

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)

| | | | | |
|---|---------|---|--|---|
| 1. Name and Address of Reporting Person * | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| Â Cooper David G | | (Month/Day/Year) | WEX Inc. [WEX] | |
| (Last) | (First) | (Middle) | 04/15/2017 | |
| C/O WEX INC.,Â 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,Â MEÂ 04106 | | <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below) Chief Technology Officer | | 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) |
|------------------------------------|--|---|--|

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) or Indirect (I) | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
| | Date Exercisable Expiration Date | Title Amount or Number of Shares | | | |

(Instr. 5)

| | | | | | | | |
|-----------------------------|-------|-------|--------------|-------|-----------|---|---|
| Restricted Stock Units | Â (1) | Â (1) | Common Stock | 2,698 | \$ 0 | D | Â |
| Restricted Stock Unit | Â (2) | Â (2) | Common Stock | 714 | \$ 0 | D | Â |
| Stock Option (right to buy) | Â (3) | Â (3) | Common Stock | 2,107 | \$ 104.95 | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|----------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Cooper David G C/O WEX INC. 97 DARLING AVENUE SOUTH PORTLAND,Â MEÂ 04106 | Â | Â | Â Chief Technology Officer | Â |

Signatures

/s/ Gregory Wiessner, as attorney-in-fact for David Cooper
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) Restricted stock units will vest with respect to one third of the underlying shares on each of December 15, 2017, December 15, 2018 and December 15, 2019.
- (2) 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.
- (3) 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.

Â

Remarks:

EXHIBITÂ LIST:Â EX-24Â PowerÂ ofÂ AttorneyÂ D.Cooper

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.