

Carroll John R  
 Form 3  
 December 14, 2010

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

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**INITIAL STATEMENT OF 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)

<p>1. Name and Address of Reporting Person *</p> <p>Carroll John R</p> <p>(Last) (First) (Middle)</p> <p>C/O SUMMIT PARTNERS,                  L.P., 222 BERKLEY STREET,                  18TH FLOOR</p> <p>(Street)</p> <p>BOSTON, MA 02116</p> <p>(City) (State) (Zip)</p>	<p>2. Date of Event Requiring Statement</p> <p>(Month/Day/Year)</p> <p>12/14/2010</p>	<p>3. Issuer Name and Ticker or Trading Symbol</p> <p>FLEETCOR TECHNOLOGIES INC [FLT]</p>	<p>4. Relationship of Reporting Person(s) to Issuer</p> <p>(Check all applicable)</p> <p><input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner  <input type="checkbox"/> Officer <input type="checkbox"/> Other                  (give title below) (specify below)</p>	<p>5. If Amendment, Date Original Filed(Month/Day/Year)</p>	<p>6. Individual or Joint/Group Filing(Check Applicable Line)</p> <p><input checked="" type="checkbox"/> Form filed by One Reporting Person  <input type="checkbox"/> Form filed by More than One Reporting Person</p>
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**Table I - Non-Derivative Securities Beneficially Owned**

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	16,115,447 <sup>(1)</sup>	I	See remarks.

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. SEC 1473 (7-02)

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**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative	5. Ownership Form of Derivative Security:	6. Nature of Indirect Beneficial Ownership (Instr. 5)
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	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Security	Direct (D) or Indirect (I) (Instr. 5)	
Series D-3 Convertible Preferred Stock	06/29/2005	∞ <sup>(2)</sup>	Common Stock	8,634,619 <sup>(3)</sup>	\$ <sup>(2)</sup>	I	See remarks.
Series E Convertible Preferred Stock	03/30/2009	∞ <sup>(4)</sup>	Common Stock	4,283,332 <sup>(5)</sup>	\$ <sup>(4)</sup>	I	See remarks.

## Reporting Owners

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

## Signatures

/s/ Robin W. Devereux,  
Attorney-in-Fact

12/14/2010

\*\*Signature of Reporting Person

Date

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, *see* Instruction 5(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) Shares are held as follows: 10,655,742 in the name of Summit Ventures VI-A, L.P., 221,610 in the name of Summit VI Advisors Fund, L.P., 340,245 in the name of Summit VI Entrepreneurs Fund, L.P., 4,443,870 in the name of Summit Ventures VI-B, L.P., 89,845 in the name of Summit Investors VI, L.P., and 364,135 in the name of Summit Subordinated Debt Fund II, L.P.
- (2) The Series D-3 Convertible Preferred Stock is convertible into Fleetcor Technologies, Inc. common stock on a two and one-half-for-one and has no expiration date.
- (3) The shares underlying the Series D-3 Convertible Preferred Stock are held as follows: 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.
- (4) The Series E Convertible Preferred Stock is convertible into Fleetcor Technologies, Inc. common stock on a two and one-half-for-one basis and has no expiration date.
- (5) The shares underlying the Series E Convertible Preferred Stock are held as follows: 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.

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**Remarks:**

The entities mentioned in Footnotes 1, 3 and 5 are collectively referred to as the "Summit Entities

Exhibit List:

Exhibit 24 - Power of Attorney

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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