

Young Jeffrey Alan
Form 4
March 19, 2019

FORM 4

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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 *
Young Jeffrey Alan

(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)
03/15/2019

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)
President, Health

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)	(A) or (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)
			Code	V	Amount	Price		
Common Stock	03/15/2019		M		217	\$ 0	6,779	D
Common Stock	03/15/2019		F(1)		69	\$ 180.06	6,710	D
Common Stock	03/15/2019		M		252	\$ 0	6,962	D
Common Stock	03/15/2019		F(1)		67	\$ 180.06	6,895	D
Common Stock	03/15/2019		M		1,866	\$ 0	8,761	D

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Common Stock	03/15/2019	F ⁽¹⁾	488	D	\$ 180.06	8,273	D
Common Stock	03/15/2019	M	8,355	A	\$ 0	16,628	D
Common Stock	03/15/2019	F ⁽¹⁾	2,959	D	\$ 180.06	13,669	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. 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)			
Restricted Stock Units	\$ 0	03/15/2019		M		217	(2) (2)	Common Stock	217
Restricted Stock Unit	\$ 0	03/15/2019		M		252	(2) (2)	Common Stock	252
Restricted Stock Units	\$ 0	03/15/2019		M		1,866	(2) (2)	Common Stock	1,866
Restricted Stock Units	\$ 0	03/15/2019		A		8,355	(3) (3)	Common Stock	8,355
Restricted Stock Units	\$ 0	03/15/2019		M		8,355	(2) (2)	Common Stock	8,355

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Young Jeffrey Alan
C/O WEX INC.
97 DARLING AVENUE
SOUTH PORTLAND, ME 04106

President, Health

Signatures

Gregory Wiessner, as attorney-in-fact for Jeffrey A.
Young

03/19/2019

__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, 2019.
- (2) Restricted Stock Units vested on March 15, 2019 and each RSU converted into one share of common stock.

- This award was granted as a performance stock unit. The Compensation Committee of the Company's Board of Directors certified that
- (3) the performance criteria established in connection with this grant had been met as of March 15, 2019. As a result of achieving the performance criteria the award converted from a PSU to an RSU and the reporting person's right to these units was established.

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.