Janosick Kenneth Form 4 March 19, 2018

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Check this box if no longer STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF subject to **SECURITIES** Section 16.

Form 4 or Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction

(Print or Type Responses)

1(b).

1. Name and Address of Reporting Person * Janosick Kenneth

Symbol

5. Relationship of Reporting Person(s) to

OMB APPROVAL

3235-0287

January 31,

2005

0.5

OMB

Number:

Expires:

response...

Estimated average

burden hours per

Issuer

(Last)

AVENUE

(City)

(First)

WEX Inc. [WEX]

3. Date of Earliest Transaction

2. Issuer Name and Ticker or Trading

(Month/Day/Year)

03/15/2018

C/O WEX INC., 97 DARLING

(Middle)

(7:n)

Director 10% Owner _X__ Officer (give title Other (specify below)

Chief Portfolio Risk Officer

(Check all applicable)

6. Individual or Joint/Group Filing(Check Applicable Line)

(Street)

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

X Form filed by One Reporting Person Form filed by More than One Reporting

Person

SOUTH PORTLAND, ME 04106

(State)

(City)	(State)	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. Transactic Code (Instr. 8)	4. Securi or(A) or Di (Instr. 3,	ispose	d of (D)	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)	
Common Stock	03/15/2018		M	226	A	\$ 0	14,043	D		
Common Stock	03/15/2018		F(1)	67	D	\$ 158.66	13,976	D		
Common Stock	03/15/2018		M	539	A	\$ 0	14,515	D		
Common Stock	03/15/2018		F(1)	159	D	\$ 158.66	14,356	D		
Common Stock	03/15/2018		M	493	A	\$ 0	14,849	D		

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Common Stock	03/15/2018	F(1)	219	D	\$ 158.66	14,630	D
Common Stock	03/15/2018	M	4,659	A	\$ 0	19,289	D
Common Stock	03/15/2018	F <u>(1)</u>	1,454	D	\$ 158.66	17,835	D

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 (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. Transactio Code (Instr. 8)	5. Number of iDerivative 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 o Underlying Securities (Instr. 3 and 4)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Units	\$ 0	03/15/2018		M		226	(2)	(2)	Common Stock	226
Restricted Stock Units	\$ 0	03/15/2018		M		539	(2)	(2)	Common Stock	539
Restricted Stock Units	\$ 0	03/15/2018		M		493	(2)	(2)	Common Stock	493
Restricted Stock Units	\$ 0	03/15/2018		M		4,659	(2)	(2)	Common Stock	4,659
Restricted Stock Unit	\$ 0	03/15/2018		A	568		(3)	<u>(3)</u>	Common Stock	568
Stock Option (right to buy)	\$ 158.23	03/15/2018		A	1,755		<u>(4)</u>	03/15/2028	Common Stock	1,755

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Janosick Kenneth C/O WEX INC. 97 DARLING AVENUE SOUTH PORTLAND, ME 04106

Chief Portfolio Risk Officer

Signatures

/s/ Gregory Wiessner, as attorney-in-fact for Kenneth Janosick

03/19/2018

**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, 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.

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