

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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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)
03/15/2016

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)
SVP, Corporate Development

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		742 A \$ 0	2,025	D
Common Stock	03/15/2016		F(1)		241 D \$ 78.32	1,784	D
Common Stock	03/15/2016		M		1,157 A \$ 0	2,941	D
Common Stock	03/15/2016		F(1)		373 D \$ 78.32	2,568	D
Common Stock	03/15/2016		M		613 A \$ 0	3,181	D

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Common Stock 03/15/2016 F⁽¹⁾ 200 D \$ 78.32 2,981 D

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)	Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	
Stock Option (right to buy)	\$ 77.2	03/15/2016		A	4,782	(2) 03/15/2026	Common Stock	4,782	
Restricted Stock Units	\$ 0	03/15/2016		A	1,619	(3) (3)	Common Stock	1,619	
Restricted Stock Unit	\$ 0	03/15/2016		M	742	(4) (4)	Common Stock	742	
Restricted Stock Units	\$ 0	03/15/2016		M	1,157	(4) (4)	Common Stock	1,157	
Restricted Stock Units	\$ 0	03/15/2016		M	613	(4) (4)	Common Stock	613	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Morris Nicola S C/O WEX INC. 97 DARLING AVENUE			SVP, Corporate Development	

SOUTH PORTLAND, ME 04106

Signatures

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

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.
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