

Carroll John R  
Form 4  
March 14, 2012

**FORM 4**

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

OMB APPROVAL

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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)  
03/13/2012

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                    | 03/13/2012                           |                                                    | S                              | V<br>4,000,000<br>(1)                                             | (A)<br>or<br>(D)<br>\$ 36.02<br>(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. Nu Deriv Secur Bene Own Follo Repo Trans (Instr |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|--------------------------------------------|----------------------------------------------------|
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|--------------------------------------------|----------------------------------------------------|

## Reporting Owners

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

## Signatures

Robin W. Devereux, Power of Attorney for John R. Carroll 03/13/2012

\*\*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: 2,272,957 shares of common stock sold by Summit Ventures VI-A, L.P., 947,913 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.
  - (2) Represents shares held by the following entities: 10,819,367 shares of common stock sold by Summit Ventures VI-A, L.P., 4,512,109 shares of common stock sold by Summit Ventures VI-B, L.P., 225,013 shares of common stock sold by Summit VI Advisors Fund, L.P., 345,470 shares of common stock sold by Summit VI Entrepreneurs Fund, L.P., 90,592 shares of common stock sold by Summit Investors VI, L.P., 280,130 shares of common stock sold by Summit Subordinated Debt Fund II, L.P., 1,722,176 shares of common stock sold by Summit Partners Private Equity Fund VII-A, L.P., 1,034,365 shares of common stock sold by Summit Partners Private Equity Fund VII-B, L.P., 9,909 shares of common stock sold by Summit Investors I, LLC and 1,039 shares of common stock sold 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 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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