

WEX Inc.  
Form 4  
March 17, 2017

**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 \*  
Morris Nicola S

(Last) (First) (Middle)

C/O WEX INC., 97 DARLING AVENUE

(Street)

SOUTH PORTLAND, ME 04106

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
WEX Inc. [WEX]

3. Date of Earliest Transaction (Month/Day/Year)  
03/15/2017

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

SVP, Corporate Development

6. Individual or Joint/Group Filing(Check Applicable Line)  
\_X\_ Form filed by One Reporting Person  
\_\_\_ 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 Ownership (Instr. 4)
			Code	V Amount (A) or (D) Price			
Common Stock	03/15/2017		M	744 A \$ 0	3,725	D	
Common Stock	03/15/2017		F(1)	241 D \$ 105.2	3,484	D	
Common Stock	03/15/2017		M	6,516 A \$ 0	10,000	D	
Common Stock	03/15/2017		F(1)	2,415 D \$ 105.2	7,585	D	
Common Stock	03/15/2017		M	421 A \$ 0	8,006	D	

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Common Stock	03/15/2017	F <sup>(1)</sup>	198	D	\$ 0	7,808	D
Common Stock	03/15/2017	M	726	A	\$ 0	8,534	D
Common Stock	03/15/2017	F <sup>(1)</sup>	235	D	\$ 105.2	8,299	D
Common Stock	03/15/2017	M	193	A	\$ 0	8,492	D
Common Stock	03/15/2017	F <sup>(1)</sup>	63	D	\$ 105.2	8,429	D
Common Stock	03/15/2017	M	539	A	\$ 0	8,968	D
Common Stock	03/15/2017	F <sup>(1)</sup>	175	D	\$ 105.2	8,793	D
Common Stock	03/15/2017	M	436	A	\$ 0	9,229	D
Common Stock	03/15/2017	F <sup>(1)</sup>	142	D	\$ 105.2	9,087	D

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

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(9-02)

**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 Underlying Securities (Instr. 3 and 4)	8. Pr Deriv Secur (Instr. 3)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Unit	\$ 0	03/15/2017		M		(2)	(2)	Common Stock	744
Restricted Stock Units	\$ 0	03/15/2017		M		(2)	(2)	Common Stock	6,516

Restricted Stock Units	\$ 0	03/15/2017	M	421	(2)	(2)	Common Stock	421	\$
Restricted Stock Unit	\$ 0	03/15/2017	M	726	(2)	(2)	Common Stock	726	\$
Restricted Stock Units	\$ 0	03/15/2017	M	193	(2)	(2)	Common Stock	193	\$
Restricted Stock Unit	\$ 0	03/15/2017	M	539	(2)	(2)	Common Stock	539	\$
Restricted Stock Units	\$ 0	03/15/2017	M	436	(2)	(2)	Common Stock	436	\$

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Morris Nicola S C/O WEX INC. 97 DARLING AVENUE SOUTH PORTLAND, ME 04106			SVP, Corporate Development	

## Signatures

Gregory A. Wiessner as attorney-in-fact for Nicola Morris

03/17/2017

\*\*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 tax withholding in connection with the vesting of the RSUs on March 15, 2017.

(2) Restricted stock units vested on March 15, 2017 and each RSU converted into one share of common stock.

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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