b) or (c), check whether the person filing is a:

Not applicable.

#### Item 4 Ownership:

(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-A, L.P., Summit Investors Management, LLC, Summit Investors I, LLC and Summit Investors I (UK), L.P. may be deemed to own beneficially 10,132,156 shares of Common Stock as of December 31, 2012.

As of December 31, 2012, Summit Ventures VI-A, L.P. was the record owner of 5,757,485 shares of Common Stock. As of December 31, 2012, Summit VI Advisors Fund, L.P. was the record owner of 119,740 shares of Common Stock. As of December 31, 2012, Summit VI Entrepreneurs Fund, L.P. was the record owner of 183,840 shares of Common Stock. As of December 31, 2012, Summit Investors VI, L.P. was the record owner of 48,208 shares of Common Stock. As of December 31, 2012, Summit Investors VI, L.P. was the record owner of 48,208 shares of Common Stock. As of December 31, 2012, Summit Partners Private Equity Fund VII-A, L.P. was the record owner of 916,450 shares of Common Stock. As of December 31, 2012, Summit Partners Private Equity Fund VII-B, L.P. was the record owner of 550,434 shares of Common Stock. As of December 31, 2012, Summit Investors I, LLC was the record owner of 5,273 shares of Common Stock. As of December 31, 2012, Summit Investors I (UK), L.P. was the record owner of 553 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.

Each of the reporting persons expressly disclaims beneficial ownership of any shares of FleetCor Technologies, Inc., except for 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 (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.: 12.0%

Summit Partners VI (GP), LLC: 12.0% Summit Partners VI (GP), L.P.: 12.0% Summit Ventures VI-A, L.P.: 12.0% Summit Ventures VI-B, L.P.: 12.0% Summit VI Advisors Fund, L.P.: 12.0% Summit VI Entrepreneurs Fund, L.P.: 12.0%

Summit Investors VI, L.P.: 12.0% Stamps, Woodsum & Co. IV: 12.0% Summit Partners SD II, LLC: 12.0%

Summit Subordinated Debt Fund II, L.P.: 12.0%

Summit Partners PE VII, LLC: 12.0% Summit Partners PE VII, L.P.: 12.0%

Summit Partners Private Equity Fund VII-A, L.P.: 12.0% Summit Partners Private Equity Fund VII-B, L.P.: 12.0%

Summit Investors Management, LLC: 12.0%

Summit Investors I, LLC: 12.0% Summit Investors I (UK), L.P.: 12.0%

The foregoing percentages are calculated using the 84,526,098 shares of Common Stock outstanding as disclosed in FleetCor Technologies, Inc.'s quarterly report on Form 10-Q filed with the Securities and Exchange Commission (the "Commission") on November 9, 2012.

#### (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.: 10,132,156

Summit Partners VI (GP), LLC: 10,132,156 Summit Partners VI (GP), L.P.: 10,132,156 Summit Ventures VI-A, L.P.: 10,132,156 Summit Ventures VI-B, L.P.: 10,132,156 Summit VI Advisors Fund, L.P.: 10,132,156 Summit VI Entrepreneurs Fund, L.P.: 10,132,156

Summit Investors VI, L.P.: 10,132,156 Stamps, Woodsum & Co. IV: 10,132,156 Summit Partners SD II, LLC: 10,132,156

Summit Subordinated Debt Fund II, L.P.: 10,132,156

Summit Partners PE VII, LLC: 10,132,156 Summit Partners PE VII, L.P.: 10,132,156

Summit Partners Private Equity Fund VII-A, L.P.: 10,132,156 Summit Partners Private Equity Fund VII-B, L.P.: 10,132,156

Summit Investors Management, LLC: 10,132,156

Summit Investors I, LLC: 10,132,156 Summit Investors I (UK), L.P.: 10,132,156 Bruce R. Evans: 10,132,156

(iii) sole power to dispose or to direct the disposition of:

0 shares of Common Stock for each reporting person

(iv) shared power to dispose or to direct the disposition of:

