

FLEETCOR TECHNOLOGIES INC
Form SC 13G/A
June 24, 2011

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549
SCHEDULE 13G
(Rule 13d-102)
INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT TO
RULES 13d-1(b) (c), and (d) AND AMENDMENTS THERETO FILED
PURSUANT TO RULE 13d-2(b)
(Amendment No.1)¹
FleetCor Technologies, Inc.**

(Name of issuer)
Common Stock, par value \$0.001

(Title of class of securities)
339041105

(CUSIP number)
June 14, 2011

(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)

(Continued on the following pages)
(Page 1 of 16 Pages)

¹ 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 disclosures provided in a prior cover page.

The information required on 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 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*).

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Schedule 13G

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1 NAME OF REPORTING PERSON
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)

Advent International Corporation

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

- (a)
- (b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

5 SOLE VOTING POWER

NUMBER OF 3,897,425

6 SHARED VOTING POWER

SHARES BENEFICIALLY OWNED BY 0

7 SOLE DISPOSITIVE POWER

EACH REPORTING PERSON 3,897,425

8 SHARED DISPOSITIVE POWER

WITH 0

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

3,897,425

10

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

11

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

4.87%

12

TYPE OF REPORTING PERSON*

CO, IA

SEE INSTRUCTIONS BEFORE FILLING OUT!

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1 NAME OF REPORTING PERSON

I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)

ACEE III GP Limited Partnership

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a)

(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Massachusetts

5 SOLE VOTING POWER

NUMBER OF 3,854,339

6 SHARED VOTING POWER

SHARES BENEFICIALLY OWNED BY 0

7 SOLE DISPOSITIVE POWER

EACH REPORTING PERSON 3,854,339

8 SHARED DISPOSITIVE POWER

WITH 0

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

3,854,359

10

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

o

11

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

4.81%

12

TYPE OF REPORTING PERSON*

PN

SEE INSTRUCTIONS BEFORE FILLING OUT!

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1 NAME OF REPORTING PERSON
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)

Advent International LLC

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

- (a)
- (b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Massachusetts

5 SOLE VOTING POWER

NUMBER OF 3,859,157

6 SHARED VOTING POWER

SHARES BENEFICIALLY OWNED BY 0

7 SOLE DISPOSITIVE POWER

EACH REPORTING PERSON 3,859,157

8 SHARED DISPOSITIVE POWER

WITH 0

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

3,859,187

10

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

11

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

4.82%

12

TYPE OF REPORTING PERSON*

PN

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1 NAME OF REPORTING PERSON
 I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)
 Advent Central and Eastern Europe III Limited Partnership

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*
 (a)
 (b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION
 Delaware

5 SOLE VOTING POWER
 NUMBER OF 1,581,055

6 SHARED VOTING POWER
 SHARES BENEFICIALLY OWNED BY 0

7 SOLE DISPOSITIVE POWER
 EACH REPORTING PERSON 1,581,055

8 SHARED DISPOSITIVE POWER
 WITH 0

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,581,055

10

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

11

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

1.97%

12

TYPE OF REPORTING PERSON*

PN

SEE INSTRUCTIONS BEFORE FILLING OUT!

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1 NAME OF REPORTING PERSON
 I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)
 Advent Central and Eastern Europe III-A Limited Partnership

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*
 (a)
 (b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION
 Delaware

5 SOLE VOTING POWER
 NUMBER OF 1,212,224

6 SHARED VOTING POWER
 SHARES BENEFICIALLY OWNED BY 0

7 SOLE DISPOSITIVE POWER
 EACH REPORTING PERSON 1,212,224

8 SHARED DISPOSITIVE POWER
 WITH 0

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,212,224

10

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

11

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

1.51%

12

TYPE OF REPORTING PERSON*

PN

SEE INSTRUCTIONS BEFORE FILLING OUT!

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NAME OF REPORTING PERSON

1

I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)

Advent Central and Eastern Europe III-B Limited Partnership

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

2

(a)

(b)

SEC USE ONLY

3

CITIZENSHIP OR PLACE OF ORGANIZATION

4

Delaware

SOLE VOTING POWER

5

NUMBER OF 172,416

SHARED VOTING POWER

SHARES BENEFICIALLY OWNED BY 6

0

SOLE DISPOSITIVE POWER

EACH REPORTING PERSON 7

172,416

SHARED DISPOSITIVE POWER

WITH 8

0

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9

172,416

10

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

o

11

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

0.22%

12

TYPE OF REPORTING PERSON*

PN

SEE INSTRUCTIONS BEFORE FILLING OUT!

