

Wright Express CORP  
Form 8-K  
May 22, 2008

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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549  
FORM 8-K  
CURRENT REPORT**

**Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934  
Date of Report (Date of earliest event reported)      May 16, 2008 (May 16, 2008)**

**WRIGHT EXPRESS CORPORATION**

(Exact name of registrant as specified in its charter)

|  |                          |                                   |
|--|--------------------------|-----------------------------------|
| <b>Delaware</b>                                    | <b>001-32426</b>         | <b>01-0526993</b>                 |
| (State or other jurisdiction of incorporation)     | (Commission File Number) | (IRS Employer Identification No.) |
| <b>97 Darling Avenue, South Portland, ME</b>       |                          | <b>04106</b>                      |
| Address of principal executive offices             |                          | Zip Code                          |
| Registrant's telephone number, including area code |                          | <b>(207) 773-8171</b>             |

(Former name or former address if changes since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Item 5.03. Amendments to Articles of Incorporation or Bylaws; Changes in Fiscal Year

Item 9.01. Financial Statements and Exhibits

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Ex-3.1 Amended and Restated Bylaws of Wright Express Corporation

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**Item 5.03. Amendments to Articles of Incorporation or Bylaws; Changes in Fiscal Year.**

On May 16, 2008, the Board of Directors of Wright Express Corporation (the Board, and the Company, respectively) approved an amended and restated version of the Company's By-Laws (the Amended By-Laws) effective immediately. The amendments to the By-Laws create the positions of Vice Chairman of the Board and Executive Vice President and establish the obligations and responsibilities granted to each position.

A copy of the Amended By-Laws are attached as Exhibit 3.1 and incorporated into this Item 5.03.

**Item 9.01. Financial Statements and Exhibits.**

(d) Exhibits.

| <b>Exhibit No.</b> | <b>Description</b>  |
|--------------------|---|
| 3.1                | Amended and Restated Bylaws of Wright Express Corporation |

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**SIGNATURE**

Pursuant to the requirements of the Securities Exchange Act of 1934 the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

**WRIGHT EXPRESS CORPORATION**

Date: May 22, 2008

By: /s/ Hilary A. Rapkin  
Hilary A. Rapkin  
*Senior Vice President, General Counsel*  
*and*  
*Corporate Secretary*

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|--------------------|---|
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