

Rapkin Hilary A
Form 4
March 19, 2018

FORM 4

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

OMB APPROVAL

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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 *
Rapkin Hilary A

(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)
03/15/2018

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)
Chief Legal Officer

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 | 03/15/2018 | | M | | 210 A \$ 0 | 12,934 | D |
| Common Stock | 03/15/2018 | | F(1) | | 62 D \$ 158.66 | 12,872 | D |
| Common Stock | 03/15/2018 | | M | | 345 A \$ 0 | 13,217 | D |
| Common Stock | 03/15/2018 | | F(1) | | 102 D \$ 158.66 | 13,115 | D |
| Common Stock | 03/15/2018 | | M | | 457 A \$ 0 | 13,572 | D |

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| | | | | | | | |
|--------------|------------|------------------|-------|---|-----------|--------|---|
| Common Stock | 03/15/2018 | F ⁽¹⁾ | 135 | D | \$ 158.66 | 13,437 | D |
| Common Stock | 03/15/2018 | M | 2,982 | A | \$ 0 | 16,419 | D |
| Common Stock | 03/15/2018 | F ⁽¹⁾ | 876 | D | \$ 158.66 | 15,543 | D |

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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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 (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) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|-------|--|------------------|---|----------------------------|
| | | | | | V | (A) | (D) | Date Exercisable | | |
| Restricted Stock Units | \$ 0 | 03/15/2018 | | M | | 210 | (2) | (2) | Common Stock | 210 |
| Restricted Stock Units | \$ 0 | 03/15/2018 | | M | | 345 | (2) | (2) | Common Stock | 345 |
| Restricted Stock Units | \$ 0 | 03/15/2018 | | M | | 457 | (2) | (2) | Common Stock | 457 |
| Restricted Stock Unit | \$ 0 | 03/15/2018 | | M | | 2,982 | (2) | (2) | Common Stock | 2,982 |
| Restricted Stock Unit | \$ 0 | 03/15/2018 | | A | | 663 | (3) | (3) | Common Stock | 663 |
| Stock Option (right to buy) | \$ 158.23 | 03/15/2018 | | A | | 2,048 | (4) | 03/15/2028 | Common Stock | 2,048 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Rapkin Hilary A C/O WEX INC. 97 DARLING AVENUE SOUTH PORTLAND, ME 04106 | | | Chief Legal Officer | |

Signatures

| | |
|---|---------------------|
| /s/ Gregory Wiessner, as attorney-in-fact for Hilary A. Rapkin | 03/19/2018 |
| <small>**Signature of Reporting Person</small> | <small>Date</small> |

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, 2018.
 - (2) Restricted Stock Units vested on March 15, 2018 and each RSU converted into one share of common stock.
 - (3) RSUs vest with respect to one third of these units on each of 3/15/2019, 3/15/2020 and 3/15/2021.
 - (4) This stock option will vest with respect to one third of these shares on each of 3/15/2019, 3/15/2020 and 3/15/2021.

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.