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NAME OF REPORTING PERSON

1

I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)

Advent Central and Eastern Europe III-C Limited Partnership

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

2

(a)

(b)

SEC USE ONLY

3

CITIZENSHIP OR PLACE OF ORGANIZATION

4

Delaware

SOLE VOTING POWER

5

NUMBER OF 234,445

SHARED VOTING POWER

6

SHARES BENEFICIALLY OWNED BY 0

SOLE DISPOSITIVE POWER

7

EACH REPORTING PERSON 234,445

SHARED DISPOSITIVE POWER

8

WITH 0

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9

234,445

10

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

11

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

0.29%

12

TYPE OF REPORTING PERSON*

PN

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NAME OF REPORTING PERSON

1

I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)

Advent Central and Eastern Europe III-D Limited Partnership

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

2

(a)

(b)

SEC USE ONLY

3

CITIZENSHIP OR PLACE OF ORGANIZATION

4

Delaware

SOLE VOTING POWER

5

NUMBER OF 355,775

SHARED VOTING POWER

SHARES BENEFICIALLY OWNED BY 6

0

SOLE DISPOSITIVE POWER

EACH REPORTING PERSON 7

355,775

SHARED DISPOSITIVE POWER

WITH 8

0

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9

355,775

10

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

11

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

0.44%

12

TYPE OF REPORTING PERSON*

PN

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1 NAME OF REPORTING PERSON
 I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)
 Advent Central and Eastern Europe III-E Limited Partnership

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*
 (a)
 (b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION
 Delaware

5 SOLE VOTING POWER
 NUMBER OF 298,424

6 SHARES BENEFICIALLY OWNED BY
 SHARED VOTING POWER
 0

7 EACH REPORTING PERSON
 SOLE DISPOSITIVE POWER
 298,424

8 WITH
 SHARED DISPOSITIVE POWER
 0

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

298,424

10

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

11

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

0.37%

12

TYPE OF REPORTING PERSON*

PN

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1 NAME OF REPORTING PERSON
 I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)
 Advent Partners ACEE III Limited Partnership

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*
 (a)
 (b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION
 Delaware

5 SOLE VOTING POWER
 NUMBER OF 38,268

6 SHARED VOTING POWER
 SHARES BENEFICIALLY OWNED BY 0

7 SOLE DISPOSITIVE POWER
 EACH REPORTING PERSON 38,268

8 SHARED DISPOSITIVE POWER
 WITH 0

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

38,268

10

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

o

11

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

0.05%

12

TYPE OF REPORTING PERSON*

PN

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1 NAME OF REPORTING PERSON
 I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)
 Advent Partners III Limited Partnership

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*
 (a)
 (b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION
 Delaware

	5	SOLE VOTING POWER
NUMBER OF		4,818

	6	SHARED VOTING POWER
SHARES BENEFICIALLY OWNED BY		0

	7	SOLE DISPOSITIVE POWER
EACH REPORTING PERSON		4,818

	8	SHARED DISPOSITIVE POWER
WITH		0

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

4,818

10

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

o

11

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

0.01%

12

TYPE OF REPORTING PERSON*

PN

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Item 1.

(a) (b) This statement on Schedule 13G/A relates to the Reporting Persons (as defined in Item 2 below) beneficial ownership interest in FleetCor Technologies, Inc. a Delaware corporation (the Corporation). The address of the principal executive office of the Corporation is 655 Engineering Drive Suite 300, Norcross, GA 30092-2830.

Item 2.

(a) (b) (c) This statement is being filed by the following entities:

- (1) Advent International Corporation, a Delaware corporation;
- (2) ACEE III GP Limited Partnership, a Massachusetts limited partnership;
- (3) Advent International LLC, a Massachusetts limited corporation;
- (4) Advent Central and Eastern Europe III Limited Partnership, a Delaware limited partnership;
- (5) Advent Central and Eastern Europe III-A Limited Partnership, a Delaware limited partnership;
- (6) Advent Central and Eastern Europe III-B Limited Partnership, a Delaware limited partnership;
- (7) Advent Central and Eastern Europe III-C Limited Partnership, a Delaware limited partnership;
- (8) Advent Central and Eastern Europe III-D Limited Partnership, a Delaware limited partnership;
- (9) Advent Central and Eastern Europe III-E Limited Partnership, a Delaware limited partnership;
- (10) Advent Partners ACEE III Limited Partnership, a Delaware limited Partnership;
- (11) Advent Partners III Limited Partnership, a Delaware limited partnership.

The entities listed in subparagraph (1) through (11) above are herein collectively referred to as the Reporting Persons and individually as a Reporting Person. The principal business address of all of the Reporting Persons is c/o Advent International Corporation, 75 State Street, Boston, MA 02109.

(d) (e) This statement relates to the Common Stock, par value \$0.001 per share, (the Common Stock) of the Corporation named in Item 1 of this statement. The CUSIP number associated with such Common Stock is 339041105.

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Item 3. Filing pursuant to Rule 13d-1(b), or 13d-2(b) or (c).

This statement is not being filed pursuant to Rule 13d-1(b), or 13d-2(b) or (c). This statement is being filed pursuant to rule 13d-1(c).

