

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 \*  
Hogan George W

(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  
\_X\_ Officer (give title below) \_\_\_ Other (specify below)

SVP, International

6. Individual or Joint/Group Filing(Check Applicable Line)  
\_X\_ 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	03/15/2017		M	9,122 A \$ 0	21,946	D	
Common Stock	03/15/2017		F(1)	3,355 D \$ 105.2	18,591	D	
Common Stock	03/15/2017		M	472 A \$ 0	19,063	D	
Common Stock	03/15/2017		F(1)	153 D \$ 105.2	18,910	D	
Common Stock	03/15/2017		M	807 A \$ 0	19,717	D	

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Common Stock	03/15/2017	F <sup>(1)</sup>	379	D	\$ 105.2	19,338	D	
Common Stock	03/15/2017	M	492	A	\$ 0	19,830	D	
Common Stock	03/15/2017	F <sup>(1)</sup>	231	D	\$ 105.2	19,599	D	
Common Stock	03/15/2017	M	539	A	\$ 0	20,138	D	
Common Stock	03/15/2017	F <sup>(1)</sup>	175	D	\$ 105.2	19,963	D	
Common Stock	03/15/2017	M	225	A	\$ 0	20,188	D	
Common Stock	03/15/2017	F <sup>(1)</sup>	73	D	\$ 105.2	20,115	D	
Common Stock						189	I	By 401(k) Plan

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)	8. Price or Value of Underlying Securities (Instr. 3 and 4)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Units	\$ 0	03/15/2017		M	9,122	(2)	(2)	Common Stock	9,122
Restricted Stock Units	\$ 0	03/15/2017		M	472	(2)	(2)	Common Stock	472
	\$ 0	03/15/2017		M	807	(2)	(2)		807

Restricted Stock Unit								Common Stock	
Restricted Stock Units	\$ 0	03/15/2017	M	492	(2)	(2)		Common Stock	492
Restricted Stock Units	\$ 0	03/15/2017	M	539	(2)	(2)		Common Stock	539
Restricted Stock Units	\$ 0	03/15/2017	M	225	(2)	(2)		Common Stock	225

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Hogan George W C/O WEX INC. 97 DARLING AVENUE SOUTH PORTLAND, ME 04106			SVP, International	

## Signatures

/s/ Gregory Wiessner, as attorney-in-fact for George Hogan 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 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.

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