

Landy Joseph P.
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 *
Mustang HoldCo II LLC

(Last) (First) (Middle)

C/O WARBURG PINCUS LLC, 450 LEXINGTON AVENUE

(Street)

NEW YORK, NY 10017

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
WEX Inc. [WEX]

3. Date of Earliest Transaction
(Month/Day/Year)
05/01/2017

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)

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock, \$0.01 par value per share ("Common Stock")	05/01/2017		S		1,283,603	D	\$ 101.5
						(1)	
						(2)	
						(3)	
						(4)	
						(5)	
						(6)	
						(7)	
						D (1) (2)	
						(3) (4) (5)	
						(6) (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)

displays a currently valid OMB control number.

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 (Instr. 5)
				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
Mustang HoldCo II LLC C/O WARBURG PINCUS LLC 450 LEXINGTON AVENUE NEW YORK, NY 10017		X		
WARBURG PINCUS PRIVATE EQUITY (LEXINGTON) XI-A, L.P. C/O WARBURG PINCUS LLC 450 LEXINGTON AVENUE NEW YORK, NY 10017		X		
WP (LEXINGTON) HOLDINGS II, L.P. C/O WARBURG PINCUS LLC 450 LEXINGTON AVENUE NEW YORK, NY 10017		X		
WARBURG PINCUS XI (LEXINGTON) PARTNERS-A, L.P. C/O WARBURG PINCUS LLC 450 LEXINGTON AVENUE NEW YORK, NY 10017		X		
WARBURG PINCUS XI (E&P) PARTNERS-B, L.P. C/O WARBURG PINCUS LLC 450 LEXINGTON AVENUE NEW YORK, NY 10017		X		
WP MUSTANG CO-INVEST LLC C/O WARBURG PINCUS LLC		X		

450 LEXINGTON AVENUE
NEW YORK, NY 10017

WP MUSTANG CO-INVEST-B L.P.
C/O WARBURG PINCUS LLC
450 LEXINGTON AVENUE
NEW YORK, NY 10017

X

WP MUSTANG CO-INVEST-C L.P.
C/O WARBURG PINCUS LLC
450 LEXINGTON AVENUE
NEW YORK, NY 10017

X

KAYE CHARLES R
C/O WARBURG PINCUS LLC
450 LEXINGTON AVENUE
NEW YORK, NY 10017

X

Landy Joseph P.
C/O WARBURG PINCUS LLC
450 LEXINGTON AVENUE
NEW YORK, NY 10017

X

Signatures

MUSTANG HOLDCO II /s/ James Neary, President

05/03/2017

__Signature of Reporting Person

Date

WP XI LEXINGTON-A By: WP E&P XI GP, its general partner ("GP"), By: WP E&P XI LLC, its GP, By: WPP E&P XI, its sole member, By: WP Partners II US, its managing member, By: WP & Company US, its GP, By: /s/ Robert B. Knauss, Authorized Signatory

05/03/2017

__Signature of Reporting Person

Date

WP LEXINGTON II By: WP E&P XI GP, its GP, By: WP E&P XI LLC, its GP, By: WPP E&P XI, its sole member, By: WP Partners II US, its managing member, By: WP & Company US, its GP, By: /s/ Robert B. Knauss, Authorized Signatory

05/03/2017

__Signature of Reporting Person

Date

WP XI LEXINGTON PARTNERS-A By: WP E&P XI GP, its GP, By: WP E&P XI LLC, its GP, By: WPP E&P XI, its sole member, By: WP Partners II US, its managing member, By: WP & Company US, its GP, By: /s/ Robert B. Knauss, Authorized Signatory

05/03/2017

__Signature of Reporting Person

Date

WP XI E&P PARTNERS-B By: WP E&P XI GP, its GP, By: WP E&P XI LLC, its GP, By: WPP E&P XI, its sole member, By: WP Partners II US, its managing member, By: WP & Company US, its GP, By: /s/ Robert B. Knauss, Authorized Signatory

05/03/2017

__Signature of Reporting Person

Date

WP CO-INVEST LLC By: WP E&P XI GP, its managing member, By: WP E&P XI LLC, its GP, By: WPP E&P XI, its sole member, By: WP Partners II US, its managing member, By: WP & Company US, its GP, By: /s/ Robert B. Knauss, Authorized Signatory

05/03/2017

__Signature of Reporting Person

Date

WP CO-INVEST-B By: WP Bermuda XI, its GP, By /s/ Robert B. Knauss, Authorised

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filed with the U.S. Securities and Exchange Commission (the "SEC") on July 15, 2016 (the "Form 3") included 160,862 shares of Common Stock of the Issuer beneficially owned by third parties (the "Other Holders"). The Form 3 Filing Persons had no pecuniary interest in such shares beneficially owned by the Other Holders and disclaimed beneficial ownership of such shares on the Form 3. Such shares are now directly held by the Other Holders, and neither the Form 3 Filing Persons nor Mustang Holdco II, either directly or indirectly, holds such shares as of the transaction referenced in note (1) above.

Remarks:

(A) Solely for purposes of Section 16 of the Exchange Act, each of the Warburg Pincus Reporting Persons may be deemed dir

*The Powers of Attorney given by each of Mr. Kaye and Mr. Landy were previously filed with the SEC on July 11, 2016 (with

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