Item 4. Ownership.

(a) (b) The following table sets forth the aggregate number and percentage of the Common Stock beneficially owned by each Reporting Person named in Item 2 of this statement (based upon 80,083,128 shares of Common Stock outstanding as of May 10, 2011). The aggregate number and percentage of the Common Stock beneficially owned by each Reporting Person is calculated in accordance with Rule 13d-3(d)(1).

Reporting Person	Common	Percentage Of Shares Outstanding	Number of Shares Sold in Past 60 Days
Advent International Corporation (1)(2)(3)(4)	3,897,425	4.87%	194,500
ACEE III GP Limited Partnership (1)(2)	3,854,339	4.81%	192,350
Advent International LLC (1)(2)	3,859,157	4.82%	192,590
Advent Central and Eastern Europe III Limited Partnership (2)	1,581,055	1.97%	78,902
Advent Central and Eastern Europe III-A Limited Partnership (2)	1,212,224	1.51%	60,496
Advent Central and Eastern Europe III-B Limited Partnership (2)	172,416	0.22%	8,604
Advent Central and Eastern Europe III-C Limited Partnership (2)	234,445	0.29%	11,700
Advent Central and Eastern Europe III-D Limited Partnership (2)	355,775	0.44%	17,755
Advent Central and Eastern Europe III-E Limited Partnership (2)	298,424	0.37%	14,893
Advent Partners ACEE III Limited Partnership (3)	38,268	0.05%	1,910
Advent Partners III Limited Partnership (4)	4,818	0.01%	240
Total Group	3,897,425	4.87%	194,500

- (1) Advent International Corporation (AIC) is the Manager of Advent International LLC (AI LLC) which in turn is the General Partner of ACEE III GP (ACEE III GP) Limited Partnership which in turn is the General Partner of the indicated Reporting Persons. As such, AIC has the sole power to vote and dispose of the securities owned by the indicated Reporting Persons. The beneficial ownership of AIC, AI LLC and ACEE III GP derive from such power.
- (2) Advent International Corporation (AIC) is the Manager of Advent International LLC (AI LLC), which in turn is the General Partner of ACEE III GP Limited Partnership (ACEE III GP) which in turn is the General Partner of the indicated Reporting Persons. As such, AIC has the sole power to vote and dispose of the securities of Advent Central and Eastern Europe III Limited Partnership, Advent Central and Eastern Europe III-A Limited Partnership, Advent Central and Eastern Europe III-B Limited Partnership, Advent Central and Eastern Europe III-C Limited Partnership, Advent Central and Eastern Europe III-D Limited

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Partnership, Advent Central and Eastern Europe III-E Limited Partnership. The beneficial ownership of AIC, AI LLC and ACEE III GP derive from such power.

- (3) Advent International Corporation (AIC) is the General Partner of the indicated Reporting Person. As such, AIC has the power to vote and dispose of the securities of Advent Partners ACEE III Limited Partnership. The beneficial ownership of AIC derives from such power.
- (4) Advent International Corporation (AIC) is the Manager of Advent International LLC (AI LLC), which in turn is the General Partner of the indicated Reporting Person. As such, AIC has the sole power to vote and dispose of the securities of Advent Partners III Limited Partnership. The beneficial ownership of AIC and AI LLC derives from such power.

Item 5. Ownership of Five Percent or Less of a Class.

If this statement is being filed to report the fact that as of the date hereof the Reporting Persons have ceased to be the beneficial owners of more than five percent of the class of securities, check the following [X].

Item 6. Ownership of More than Five Percent on Behalf of Another Person.

Not applicable.

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company.

Not applicable.

Item 8. Identification and Classification of Members of the Group.

Not applicable.

Item 9. Notice of Dissolution of Group.

Not applicable.

Item 10. Certification.

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

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SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

June 24, 2011

Advent Central & Eastern Europe III Limited Partnership

Advent Central & Eastern Europe III-A Limited Partnership

Advent Central & Eastern Europe III-B Limited Partnership

Advent Central & Eastern Europe III-C Limited Partnership

Advent Central & Eastern Europe III-D Limited Partnership

Advent Central & Eastern Europe III-E Limited Partnership

By: ACEE III GP Limited Partnership, General Partner

By: Advent International LLC, General Partner

By: Advent International Corporation, Manager

By: Anna J. Guerin, Attorney*

Advent Partners ACEE III Limited Partnership

By: Advent International Corporation, General Partner

By: Anna J. Guerin, Attorney *

Advent Partners III Limited Partnership

By: Advent International LLC, General Partner

By: Advent International Corporation, Manager

By: Anna J. Guerin, Attorney*

ADVENT INTERNATIONAL CORPORATION

By: Anna J. Guerin, Attorney*

*For all of the above:

/s/ Anna J. Guerin

Anna J. Guerin, Attorney