

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 \*  
Smith Melissa D

(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  
 Officer (give title below)  Other (specify below)

CEO and President, WEX Inc.

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount or Price		
Common Stock	03/15/2017		M		28,672 A \$ 0	78,582	D
Common Stock	03/15/2017		F(1)		13,462 D \$ 105.2	65,120	D
Common Stock	03/15/2017		M		3,101 A \$ 0	68,221	D
Common Stock	03/15/2017		F(1)		1,456 D \$ 105.2	66,765	D
Common Stock	03/15/2017		M		1,814 A \$ 0	68,579	D

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Common Stock	03/15/2017	F <sup>(1)</sup>	842	D	\$ 105.2	67,737	D
Common Stock	03/15/2017	M	854	A	\$ 0	68,591	D
Common Stock	03/15/2017	F <sup>(1)</sup>	401	D	\$ 105.2	68,190	D
Common Stock	03/15/2017	M	1,634	A	\$ 0	69,824	D
Common Stock	03/15/2017	F <sup>(1)</sup>	768	D	\$ 105.2	69,056	D
Common Stock	03/15/2017	M	2,497	A	\$ 0	71,553	D
Common Stock	03/15/2017	F <sup>(1)</sup>	1,173	D	\$ 105.2	70,380	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. Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Units	\$ 0	03/15/2017		M	28,672	(2) (2)	(2) (2)	Common Stock	28,672
Restricted Stock Unit	\$ 0	03/15/2017		M	3,101	(2) (2)	(2) (2)	Common Stock	3,101
Restricted Stock Units	\$ 0	03/15/2017		M	1,814	(2) (2)	(2) (2)	Common Stock	1,814
Restricted Stock Units	\$ 0	03/15/2017		M	854	(2) (2)	(2) (2)	Common Stock	854

Restricted Stock Units	\$ 0	03/15/2017	M	1,634	<u>(2)</u>	<u>(2)</u>	Common Stock	1,634
Restricted Stock Units	\$ 0	03/15/2017	M	2,497	<u>(2)</u>	<u>(2)</u>	Common Stock	2,497

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Smith Melissa D C/O WEX INC. 97 DARLING AVENUE SOUTH PORTLAND, ME 04106	X		CEO and President, WEX Inc.	

## Signatures

/s/ Gregory Wiessner, as attorney-in-fact for Melissa D. Smith

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 ("RSUs") 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. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.