

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 \*  
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)  
03/15/2016

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)  
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 Ownership (Instr. 4)
			Code	V Amount (A) or (D) Price			
Common Stock	03/15/2016		M	940 A \$ 0	44,109	D	
Common Stock	03/15/2016		F(1)	305 D \$ 78.32	43,804	D	
Common Stock	03/15/2016		M	1,296 A \$ 0	45,100	D	
Common Stock	03/15/2016		F(1)	420 D \$ 78.32	44,680	D	
Common Stock	03/15/2016		M	1,809 A \$ 0	46,489	D	

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Common Stock	03/15/2016	F <sup>(1)</sup>	586	D	\$ 78.32	45,903	D
Common Stock	03/15/2016	M	3,091	A	\$ 0	48,994	D
Common Stock	03/15/2016	F <sup>(1)</sup>	1,000	D	\$ 78.32	47,994	D
Common Stock	03/15/2016	M	2,497	A	\$ 0	50,491	D
Common Stock	03/15/2016	F <sup>(1)</sup>	1,158	D	\$ 78.32	49,333	D
Common Stock	03/15/2016	M	854	A	\$ 0	50,187	D
Common Stock	03/15/2016	F <sup>(1)</sup>	277	D	\$ 78.32	49,910	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)	Amount or Number of Shares
					V	(A) (D)	Date Exercisable	Expiration Date		
Stock Option (right to buy)	\$ 77.2	03/15/2016		A		24,168	(2)	03/15/2026	Common Stock	24,168
Restricted Stock Units	\$ 0	03/15/2016		A		4,909	(3)	(3)	Common Stock	4,909
Restricted Stock Units	\$ 0	03/15/2016		M		940	(4)	(4)	Common Stock	940
Restricted Stock Unit	\$ 0	03/15/2016		M		1,296	(4)	(4)	Common Stock	1,296

Restricted Stock Units	\$ 0	03/15/2016	M	1,809	<u>(4)</u>	<u>(4)</u>	Common Stock	1,809
Restricted Stock Unit	\$ 0	03/15/2016	M	3,091	<u>(4)</u>	<u>(4)</u>	Common Stock	3,091
Restricted Stock Units	\$ 0	03/15/2016	M	2,497	<u>(4)</u>	<u>(4)</u>	Common Stock	2,497
Restricted Stock Units	\$ 0	03/15/2016	M	854	<u>(4)</u>	<u>(4)</u>	Common Stock	854

## 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 03/17/2016

\_\_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. 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.