

WEX Inc.
Form 4
May 03, 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
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(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
____X____ Officer (give title ____ Other (specify
below) below)

SVP and GM, EFS

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)	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)		
			Code	V	Amount	(A) or (D)	Price		
Common Stock	05/02/2017		S		2,074	D	\$ 99.87 ⁽¹⁾	4,149 ⁽²⁾	I By GRAT
Common Stock	05/02/2017		S		8,994	D	\$ 99.91 ⁽³⁾	17,986 ⁽⁴⁾	I By Trust
Common Stock	05/02/2017		S		8,993	D	\$ 99.91 ⁽⁵⁾	17,987 ⁽⁶⁾	I By Trust
Common Stock	05/02/2017		S		2,074	D	\$ 99.86	4,149 ⁽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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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. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following the 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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