

WEX Inc.
Form 4
May 03, 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 *
Phillips Scott Robert

(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)
05/02/2017

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)
SVP and GM, EFS

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	05/02/2017			S	2,074 D 99.87 (1)	I	By GRAT
Common Stock	05/02/2017			S	8,994 D 99.91 (3)	I	By Trust
Common Stock	05/02/2017			S	8,993 D 99.91 (5)	I	By Trust
Common Stock	05/02/2017			S	2,074 D \$ 99.86 (8)	I	By GRAT

(7)

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 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 of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 6)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Phillips Scott Robert C/O WEX INC. 97 DARLING AVENUE SOUTH PORTLAND, ME 04106			SVP and GM, EFS	

Signatures

/s/ Gregory Wiessner, as attorney-in-fact for Scott Phillips
05/03/2017

__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).
- The price listed is a weighted average price for all shares sold. All shares were sold for between \$99.14 and \$101.57. Upon request, the
- (1) 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.
 - (2) These shares are held in a grantor retained annuity trust for the benefit of the reporting person. The reporting person disclaims beneficial ownership of the shares except to the extent of his pecuniary interest in the reported shares.

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- The price listed is a weighted average price for all shares sold. All shares were sold for between \$99.04 and \$101.77. 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) These shares are held in a trust for the benefit of the reporting person. The reporting person disclaims beneficial ownership of the shares except to the extent of his pecuniary interest in the reported shares.
- The price listed is a weighted average price for all shares sold. All shares were sold for between \$99.09 and \$101.76. Upon request, the
- (5) 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.
- (6) These shares are held in a trust for the benefit of the reporting person's spouse. The reporting person disclaims beneficial ownership of the shares except to the extent of his pecuniary interest in the reported shares.
- The price listed is a weighted average price for all shares sold. All shares were sold for between \$99.11 and \$101.61. Upon request, the
- (7) 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.
- (8) These shares are held in a grantor retained annuity trust for the benefit of the reporting person's spouse. The reporting person disclaims beneficial ownership of the shares except to the extent of his pecuniary interest in the reported shares.

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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