

WEX Inc.  
Form 4  
December 31, 2014

# 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 \*  
Dubyak Michael E

(Last) (First) (Middle)

C/O WEX INC., 97 DARLING AVENUE

(Street)

SOUTH PORTLAND, ME 04016

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
WEX Inc. [WEX]

3. Date of Earliest Transaction  
(Month/Day/Year)  
12/30/2014

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)

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 Ownership (Instr. 4) |                               |
|---------------------------------|--------------------------------------|--|--------------------------------|---|--------|--------|---|--|-----------------------------------|-------------------------------|
|                                 |                                      |  |                                | Code  | V      | Amount |   |  |                                   | (A) or (D)                    |
| Common Stock                    | 08/04/2014                           |  | G <sup>(1)</sup>               | V   | 1,400  | D      | \$ 0  | 59,509   | D                                 | Indirect Beneficial Ownership |
| Common Stock                    | 12/30/2014                           |  | G <sup>(2)</sup>               | V   | 354    | D      | \$ 0  | 59,155   | D                                 | Indirect Beneficial Ownership |
| Common Stock                    | 12/30/2014                           |  | M                              |   | 23,415 | A      | \$ 0  | 82,570   | D                                 | Indirect Beneficial Ownership |
| Common Stock                    | 12/30/2014                           |  | F <sup>(3)</sup>               |   | 10,994 | D      | \$ 100.71   | 71,576   | D                                 | Indirect Beneficial Ownership |
| Common Stock                    | 12/30/2014                           |  | M                              |   | 8,000  | A      | \$ 0  | 79,576   | D                                 | Indirect Beneficial Ownership |

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|              |            |                  |       |   |           |        |   |
|--------------|------------|------------------|-------|---|-----------|--------|---|
| Common Stock | 12/30/2014 | F <sup>(3)</sup> | 3,756 | D | \$ 100.71 | 75,820 | D |
| Common Stock | 12/30/2014 | M                | 5,798 | A | \$ 0      | 81,618 | D |
| Common Stock | 12/30/2014 | F <sup>(3)</sup> | 2,723 | D | \$ 100.71 | 78,895 | D |
| Common Stock | 12/30/2014 | M                | 5,980 | A | \$ 0      | 84,875 | D |
| Common Stock | 12/30/2014 | F <sup>(3)</sup> | 2,808 | D | \$ 100.71 | 82,067 | 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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(9-02)

**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) | 8. Amount or Number of Shares |                            |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|----------------------------|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable   | Expiration Date   | Title                         | Amount or Number of Shares |
| Restricted Stock Units                     | \$ 0   | 12/30/2014                           |  | M                              | 23,415  | (4) (4)  | (4) (4)   | Common Stock                  | 23,415                     |
| Restricted Stock Units                     | \$ 0   | 12/30/2014                           |  | M                              | 8,000   | (4) (4)  | (4) (4)   | Common Stock                  | 8,000                      |
| Restricted Stock Units                     | \$ 0   | 12/30/2014                           |  | M                              | 5,798   | (4) (4)  | (4) (4)   | Common Stock                  | 5,798                      |
| Restricted Stock Units                     | \$ 0   | 12/30/2014                           |  | M                              | 5,980   | (4) (4)  | (4) (4)   | Common Stock                  | 5,980                      |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |         |       |
|---|---------------|-----------|---------|-------|
|   | Director      | 10% Owner | Officer | Other |
| Dubyak Michael E<br>C/O WEX INC.<br>97 DARLING AVENUE<br>SOUTH PORTLAND, ME 04016 | X             |           |         |       |

## Signatures

|  |            |
|--|------------|
| /s/ Gregory Wiessner, as attorney-in-fact for Michael E.<br>Dubyak | 12/31/2014 |
| **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) On August 4, 2014, the reporting person gifted, without the receipt of any consideration, 1,400 shares of common stock.
- (2) On November 10, 2014, the reporting person gifted, without the receipt of any consideration, 354 shares of common stock.
- (3) The vesting of these restricted stock units was accelerated on December 30, 2014 this represents the tax withholding in connection with the vesting of the RSUs.
- (4) Restricted Stock Units vested in total on December 30, 2014.

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.