

WEX Inc.
Form 3
April 25, 2017

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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)

| | | | | | |
|---|---|--|---|---|---|
| <p>1. Name and Address of Reporting Person *</p> <p>Phillips Scott Robert</p> <p>(Last) (First) (Middle)</p> <p>C/O WEX INC., 97 DARLING AVENUE</p> <p>(Street)</p> <p>SOUTH PORTLAND, ME 04106</p> <p>(City) (State) (Zip)</p> | <p>2. Date of Event Requiring Statement</p> <p>(Month/Day/Year)</p> <p>04/15/2017</p> | <p>3. Issuer Name and Ticker or Trading Symbol</p> <p>WEX Inc. [WEX]</p> | <p>4. Relationship of Reporting Person(s) to Issuer</p> <p>(Check all applicable)</p> <p><input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below) SVP and GM, EFS</p> | <p>5. If Amendment, Date Original Filed(Month/Day/Year)</p> | <p>6. Individual or Joint/Group Filing(Check Applicable Line)</p> <p><input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person</p> |
|---|---|--|---|---|---|

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|------------------------------------|--|---|--|
| Common Stock | 26,980 | I | By Trust ⁽¹⁾ |
| Common Stock | 6,223 | I | By GRAT ⁽²⁾ |
| Common Stock | 26,980 | I | By Trust ⁽³⁾ |
| Common Stock | 6,223 | I | By GRAT ⁽⁴⁾ |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5) | 6. Nature of Indirect Beneficial Ownership (Instr. 5) | | |
|---|--|--|--|--|---|---|---|
| | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | | |
| Restricted Stock Units | Â (5) | Â (5) | Common Stock | 1,905 | \$ 0 | D | Â |
| Stock Option (right to buy) | Â (6) | Â (6) | Common Stock | 5,621 | \$ 104.95 | D | Â |

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 | Â | Â | Â SVP and GM, EFS | Â |

Signatures

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

04/25/2017

__Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 5(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) 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.
- (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.
- (3) 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.
- (4) 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.
- (5) RSUs vest with respect to one third of these units on 3/20/2018, 3/20/2019 and 3/20/2020.
- (6) This stock option will vest with respect to one third of these shares on each of 3/20/2018, 3/20/2019 and 3/20/2020.

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Remarks:

EXHIBIT LIST: EX-24 Power of Attorney S. Phillips

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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