

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden	
hours per response:	0.5

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

1. Name and Address of Reporting Person* SUMMIT PARTNERS L P (Last) (First) (Middle) 222 BERKELEY STREET 18TH FLOOR (Street) BOSTON MA 02116 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol FLEETCOR TECHNOLOGIES INC [FLT]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner Officer (give title below) <input checked="" type="checkbox"/> Other (specify below) Manager of GP of 10% owner.
	3. Date of Earliest Transaction (Month/Day/Year) 12/20/2010	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line) Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	12/20/2010		C		8,634,619 ⁽¹⁾	A	(7)	24,750,066 ⁽²⁾	I	See remarks.
Common Stock	12/20/2010		C		4,283,332 ⁽³⁾	A	(8)	29,033,398 ⁽⁴⁾	I	See remarks.
Common Stock	12/20/2010		S		5,993,228 ⁽⁵⁾	D	\$21.56	23,040,170 ⁽⁶⁾	I	See remarks.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Series D-3 Convertible Preferred Stock	(7)	12/20/2010		C			3,453,848	(7)	(7)	Common Stock	8,634,619	\$0	0	I	See remarks.
Series E Convertible Preferred Stock	(8)	12/20/2010		C			1,713,333	(8)	(8)	Common Stock	4,283,332	\$0	0	I	See remarks.

1. Name and Address of Reporting Person*
SUMMIT PARTNERS L P
 (Last) (First) (Middle)
222 BERKELEY STREET
18TH FLOOR
 (Street)
BOSTON MA 02116
 (City) (State) (Zip)

1. Name and Address of Reporting Person*
SUMMIT PARTNERS VI GP LLC
 (Last) (First) (Middle)
C/O SUMMIT PARTNERS, LP
222 BERKLEY STREET, 18TH FLOOR
 (Street)
BOSTON MA 02116
 (City) (State) (Zip)

1. Name and Address of Reporting Person*

SUMMIT PARTNERS VI GP LP

(Last) (First) (Middle)

C/O SUMMIT PARTNERS, LP
222 BERKLEY STREET, 18TH FLOOR

(Street)

BOSTON MA 02116

(City) (State) (Zip)

1. Name and Address of Reporting Person*

STAMPS WOODSUM & CO IV

(Last) (First) (Middle)

C/O SUMMIT PARTNERS, LP
222 BERKLEY STREET, 18TH FLOOR

(Street)

BOSTON MA 02116

(City) (State) (Zip)

1. Name and Address of Reporting Person*

SUMMIT PARTNERS SD II LLC

(Last) (First) (Middle)

C/O SUMMIT PARTNERS, L.P.
222 BERKLEY STREET, 18TH FLOOR

(Street)

BOSTON MA 02116

(City) (State) (Zip)

1. Name and Address of Reporting Person*

Summit Partners PE VII, LLC

(Last) (First) (Middle)

C/O SUMMIT PARTNERS, L.P.
222 BERKELEY STREET, 18TH FLOOR

(Street)

BOSTON MA 02110

(City) (State) (Zip)

1. Name and Address of Reporting Person*

Summit Partners PE VII, L.P.

(Last) (First) (Middle)

C/O SUMMIT PARTNERS, L.P.
222 BERKELEY STREET, 18TH FLOOR

(Street)

BOSTON MA 02110

(City) (State) (Zip)

1. Name and Address of Reporting Person*

Summit Investors Management, LLC

(Last) (First) (Middle)

C/O SUMMIT PARTNERS, L.P.
222 BERKELEY STREET, 18TH FLOOR

(Street)

BOSTON MA 02110

(City) (State) (Zip)

1. Name and Address of Reporting Person*

MANNION MARTIN J

(Last) (First) (Middle)

C/O SUMMIT PARTNERS, L.P.
222 BERKELEY STREET, 18TH FLOOR

(Street)
BOSTON MA 02116

(City) (State) (Zip)

Explanation of Responses:

