

Carroll John R
Form 4
May 16, 2013

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
Carroll John R

2. Issuer Name and Ticker or Trading Symbol
FLEETCOR TECHNOLOGIES INC
[FLT]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
05/14/2013

Director 10% Owner
 Officer (give title below) Other (specify below)

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

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

BOSTON, MA 02116

(City) (State) (Zip)

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)	
Common Stock	05/14/2013		S	V 2,500,000 (1)	(A) or (D) \$ 82.38	D	6,132,156 (2) I	See Remarks.

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474
(9-02)

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

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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 Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Following Transaction (Instr. 5)
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Carroll John R C/O SUMMIT PARTNERS 222 BERKELEY STREET, 18TH FLOOR BOSTON, MA 02116	X			

Signatures

Robin W. Devereux, Power of Attorney for John R. Carroll 05/16/2013

**Signature of Reporting Person

Date

Explanation of Responses:

* 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).

(1) Represents shares sold by the following entities: 1,420,597 shares of common stock sold by Summit Ventures VI-A, L.P., 592,446 shares of common stock sold by Summit Ventures VI-B, L.P., 29,544 shares of common stock sold by Summit VI Advisors Fund, L.P., 45,361 shares of common stock sold by Summit VI Entrepreneurs Fund, L.P., 11,895 shares of common stock sold by Summit Investors VI, L.P., 36,782 shares of common stock sold by Summit Subordinated Debt Fund II, L.P., 226,124 shares of common stock sold by Summit Partners Private Equity Fund VII-A, L.P., 135,814 shares of common stock sold by Summit Partners Private Equity Fund VII-B, L.P., 1,301 shares of common stock sold by Summit Investors I, LLC and 136 shares of common stock sold by Summit Investors I (UK), L.P.

(2) Represents shares held by the following entities: 3,484,530 shares of common stock held by Summit Ventures VI-A, L.P., 1,453,188 shares of common stock held by Summit Ventures VI-B, L.P., 72,469 shares of common stock held by Summit VI Advisors Fund, L.P., 111,263 shares of common stock held by Summit VI Entrepreneurs Fund, L.P., 29,176 shares of common stock held by Summit Investors VI, L.P., 90,220 shares of common stock held by Summit Subordinated Debt Fund II, L.P., 554,652 shares of common stock held by Summit Partners Private Equity Fund VII-A, L.P., 333,132 shares of common stock held by Summit Partners Private Equity Fund VII-B, L.P., 3,191 shares of common stock held by Summit Investors I, LLC and 335 shares of common stock held by Summit Investors I (UK), L.P.

Remarks:

The entities mentioned in Footnotes 1 and 2 are collectively referred to as the "Summit Entities." Summit Partners, L.P. is (i)

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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