Summit Partners, L.P.: 10,132,156

Summit Partners VI (GP), LLC: 10,132,156 Summit Partners VI (GP), L.P.: 10,132,156 Summit Ventures VI-A, L.P.: 10,132,156 Summit Ventures VI-B, L.P.: 10,132,156 Summit VI Advisors Fund, L.P.: 10,132,156 Summit VI Entrepreneurs Fund, L.P.: 10,132,156

Summit Investors VI, L.P.: 10,132,156 Stamps, Woodsum & Co. IV: 10,132,156 Summit Partners SD II, LLC: 10,132,156

Summit Subordinated Debt Fund II, L.P.: 10,132,156

Summit Partners PE VII, LLC: 10,132,156 Summit Partners PE VII, L.P.: 10,132,156

Summit Partners Private Equity Fund VII-A, L.P.: 10,132,156 Summit Partners Private Equity Fund VII-B, L.P.: 10,132,156

Summit Investors Management, LLC: 10,132,156

Summit Investors I, LLC: 10,132,156 Summit Investors I (UK), L.P.: 10,132,156

#### 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 Section 13d-1(b)(1)(ii)(K).

# Item 9 Notice of Dissolution of Group:

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).

### **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 Exhibit 1 hereto.

Dated: February 12, 2013.			
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: *	By: *		
Member	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	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: Summit Master Company, LLC, its general partner		

By:

Member

By:

Member

By: * By: * Member  STAMPS, WOODSUM & CO. IV By: Summit Partners, L.P., its By: Stamps, Woodsum & Co. IV, its managing member By: Summit Master Company, LLC, its general partner  By: * By: *  Member  By: Summit Master Company, LLC, its general partner  By: *  Member  SUMMIT PARTNERS SD II, LLC By: Summit Partners, L.P., its managing member By: Summit Partners, L.P., its managing member By: Summit Master Company, LLC, its general partner  SUMMIT SUBORDINATED DEBT FUND II, L.P. By: Summit Partners SD II, LLC, its general partner  By: Summit Partners, L.P., its managing member By: Summit Partners, L.P., its general partner By: Summit Partners, L.P., its managing member By: Summit Master Company, LLC By: Summit Master Company, LLC By: Summit Master Company, LLC By: Summit Master Company, LLC By: Summit Master Company, LLC By: Summit Master Company, LLC	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
STAMPS, WOODSUM & CO. IV  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: Summit Master Company, LLC,  its general partner  By:   *  Member  By:   *  Member   SUMMIT SUBORDINATED DEBT FUND II, L.P.  By: Summit Partners SD II, LLC, its  general partner  SUMMIT PARTNERS PE VII, LLC  By: Summit Partners, L.P., its  managing member  SUMMIT PARTNERS PE VII, LLC  By: Summit Partners, L.P., its  managing member	By: *	By: *
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: Summit Master Company, LLC, its general partner  By: Summit Master Company, LLC, its general partner  By: *  Member  By: *  Member  *  SUMMIT SUBORDINATED DEBT FUND II, L.P. By: Summit Partners SD II, LLC, its general partner  By: Summit Partners, L.P., its managing member  #  SUMMIT PARTNERS PE VII, LLC By: Summit Partners, L.P., its managing member	Member	Member
Member  SUMMIT SUBORDINATED DEBT FUND II, L.P.  By: Summit Partners SD II, LLC, its general partner  SUMMIT PARTNERS PE VII, LLC By: Summit Partners, L.P., its managing member	By: Summit Partners, L.P., its managing member By: Summit Master Company, LLC,	By: Stamps, Woodsum & Co. IV, its managing member By: Summit Partners, L.P., its managing member By: Summit Master Company, LLC,
By: Summit Partners SD II, LLC, its general partner  By: Summit Partners, L.P., its managing member	Бу.	By
managing member By: Summit Partners, L.P., its managing member By: Summit Master Company, LLC, its general partner	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,	By: Summit Partners, L.P., its managing member By: Summit Master Company, LLC,
By: * By: *	Бу.	
Member Member	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	
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: *	By: *	
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	
Ву: *	By: *	
Member	Member	
	* By: /s/ Robin W. Devereux	
	Robin W. Devereux	

are hereby incorporated by reference.

