

WEX Inc.  
Form 4  
March 17, 2016

**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)  
03/15/2016

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
SVP, Corporate Development

6. Individual or Joint/Group Filing(Check Applicable Line)  
 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                    | 03/15/2016                           |  | M                              |   | 742 A \$ 0  | 2,025  | D                                 |
| Common Stock                    | 03/15/2016                           |  | F(1)                           |   | 241 D \$ 78.32  | 1,784  | D                                 |
| Common Stock                    | 03/15/2016                           |  | M                              |   | 1,157 A \$ 0  | 2,941  | D                                 |
| Common Stock                    | 03/15/2016                           |  | F(1)                           |   | 373 D \$ 78.32  | 2,568  | D                                 |
| Common Stock                    | 03/15/2016                           |  | M                              |   | 613 A \$ 0  | 3,181  | D                                 |

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Common Stock      03/15/2016      F<sup>(1)</sup>      200      D      \$ 78.32      2,981      D

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

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**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) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable      Expiration Date                    | Title   |                            |
| Stock Option (right to buy)                | \$ 77.2  | 03/15/2016                           |  | A                              | 4,782   | <u>(2)</u> 03/15/2026                                    | Common Stock  | 4,782                      |
| Restricted Stock Units                     | \$ 0   | 03/15/2016                           |  | A                              | 1,619   | <u>(3)</u> <u>(3)</u>                                    | Common Stock  | 1,619                      |
| Restricted Stock Unit                      | \$ 0   | 03/15/2016                           |  | M                              | 742   | <u>(4)</u> <u>(4)</u>                                    | Common Stock  | 742                        |
| Restricted Stock Units                     | \$ 0   | 03/15/2016                           |  | M                              | 1,157   | <u>(4)</u> <u>(4)</u>                                    | Common Stock  | 1,157                      |
| Restricted Stock Units                     | \$ 0   | 03/15/2016                           |  | M                              | 613   | <u>(4)</u> <u>(4)</u>                                    | Common Stock  | 613                        |

## Reporting Owners

| Reporting Owner Name / Address                       | Relationships |           |                            |       |
|--|---------------|-----------|----------------------------|-------|
|  | Director      | 10% Owner | Officer                    | Other |
| Morris Nicola S<br>C/O WEX INC.<br>97 DARLING AVENUE |               |           | SVP, Corporate Development |       |

SOUTH PORTLAND, ME 04106

## Signatures

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

03/17/2016

\_\_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 withholdings in connection with the vesting of the RSUs on March 15, 2016.
- (2) This stock option will vest with respect to one third of these shares on each of 3/15/2017, 3/15/2018 and 3/15/2019.
- (3) RSUs vest with respect to one third of these units on each of 3/15/2017, 3/15/2018 and 3/15/2019.
- (4) RSUs vested on 3/15/2016 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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