1. Represents shares acquired by the following entities upon conversion of the Series D-3 Convertible Preferred Stock: 5,842,167 in the name of Summit Ventures VI-A, L.P., 121,500 in the name of Summit VI Advisors Fund, L.P., 186,545 in the name of Summit VI Entrepreneurs Fund, L.P., 2,436,417 in the name of Summit Ventures VI-B, L.P., and 47,990 in the name of Summit Investors VI, L.P.
2. Represents shares held by the following entities: 16,497,909 in the name of Summit Ventures VI-A, L.P., 343,110 in the name of Summit VI Advisors Fund, L.P., 526,790 in the name of Summit VI Entrepreneurs Fund, L.P., 6,880,287 in the name of Summit Ventures VI-B, L.P., 137,835 in the name of Summit Investors VI, L.P., and 364,135 in the name of Summit Subordinated Debt Fund II, L.P.
3. Represents shares acquired by the following entities upon conversion of the Series E Convertible Preferred Stock: 305 in the name of Summit Investors VI, L.P., 63,020 in the name of Summit Subordinated Debt Fund II, L.P., 2,626,060 in the name of Summit Partners Private Equity Fund VII-A, L.P., 1,577,252 in the name of Summit Partners Private Equity Fund VII-B, L.P., 15,110 in the name of Summit Investors I, LLC and 1,585 in the name of Summit Investors I (UK), L.P.
4. Represents shares held by the following entities: 16,497,909 in the name of Summit Ventures VI-A, L.P., 343,110 in the name of Summit VI Advisors Fund, L.P., 526,790 in the name of Summit VI Entrepreneurs Fund, L.P., 6,880,287 in the name of Summit Ventures VI-B, L.P., 138,140 in the name of Summit Investors VI, L.P., 427,155 in the name of Summit Subordinated Debt Fund II, L.P., 2,626,060 in the name of Summit Partners Private Equity Fund VII-A, L.P., 1,577,252 in the name of Summit Partners Private Equity Fund VII-B, L.P., 15,110 in the name of Summit Investors I, LLC and 1,585 in the name of Summit Investors I (UK), L.P.
5. Represents shares sold by the following entities: 3,405,585 sold by Summit Ventures VI-A, L.P., 70,826 sold by Summit VI Advisors Fund, L.P., 108,743 sold by Summit VI Entrepreneurs Fund, L.P., 1,420,265 sold by Summit Ventures VI-B, L.P., 28,516 sold by Summit Investors VI, L.P., 88,175 sold by Summit Subordinated Debt Fund II, L.P., 542,086 sold by Summit Partners Private Equity Fund VII-A, L.P., 325,585 sold by Summit Partners Private Equity Fund VII-B, L.P., 3,119 sold by Summit Investors I, LLC and 328 sold by Summit Investors I (UK), L.P.
6. Represents shares held by the following entities: 13,092,324 in the name of Summit Ventures VI-A, L.P., 272,284 in the name of Summit VI Advisors Fund, L.P., 418,047 in the name of Summit VI Entrepreneurs Fund, L.P., 5,460,022 in the name of Summit Ventures VI-B, L.P., 109,624 in the name of Summit Investors VI, L.P., 338,980 in the name of Summit Subordinated Debt Fund II, L.P., 2,083,974 in the name of Summit Partners Private Equity Fund VII-A, L.P., 1,251,667 in the name of Summit Partners Private Equity Fund VII-B, L.P., 11,991 in the name of Summit Investors I, LLC and 1,257 in the name of Summit Investors I (UK), L.P.
7. The Series D-3 Convertible Preferred Stock converted into Fleetcor Technologies, Inc. common stock on a two and one-half-for-one basis, and had no expiration date.
8. The Series E Convertible Preferred Stock converted into Fleetcor Technologies, Inc. common stock on a two and one-half-for-one basis, and had no expiration date.

Remarks:

The entities mentioned in Footnotes 1, 3 and 5 are collectively referred to as the "Summit Entities." Summit Partners, L.P. is (i) the managing member of Summit Partners VI (GP), 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 two-person investment committee currently composed of Martin J. Mannion and Bruce R. Evans, has voting and dispositive authority over the shares held by the Summit Entities, and therefore may beneficially own such shares. Mr. Mannion, as a member of the two person investment committee, may beneficially own such shares. Each of the Summit Entities and Mr. Mannion disclaim beneficial ownership of shares, and this report shall not be deemed an admission that the Reporting Persons are the beneficial owners of the shares for the purpose of Section 16 or for any other purpose, except, in each case, to the extent of each such Reporting Person's pecuniary interest therein.

Summit Partners VI (GP), LLC,
By /s/ Robin W. Devereux, as 12/20/2010
Attorney-in-Fact

Summit Partners VI (GP), L.P.,
By /s/ Robin W. Devereux, as 12/20/2010
Attorney-in-Fact

Stamps, Woodsum & Co. IV, By
/s/ Robin W. Devereux, as 12/20/2010
Attorney-in-Fact

Summit Partners SD II, LLC, By
/s/ Robin W. Devereux, as 12/20/2010
Attorney-in-Fact

Summit Partners PE VII, LLC,
By /s/ Robin W. Devereux, as 12/20/2010
Attorney-in-Fact

Summit Partners PE VII, L.P.,
By /s/ Robin W. Devereux, as 12/20/2010
Attorney-in-Fact

Summit Investors Management,
LLC, By /s/ Robin W. Devereux, 12/20/2010
as Attorney-in-Fact

By /s/ Robin W. Devereux, as 12/20/2010
Attorney-in-Fact for Martin
Mannion

Summit Partners, L.P., By /s/
Robin W. Devereux, as 12/20/2010
Attorney-in-Fact

** 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.