

Wright Express CORP
Form DEFA14A
May 19, 2010

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549
SCHEDULE 14A INFORMATION
(Rule 14a-101)
INFORMATION REQUIRED IN PROXY STATEMENT
Proxy Statement Pursuant to Section 14(a) of
the Securities Exchange Act of 1934**

Filed by the Registrant

Filed by a party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material under §240.14a-12

WRIGHT EXPRESS CORPORATION

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

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- No fee required.
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(1) Amount Previously Paid:

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(3) Filing Party:

(4) Date Filed:

May 19, 2010

By Fax and US Mail

Mark Lundvall

Fidelity Management and Research Company

One Spartan Way TS1E

Merrimack, NH 03054

Re: Wright Express Corporation (the Company)

Wright Express Corporation 2010 Equity and Incentive Plan (the 2010 Plan)

Dear Mr. Lundvall:

On behalf of the Company, I am writing to respond to certain concerns regarding the 2010 Plan that you have shared with us. As you know, the 2010 Plan is the subject of Proposal No. 2 in the Company's proxy statement for the Annual Meeting of Stockholders scheduled to be held on May 21, 2010.

In response to your concerns, the Company's management will, immediately subsequent to the 2010 meeting of the Company's stockholders, recommend to the Company's Board of Directors that clause (i) of Section 4(a)(1) of the 2010 Plan be amended to reduce the number of shares available for grant as specified in that clause from 8,152,500 to 3,800,000.

Please do not hesitate to contact me at 207-523-7103 if you have any questions.

Very truly yours,

Michael E. Dubyak

Chairman, President and

Chief Executive Officer