

WEX Inc.
Form 11-K
June 23, 2016

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

FORM 11-K

FOR ANNUAL REPORTS OF EMPLOYEE STOCK PURCHASE, SAVINGS
AND SIMILAR PLANS PURSUANT TO SECTION 15(d)
OF THE SECURITIES EXCHANGE ACT OF 1934

(Mark one)

✓ ANNUAL REPORT PURSUANT TO SECTION 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the fiscal year ended December 31, 2015

OR

TRANSITION REPORT PURSUANT TO SECTION 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from _____ to _____

Commission file number 001-32426

(Full title of the plan and the address of the plan, if different from that of the issuer named below)

WEX Inc. Employee Savings Plan

(Name of issuer of the securities held pursuant to the plan and the address of its principal executive office)

WEX Inc.

97 Darling Avenue

South Portland, ME 04106

REQUIRED INFORMATION

The WEX Inc. Employee Savings Plan (Plan) is subject to the Employee Retirement Income Security Act of 1974 (ERISA). Therefore, in lieu of the requirements of Items 1-3 of Form 11-K, the financial statements of the Plan for the fiscal year ended December 31, 2015 and supplemental schedule, which have been prepared in accordance with the financial reporting requirements of ERISA, are attached hereto as Appendix 1 and incorporated herein by reference.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the trustees (or other persons who administer the employee benefit plan) have duly caused this annual report to be signed on its behalf by the undersigned hereunto duly authorized.

WEX Inc. Employee Savings Plan

Date: June 23 2016 By */s/ Jenifer L. Rinehart*
Jenifer L. Rinehart
401(k) Committee Chair

Date: June 23, 2016 By */s/ Steven A. Elder*
Steven A. Elder
401(k) Committee Member

Date: June 23, 2016 By */s/ Hilary A. Rapkin*
Hilary A. Rapkin
401(k) Committee Member

Date: June 23, 2016 By */s/ Kenneth W. Janosick*
Kenneth W. Janosick
401(k) Committee Member

Date: June 23, 2016 By */s/ Michael N. Dickel*
Michael N. Dickel
401(k) Committee Member

APPENDIX 1

WEX INC.

EMPLOYEE SAVINGS PLAN

STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS AS OF DECEMBER 31, 2015 AND 2014

STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS

FOR THE YEAR ENDED DECEMBER 31, 2015

SUPPLEMENTAL SCHEDULE AS OF DECEMBER 31, 2015

AND REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

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Supplemental Schedule:	
Form 5500- Schedule H, Part IV, Line 4i - Schedule of Assets (Held at End of Year) as of December 31, 2015	<u>12</u>
Note: All other schedules required by Section 2520.103-10 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 have been omitted because they are not applicable.	

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Trustees and Participants of
WEX Inc. Employee Savings Plan
South Portland, Maine

We have audited the accompanying statements of net assets available for benefits of WEX Inc. Employee Savings Plan (the "Plan") as of December 31, 2015 and 2014, and the related statement of changes in net assets available for benefits for the year ended December 31, 2015. These financial statements are the responsibility of the Plan's management. Our responsibility is to express an opinion on these financial statements based on our audits. We conducted our audits in accordance with standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. The Plan is not required to have, nor were we engaged to perform, an audit of its internal control over financial reporting. Our audits included consideration of internal control over financial reporting as a basis for designing audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Plan's internal control over financial reporting. Accordingly, we express no such opinion. An audit also includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements, assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, such financial statements present fairly, in all material respects, the net assets available for benefits of the Plan as of December 31, 2015 and 2014, and the changes in net assets available for benefits for the year ended December 31, 2015 in conformity with accounting principles generally accepted in the United States of America. The supplemental schedule of assets (held at end of year) as of December 31, 2015 has been subjected to audit procedures performed in conjunction with the audit of the Plan's financial statements. The supplemental schedule is the responsibility of the Plan's management. Our audit procedures included determining whether the supplemental schedule reconciles to the financial statements or the underlying accounting and other records, as applicable, and performing procedures to test the completeness and accuracy of the information presented in the supplemental schedule. In forming our opinion on the supplemental schedule, we evaluated whether the supplemental schedule, including its form and content, are presented in compliance with the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. In our opinion, such schedule is fairly stated, in all material respects, in relation to the financial statements as a whole.

