

Morris Nicola S
Form 4
March 19, 2019

FORM 4

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

OMB APPROVAL

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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)
03/15/2019

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)
Chief Corp Development Officer

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 | (A) or (D) | Price | | |
| Common Stock | 03/15/2019 | | M | | 541 | A | \$ 0 | 11,848 | D |
| Common Stock | 03/15/2019 | | F(1) | | 175 | D | \$ 180.06 | 11,673 | D |
| Common Stock | 03/15/2019 | | M | | 315 | A | \$ 0 | 11,988 | D |
| Common Stock | 03/15/2019 | | F(1) | | 91 | D | \$ 180.06 | 11,897 | D |
| Common Stock | 03/15/2019 | | M | | 4,662 | A | \$ 0 | 16,559 | D |

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| | | | | | | | |
|--------------|------------|--------------|-------|---|-----------------------------|--------|---|
| Common Stock | 03/15/2019 | <u>F</u> (1) | 1,369 | D | \$ 180.06 | 15,190 | D |
| Common Stock | 03/15/2019 | <u>S</u> (2) | 992 | D | \$ 184.045 <u>(3)</u> | 14,198 | 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 (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. Pr Deriv Secur (Instr. | |
|--|--|--------------------------------------|--|--------------------------------|--|--|---|---------------------------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Restricted Stock Unit | \$ 0 | 03/15/2019 | | M | 541 | <u>(4)</u> | <u>(4)</u> | Common Stock | 541 |
| Restricted Stock Unit | \$ 0 | 03/15/2019 | | M | 315 | <u>(4)</u> | <u>(4)</u> | Common Stock | 315 |
| Restricted Stock Units | \$ 0 | 03/15/2019 | | M | 4,662 | <u>(4)</u> | <u>(4)</u> | Common Stock | 4,662 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|--------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Morris Nicola S C/O WEX INC. 97 DARLING AVENUE SOUTH PORTLAND, ME 04106 | | | Chief Corp Development Officer | |

Signatures

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

03/19/2019

__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 Restricted Stock Units ("RSUs") on March 15, 2019.
- (2) These securities were sold pursuant to a Rule 10b5-1 trading plan that was adopted on August 28, 2018.

The price listed is a weighted average price for all shares sold. All shares were sold for between \$183.88 and \$184.31. Upon request, the

- (3) reporting person will provide the Securities and Exchange Commission, WEX Inc. or any security holder of WEX Inc. with full information regarding the number of shares sold at each separate purchase price.

- (4) Restricted Stock Units vested on March 15, 2019 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.