

WEX Inc.
Form 4
March 17, 2017

FORM 4

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

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

OMB APPROVAL

OMB
Number: 3235-0287
Expires: January 31,
2005
Estimated average
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(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)
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	<u>F</u> (1)	842	D	\$ 105.2	67,737	D
Common Stock	03/15/2017	M	854	A	\$ 0	68,591	D
Common Stock	03/15/2017	<u>F</u> (1)	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	<u>F</u> (1)	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	<u>F</u> (1)	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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SEC 1474
(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. Title and Amount 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	28,672	(2) (2)	Common Stock	28,672
Restricted Stock Unit	\$ 0	03/15/2017		M	3,101	(2) (2)	Common Stock	3,101
Restricted Stock Units	\$ 0	03/15/2017		M	1,814	(2) (2)	Common Stock	1,814
Restricted Stock Units	\$ 0	03/15/2017		M	854	(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.