/s/ DELOITTE & TOUCHE LLP
Boston, Massachusetts
June 23, 2016

WEX Inc.
Employee Savings Plan
Statements of Net Assets Available for Benefits
December 31, 2015 and 2014

	2015	2014
Assets:		
Participant-directed investments – at fair value	\$ 103,501,662	\$ 77,770,207
Receivables:		
Notes receivable from participants	1,740,962	1,453,905
Due from Evolution1 Plan (Note 1)	—	21,739,497
Accrued investment income	924	924
Total receivables	\$ 1,741,886	\$ 23,194,326
Liabilities:		
Payable for investments purchased	\$ —	\$ 328,718
Net assets reflecting all investments at fair value	\$ 105,243,548	\$ 100,635,815
Adjustment from fair value to contract value for fully benefit-responsive stable value fund	(38,287)	(92,664)
Net assets available for benefits	\$ 105,205,261	\$ 100,543,151
See notes to financial statements.		

WEX Inc.
Employee Savings Plan
Statement of Changes in Net Assets Available for Benefits
For the Year Ended December 31, 2015

Contributions:	
Participant contributions	\$7,710,240
Employer matching contributions	4,680,276
Rollover contributions	1,685,892
Total contributions	14,076,408
Investment income:	
Net depreciation in fair value of investments	(6,737,556)
Dividends and interest	6,294,977
Net investment activity	(442,579)
Interest income on notes receivable from participants	62,241
Total additions	13,696,070
Deductions:	
Benefits paid to participants	8,947,924
Administrative expenses	88,574
Total deductions	9,036,498
Net increase in net assets before transfers	4,659,572
Transfer from Evolution1 Plan	2,538
Net increase in net assets	4,662,110
Net assets available for benefits:	
Beginning of year	100,543,151
End of year	\$ 105,205,261
See notes to financial statements.	

WEX Inc.
Employee Savings Plan
Notes to Financial Statements

1. DESCRIPTION OF THE PLAN

The following description of the WEX Inc. Employee Savings Plan (the "Plan") is provided for general information purposes only. Participants should refer to the Plan document for more information.

General

The Plan is a defined contribution plan which was established on February 23, 2005 and subsequently amended and restated effective December 31, 2014, by WEX Inc. (the "Company") under the provisions of Section 401(a) of the Internal Revenue Code (the "Code") and includes a qualified cash or deferred arrangement. The portion of the Plan benefiting employees who have completed one year of service is intended to satisfy the safe harbor requirements of Sections 401(k)(12) and 401(m)(11) of the Code. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 ("ERISA"), as amended. The Plan Administrator is the 401(k) Committee as designated by the Company's Board of Directors. Bank of America Merrill Lynch is the recordkeeper of the Plan and Bank of America N.A. is the trustee of the Plan.

During 2014, the Company acquired EB Holdings Corp ("Evolution1") which, as of the date of the acquisition, had its own employee savings plan, (the "Evolution1 Plan"). As of December 31, 2014, the Evolution1 Plan was merged with the Plan, and the Plan recorded a receivable for the amount of net assets available for benefits that it expected to receive from the Evolution1 Plan. Net assets available for benefits totaling \$21,739,497 were received by the Plan on January 2, 2015, in a transfer from the Evolution1 Plan, with an additional \$2,538 in benefits being transferred later in the year. On January 1, 2015, Evolution1 employees became eligible to participate in the Plan.

Eligibility

Each employee of the Company and its eligible subsidiaries who has attained the age of eighteen (18) is eligible to participate in the Plan.

Contributions

Each year, participants may contribute up to 75 percent of their pretax annual compensation, as defined in the Plan, subject to limitations stipulated by the Code. After one year of service, participants' contributions to the Plan are matched by the Company, up to 6 percent of the participant's eligible compensation subject to any legal restrictions. Participants who are at least 50 years of age may make an additional contribution, subject to limitations stipulated by the Code. Participants may also contribute amounts representing eligible rollover distributions from other types of eligible retirement plans.

