

Morris Nicola S
Form 4
March 19, 2019

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

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(Print or Type Responses)

1. Name and Address of Reporting Person *
Morris Nicola S

(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)
03/15/2019

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)

Chief Corp Development Officer

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	03/15/2019		M		541	A	\$ 0	11,848	D
Common Stock	03/15/2019		F ⁽¹⁾		175	D	\$ 180.06	11,673	D
Common Stock	03/15/2019		M		315	A	\$ 0	11,988	D
Common Stock	03/15/2019		F ⁽¹⁾		91	D	\$ 180.06	11,897	D
Common Stock	03/15/2019		M		4,662	A	\$ 0	16,559	D

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Common Stock	03/15/2019	<u>F(1)</u>	1,369	D	\$ 180.06	15,190	D
Common Stock	03/15/2019	<u>S(2)</u>	992	D	\$ 184.045 <u>(3)</u>	14,198	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)		8. Price or Value of Underlying Securities (Instr. 3 and 4)		
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Restricted Stock Unit	\$ 0	03/15/2019		M		541		<u>(4)</u>	<u>(4)</u>	Common Stock	541	\$
Restricted Stock Unit	\$ 0	03/15/2019		M		315		<u>(4)</u>	<u>(4)</u>	Common Stock	315	\$
Restricted Stock Units	\$ 0	03/15/2019		M		4,662		<u>(4)</u>	<u>(4)</u>	Common Stock	4,662	\$

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Morris Nicola S C/O WEX INC. 97 DARLING AVENUE SOUTH PORTLAND, ME 04106			Chief Corp Development Officer	

Signatures

Gregory A. Wiessner as attorney-in-fact for Nicola
Morris

03/19/2019

__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 withholding in connection with the vesting of the Restricted Stock Units ("RSUs") on March 15, 2019.

(2) These securities were sold pursuant to a Rule 10b5-1 trading plan that was adopted on August 28, 2018.

The price listed is a weighted average price for all shares sold. All shares were sold for between \$183.88 and \$184.31. 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) Restricted Stock Units vested on March 15, 2019 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.

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