WEX Inc. Form 4 March 02, 2015

FORM 4

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

Check this box subject to

if no longer 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 * Smith Melissa D

(First) (Middle) (Last)

C/O WEX INC., 97 DARLING

AVENUE

(Street)

2. Issuer Name and Ticker or Trading

Symbol

WEX Inc. [WEX]

3. Date of Earliest Transaction (Month/Day/Year) 02/26/2015

4. If Amendment, Date Original Filed(Month/Day/Year)

OMB APPROVAL

OMB Number:

3235-0287

Expires:

January 31, 2005

Estimated average burden hours per

response...

0.5

5. Relationship of Reporting Person(s) to

Issuer

(Check all applicable)

_X__ Director 10% Owner X_ Officer (give title Other (specify

CEO and President, WEX Inc.

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

below)

SOUTH PORTLAND, ME 04106 (State)

1. Title of 2. Transaction Date 2A. Deemed Security

(City)

(Instr. 3)

(Month/Day/Year)

(Zip)

Execution Date, if (Month/Day/Year)

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 8)

(Instr. 3, 4 and 5)

Code V Amount (D) Price

(A)

5. Amount of Securities Beneficially Owned Following Reported

(Instr. 3 and 4)

Transaction(s)

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial Ownership (I) (Instr. 4)

(Instr. 4)

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

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

1. Title of Derivative Security

Conversion or Exercise

3. Transaction Date 3A. Deemed (Month/Day/Year)

Execution Date, if any

4. 5. Number Transaction of Derivative Expiration Date Code Securities

6. Date Exercisable and (Month/Day/Year)

7. Title and Amount of 8. Pr **Underlying Securities** (Instr. 3 and 4)

Deri

Secu

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| (Instr. 3) | Price of Derivative Security | | (Month/Day/Year) | (Instr. 8 | | Acquired (A) or Disposed (D) (Instr. 3, and 5) | d of | | | | | (Ins |
|--------------------------|------------------------------------|------------|------------------|-----------|---|---|------|---------------------|--------------------|-----------------|--|------|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | |
| Restricted Stock Unit | \$ 0 | 02/26/2015 | | A | | 9,285 | | (2) | (2) | Common Stock | 9,285 | |

Deletionship

Reporting Owners

| Reporting Owner Name / Address | returousinps | | | | | | |
|--------------------------------|--------------|-----------|---------|-------|--|--|--|
| | Director | 10% Owner | Officer | Other | | | |

Smith Melissa D
C/O WEX INC.
97 DARLING AVENUE
SOUTH PORTLAND, ME 04106

CEO and President, WEX Inc.

Signatures

/s/ Gregory Wiessner, as attorney-in-fact for Melissa D.
Smith 03/02/2015

**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 Compensation Committee of the Company's Board of Directors certified that the performance criteria established in connection with
- (1) this grant had been met as of February 26, 2015. As a result of achieving the performance criteria, the reporting person's right to these units was established.
- (2) RSUs vest with respect to one third of these units on each of 3/15/2015, 3/15/2016 and 3/15/2017.

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.

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