Participant Accounts

An individual account is maintained for each Plan participant. Each participant's account is credited with the participant's contribution, the Company's matching contribution and allocations of Plan earnings, and charged with participant withdrawals, allocations of Plan losses, and administrative fees, if applicable. Allocations are based on participant earnings or account balances, as defined in the Plan. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

Investments

Participants direct the investment of their contributions and the Company matching contributions made on their behalf into various investment options offered by the Plan. As of December 31, 2015, the Plan offers several open-end mutual funds, the WEX Inc. Common Stock Fund and three common collective trust funds as investment options for participants.

WEX Inc.
Employee Savings Plan
Notes to Financial Statements

One of the common collective trust funds, the Wells Fargo Stable Return Fund (the “Stable Value Fund”), is intended to guarantee a certain return to participants who choose it as an investment option. The Stable Value Fund has a variety of conditions that the Plan must adhere to in order to guarantee contract value. The following events may limit the ability of the Stable Value Fund to transact at contract value:

• A failure of the Plan or its trust to qualify for exemption from federal income taxes or any required prohibited transaction exemption under ERISA.

• Any communication given to Plan participants designed to influence a participant not to invest in the Stable Value Fund or to transfer assets out of the Stable Value Fund.

• Any transfer of assets from the Stable Value Fund directly into a competing investment option.

• The establishment of a defined contribution plan that competes with the Plan for employee contributions.

• Complete or partial termination of the Plan or its merger with another plan.

Plan management believes that as of December 31, 2015, the 2014 merger of the Evolution1 Plan into the Plan did not cause the Stable Value Fund to transact at less than contract value, and (2) that the occurrence of other events that would cause the Stable Value Fund to transact at less than contract value is not probable.

The Stable Value Fund invests in assets, which are typically fixed income securities or bond funds, and enters into “wrapper” contracts issued by third parties. A wrapper contract is an agreement by another party, such as a bank or insurance company, to make payments to the Stable Value Fund in certain circumstances in order to maintain the contract value of the fund. The performance of the other party is not guaranteed, but it is dependent on the absence of certain events occurring.

Vesting

Participants have full and immediate vesting rights in their contributions and Company matching contributions, investment earnings and other amounts allocated to their accounts at all times.

Notes Receivable from Participants

Participants may borrow against their Plan accounts up to a maximum of \$50,000 or 50 percent of their account balances, whichever is less. The term of the loan may not exceed five years, unless for the purchase of a principal residence, in which case the term of the loan may not exceed fifteen years. The interest rate for a loan requested in any month will be equal to the prime rate as listed on the last business day of the preceding month in the Wall Street Journal plus 1 percent. Principal and interest are paid ratably through payroll deductions. If a participant’s employment terminates for any reason, the loan will become immediately due and payable and must be paid by the end of the calendar quarter following the calendar quarter in which the date of termination occurs. The interest rates on loans outstanding at December 31, 2015, range from 4.25 percent to 6.00 percent.

Benefit Payments

Participants are eligible to receive benefit payments upon termination, retirement or death equal to the vested balance of the participant’s account. If the participant’s fund balance is at least \$5,000, the participant may elect either, to (i) receive a lump sum distribution of the participant’s account balance; (ii) receive payment in installments over a period permissible under the Code; or (iii) leave the funds in the Plan for later distribution. Distributions from all investment options are made in cash. Participants may elect that distribution of any portion of their account which is invested in the WEX Inc. Common Stock Fund be made, in whole or in part, in whole shares of common stock of the Company. The Plan also provides for in-service withdrawals for active employees under certain circumstances. In addition, hardship withdrawals are permitted in accordance with the Code regulations.

2. SIGNIFICANT ACCOUNTING POLICIES

Basis of Accounting

The accompanying financial statements have been prepared in accordance with accounting principles generally accepted in the United States of America (“GAAP”).

WEX Inc.
Employee Savings Plan
Notes to Financial Statements

Use of Estimates

The preparation of financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the reported amounts of assets, liabilities, and changes therein and disclosure of contingent assets and liabilities. Actual results could differ from those estimates.

Risks and Uncertainties

The Plan holds various investment securities, including mutual funds, common stock and common collective trusts. Investment securities, in general, are exposed to various risks, such as interest rate risk, credit risk, and overall market volatility. Due to the level of risk associated with certain investment securities, it is reasonably possible that changes in the values of investment securities will occur in the near term and those changes could materially affect the amounts reported in the financial statements.

