

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 *

Phillips Scott Robert

(Last) (First) (Middle)

C/O WEX INC., 97 DARLING AVENUE

(Street)

SOUTH PORTLAND, ME 04106

(City) (State) (Zip)

2. Date of Event Requiring Statement

(Month/Day/Year)

04/15/2017

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

4. Relationship of Reporting Person(s) to Issuer

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

(Check all applicable)

____ Director ____ 10% Owner
____X____ Officer ____ Other
(give title below) (specify below)
SVP and GM, EFS

6. Individual or Joint/Group Filing(Check Applicable Line)
____X____ Form filed by One Reporting Person
____ Form filed by More than One Reporting Person

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)

Common Stock	26,980	I	By Trust ⁽¹⁾
Common Stock	6,223	I	By GRAT ⁽²⁾
Common Stock	26,980	I	By Trust ⁽³⁾
Common Stock	6,223	I	By GRAT ⁽⁴⁾

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

SEC 1473 (7-02)

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.

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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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) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Restricted Stock Units	Â (5)	Â (5)	Common Stock	1,905	\$ 0	D	Â
Stock Option (right to buy)	Â (6)	Â (6)	Common Stock	5,621	\$ 104.95	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Phillips Scott Robert C/O WEX INC. 97 DARLING AVENUE SOUTH PORTLAND, ME 04106	Â Â Â SVP and GM, EFS Â

Signatures

/s/ Gregory Wiessner, as attorney-in-fact for Scott
Phillips

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) These shares are held in a trust for the benefit of the reporting person. The reporting person disclaims beneficial ownership of the shares except to the extent of his pecuniary interest in the reported shares.
- (2) These shares are held in a grantor retained annuity trust for the benefit of the reporting person. The reporting person disclaims beneficial ownership of the shares except to the extent of his pecuniary interest in the reported shares.
- (3) These shares are held in a trust for the benefit of the reporting person's spouse. The reporting person disclaims beneficial ownership of the shares except to the extent of his pecuniary interest in the reported shares.
- (4) These shares are held in a grantor retained annuity trust for the benefit of the reporting person's spouse. The reporting person disclaims beneficial ownership of the shares except to the extent of his pecuniary interest in the reported shares.
- (5) RSUs vest with respect to one third of these units on 3/20/2018, 3/20/2019 and 3/20/2020.
- (6) 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.

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Remarks:

EXHIBITÂ LIST:Â EX-24Â PowerÂ ofÂ AttorneyÂ S.Phillips

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.