

Dearborn Joel Alan JR
 Form 3
 December 11, 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)

| | | | | |
|---|---------|--|---|---|
| 1. Name and Address of Reporting Person * | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| Dearborn Joel Alan JR | | (Month/Day/Year) | WEX Inc. [WEX] | |
| (Last) | (First) | (Middle) | 12/01/2017 | |
| C/O WEX INC., 97 DARLING AVENUE | | 4. Relationship of Reporting Person(s) to Issuer | | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| (Street) | | (Check all applicable) | | |
| SOUTH PORTLAND, ME 04106 | | <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below) President, Corporate Payments | | 6. Individual or Joint/Group Filing(Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person |
| (City) | (State) | (Zip) | | |

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 | 1,413 | D | |

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)

| 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) | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|--|--|---|--|--|---|
|--|--|---|--|--|---|

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| | Date Exercisable | Expiration Date | | Amount or Number of Shares | | or Indirect (I) (Instr. 5) | |
|-----------------------------|------------------|-----------------|--------------|----------------------------|-----------|----------------------------|---|
| Restricted Stock Unit | Â (1) | Â (1) | Common Stock | 1,457 | \$ 0 | D | Â |
| Restricted Stock Units | Â (2) | Â (2) | Common Stock | 1,272 | \$ 0 | D | Â |
| Restricted Stock Unit | Â (3) | Â (3) | Common Stock | 285 | \$ 0 | D | Â |
| Stock Option (right to buy) | Â (4) | Â (4) | Common Stock | 843 | \$ 104.95 | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Dearborn Joel Alan JR C/O WEX INC. 97 DARLING AVENUE SOUTH PORTLAND, ME 04106 | Â | Â | Â President, Corporate Payments | Â |

Signatures

/s/ Gregory Wiessner, as attorney-in-fact for Joel A.
Dearborn

12/11/2017

__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) Restricted stock units will vest on March 15, 2018.
- (2) Restricted stock units will vest with respect to one half of the underlying shares on each of September 15, 2018 and September 15, 2019.
- (3) Restricted stock units will vest with respect to one third of the underlying shares on each of March 20, 2018, March 20, 2019 and March 20, 2020.
- (4) This stock option will vest with respect to one third of these shares on each of March 20, 2018, March 20, 2019 and March 20, 2020.

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Remarks:

EXHIBIT LIST: EX-24 powerofattorneyjoel Dearborn, GRAPHIC graphicjoel Dearborn

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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