

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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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 \*  
Rapkin Hilary A

(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  
\_X\_ Officer (give title below) \_\_\_ Other (specify below)  
SVP, Gen. Counsel & Corp. Sec.

6. Individual or Joint/Group Filing(Check Applicable Line)  
\_X\_ 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)	(A) or (D)	5. Amount or Price	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)
Common Stock	03/15/2016		M	664	A	\$ 0	9,244	D	
Common Stock	03/15/2016		F(1)	216	D	\$ 78.32	9,028	D	
Common Stock	03/15/2016		M	470	A	\$ 0	9,498	D	
Common Stock	03/15/2016		F(1)	153	D	\$ 78.32	9,345	D	
Common Stock	03/15/2016		M	385	A	\$ 0	9,730	D	

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Common Stock	03/15/2016	F <sup>(1)</sup>	125	D	\$ 78.32	9,605	D
Common Stock	03/15/2016	M	803	A	\$ 0	10,408	D
Common Stock	03/15/2016	F <sup>(1)</sup>	260	D	\$ 78.32	10,148	D
Common Stock	03/15/2016	M	531	A	\$ 0	10,679	D
Common Stock	03/15/2016	F <sup>(1)</sup>	172	D	\$ 78.32	10,507	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 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	Amount or Number of Shares
Stock Option (right to buy)	\$ 77.2	03/15/2016		A		<u>(2)</u>	03/15/2026	Common Stock	3,060
Restricted Stock Units	\$ 0	03/15/2016		A		<u>(3)</u>	<u>(3)</u>	Common Stock	1,036
Restricted Stock Units	\$ 0	03/15/2016		M		<u>(4)</u>	<u>(4)</u>	Common Stock	664
Restricted Stock Units	\$ 0	03/15/2016		M		<u>(4)</u>	<u>(4)</u>	Common Stock	470
Restricted Stock Units	\$ 0	03/15/2016		M		<u>(4)</u>	<u>(4)</u>	Common Stock	385

Stock Units								Stock	
Restricted Stock Unit	\$ 0	03/15/2016	M	803	(4)	(4)		Common Stock	803
Restricted Stock Unit	\$ 0	03/15/2016	M	531	(4)	(4)		Common Stock	531

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Rapkin Hilary A C/O WEX INC. 97 DARLING AVENUE SOUTH PORTLAND, ME 04106			SVP, Gen. Counsel & Corp. Sec.	

## Signatures

/s/ Gregory Wiessner, as attorney-in-fact for Hilary A. Rapkin  
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. 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.