#### Exhibit 1

#### AGREEMENT

Pursuant to Rule 13d-1(k)(1) under the Securities Exchange Act of 1934, as amended, 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 12th day of February 2013.

By:

Member

SUMMIT PARTNERS, L.P. SUMMIT PARTNERS VI (GP), LLC By: Summit Master Company, LLC, By: Summit Partners, L.P., its its general partner 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, By: Summit Partners VI (GP), L.P., its general partner its general partner By: Summit Partners, L.P., its By: Summit Partners VI (GP), LLC, managing member its general partner By: Summit Master Company, LLC, By: Summit Partners, L.P., its its general partner managing member By: Summit Master Company, LLC, its general partner

By:

Member

SUMMIT VENTURES VI-B, L.P.		SUMMIT VI ADVISORS FUND, L.F	2
By: Summit Partners VI (GP), L.P.,		By: Summit Partners VI (GP), L.P.,	
its general partner		its general partner	
By: Summit Partners VI (GP), LLC,		By: Summit Partners VI (GP), LLC,	
its general partner		its general partner	
By: Summit Partners, L.P., its		By: Summit Partners, L.P., its	
managing member		managing member	
By: Summit Master Company, LLC,		By: Summit Master Company, LLC,	
its general partner		its general partner	
Ву:	*	Ву:	*
Member	_	Member	
SUMMIT VI ENTREPRENEURS FU	JND, L.P.	SUMMIT INVESTORS VI, L.P.	
By: Summit Partners VI (GP), L.P.,		By: Summit Partners VI (GP), L.P.,	
its general partner		its general partner	
By: Summit Partners VI (GP), LLC,		By: Summit Partners VI (GP), LLC,	
its general partner		its general partner	
By: Summit Partners, L.P., its		By: Summit Partners, L.P., its	
managing member		managing member	
By: Summit Master Company, LLC,		By: Summit Master Company, LLC,	
its general partner		its general partner	
Ву:	*	Ву:	*
Member	_	Member	
STAMPS, WOODSUM & CO. IV		SUMMIT PARTNERS SD II, LLC	
By: Summit Partners, L.P., its		By: Stamps, Woodsum & Co. IV, its	
managing member		managing member	
By: Summit Master Company, LLC,		By: Summit Partners, L.P., its	
its general partner		managing member	
		By: Summit Master Company, LLC,	
		its general partner	
Ву:	*	Ву:	*
Member		Member	

SUMMIT SUBORDINATED DEBT FUBY: 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	JND II, L.P.	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	
Ву:	*	Ву:	*
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	
Ву:	*	By:	*
Member		Member	

By: Su LLC, i By: Su manag By: Su	MIT INVESTORS I, LLC ummit Investors Management, ts manager ummit Partners, L.P., its ting member ummit Master Company, LLC,	By: Su LLC, i By: Su manag By: Su	IIT INVESTORS I (UK), L.P. mmit Investors Management, s manager mmit Partners, L.P., its ing member mmit Master Company, LLC,
its gen	eral partner	its gen	eral partner
By:	*	By:	*
	Member	_	Member
		* By:	/s/ Robin W. Devereux
			Robin W. Devereux
			Power of Attorney**
**	Durguant to Dowers of Attornoy on file with the Commission, which D	overer of Attorno	y are incorporated barein by reference. Copies of such Boyyers of

<sup>\*\*</sup> Pursuant to Powers of Attorney on file with the Commission, which Powers of Attorney are incorporated herein by reference. Copies of such Powers of Attorney are filed as Exhibit 2 to the report on Schedule 13G filed by the reporting persons on February 8, 2011 for the year ended December 31, 2010, and are hereby incorporated by reference.