Investment Valuation and Income Recognition

The Plan's investments are stated at fair value. The Stable Value Fund is stated at fair value and then adjusted to contract value as described below. Fair value of the Stable Value Fund is the reported net asset value per share as a practical expedient, and contract value is principal plus accrued interest (see Note 3).

Participants may ordinarily direct the withdrawal or transfer of all or a portion of their investment at contract value. Contract value represents contributions made to the fund, plus credited earnings, less participant withdrawals.

In accordance with GAAP, the Stable Value Fund is included at fair value in participant-directed investments in the statements of net assets available for benefits and an additional line item is presented representing the adjustment from fair value to contract value. The statement of changes in net assets available for benefits is presented on a contract value basis.

The Stable Value Fund also imposes certain restrictions on the Plan, and the Stable Value Fund itself may be subject to circumstances that impact its ability to transact at contract value, as described above. The Stable Value Fund invests principally in investment contracts, including traditional guaranteed investment contracts and security-backed contracts issued by insurance companies and other financial institutions.

Purchases and sales of investments are recorded on a trade-date basis. Interest income is recorded on an accrual basis. Dividend income is recorded on the ex-dividend date. Net appreciation includes the Plan's gain and losses on investments bought and sold as well as held during the year.

Management fees and operating expenses related to investments in the mutual funds and common collective trust funds are charged directly to the mutual funds and common collective trust and deducted from income earned on a daily basis by such investments and are not separately reported in the accompanying financial statements.

Notes Receivable from Participants

Notes receivable from participants are measured at their unpaid principal balance plus any accrued but unpaid interest. Delinquent participant loans are recorded as distributions based on the terms of the Plan document. There were no significant distributions in the current year.

Payment of Benefits

Benefit payments to participants are recorded upon distribution. There were no amounts allocated to accounts of persons who have elected to withdraw from the Plan, but have not yet been paid at December 31, 2015, and 2014.

Recently Issued Accounting Standards

In July 2015, the FASB issued Accounting Standards Update No. 2015-12, Plan Accounting: Defined Benefit Pension Plans (Topic 960), Defined Contribution Pension Plans (Topic 962), Health and Welfare Benefit Plans (Topic 965): (Part I) Fully Benefit-Responsive Investment Contracts, (Part II) Plan Investment Disclosures, (Part III) Measurement Date Practical Expedient ("ASU 2015-12"). ASU 2015-12 Part I designates contract value as the only required measure for fully benefit-

WEX Inc.
Employee Savings Plan
Notes to Financial Statements

responsive investment contracts and provides certain disclosures. ASU 2015-12 Part II simplifies the investment disclosure requirements under existing GAAP, including eliminating the disclosure of (1) individual investments that represent five percent or more of net assets available for benefits and (2) the net appreciation or depreciation for investments by general type. ASU 2015-12 Part III does not apply to the Plan. The amendments in ASU 2015-12 applicable to the Plan are effective retrospectively for the fiscal year beginning after December 15, 2015 with early adoption permitted. Management is currently evaluating the impact of the pending adoption of ASU 2015-12 on the Plan's financial statements.

In May 2015, the Financial Accounting Standards Board issued Accounting Standards Update 2015-07, Disclosures for Investments in Certain Entities That Calculate Net Asset Value per Share, which removes the requirement to include investments in the fair value hierarchy for which fair value is measured using the net asset value per share practical expedient. The standards update is effective for fiscal years beginning after December 15, 2015, with early adoption permitted. Retrospective application is required upon adoption. Management is currently evaluating the impact of the adoption of this new accounting standards update on the Plan's financial statements.

3. FAIR VALUE

The Plan classifies its investments into Level 1, which refers to securities valued using quoted prices from active markets for identical assets; Level 2, which refers to securities not traded on an active market but for which other observable market inputs are readily available; and Level 3, which refers to securities valued based on significant unobservable inputs. Assets are classified in their entirety based on the lowest level of input that is significant to the fair value measurement.

The following tables set forth by level within the fair value hierarchy a summary of the Plan's investments measured at fair value on a recurring basis at December 31, 2015 and 2014.

	Total December 31, 2015	Fair Value Measurements at December 31, 2015 Using		
		Active Markets for Identical Assets (Level 1)	Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
Assets:				
WEX Inc. Common Stock Fund	\$ 1,930,320	\$ 1,930,320	\$	—