

WARBURG PINCUS XI (LEXINGTON) PARTNERS-A, L.P.

Form 3

July 15, 2016

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIESFiled 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 *

Â Mustang HoldCo 1 LLC

(Last) (First) (Middle)

C/O WARBURG PINCUS
LLC,Â 450 LEXINGTON
AVENUE

(Street)

NEW YORK,Â NYÂ 10017

(City) (State) (Zip)

2. Date of Event Requiring
Statement

(Month/Day/Year)

07/05/2016

3. Issuer Name **and** Ticker or Trading Symbol
WEX Inc. [WEX]4. Relationship of Reporting
Person(s) to Issuer5. If Amendment, Date Original
Filed(Month/Day/Year)

(Check all applicable)

☒ Director ☐ 10% Owner
☐ Officer ☐ Other
(give title below) (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 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, \$0.01 par value per share
("Common Stock")

4,011,672

D (1) (2) (3)
(4) (5) (6) (7) ÂReminder: 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)**1. Title of Derivative Security
(Instr. 4)2. Date Exercisable and
Expiration Date
(Month/Day/Year)3. Title and Amount of
Securities Underlying
Derivative Security4. Conversion
or Exercise5. Ownership
Form of6. Nature of Indirect
Beneficial Ownership
(Instr. 5)

Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Price of Derivative Security	Derivative Security: Direct (D) or Indirect (I) (Instr. 5)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Mustang HoldCo 1 LLC C/O WARBURG PINCUS LLC 450 LEXINGTON AVENUE NEW YORK, NY 10017	Ã X	Ã	Ã	Ã
WARBURG PINCUS PRIVATE EQUITY (LEXINGTON) XI-A, L.P. C/O WARBURG PINCUS LLC 450 LEXINGTON AVENUE NEW YORK, NY 10017	Ã X	Ã	Ã	Ã
WP (LEXINGTON) HOLDINGS II, L.P. C/O WARBURG PINCUS LLC 450 LEXINGTON AVENUE NEW YORK, NY 10017	Ã X	Ã	Ã	Ã
WARBURG PINCUS XI (LEXINGTON) PARTNERS-A, L.P. C/O WARBURG PINCUS LLC 450 LEXINGTON AVENUE NEW YORK, NY 10017	Ã X	Ã	Ã	Ã
WARBURG PINCUS XI (E&P) PARTNERS-B, L.P. C/O WARBURG PINCUS LLC 450 LEXINGTON AVENUE NEW YORK, NY 10017	Ã X	Ã	Ã	Ã
WP MUSTANG CO-INVEST LLC C/O WARBURG PINCUS LLC 450 LEXINGTON AVENUE NEW YORK, NY 10017	Ã X	Ã	Ã	Ã
WP MUSTANG CO-INVEST-B L.P. C/O WARBURG PINCUS LLC 450 LEXINGTON AVENUE NEW YORK, NY 10017	Ã X	Ã	Ã	Ã
WP MUSTANG CO-INVEST-C L.P. C/O WARBURG PINCUS LLC 450 LEXINGTON AVENUE NEW YORK, NY 10017	Ã X	Ã	Ã	Ã
KAYE CHARLES R C/O WARBURG PINCUS LLC 450 LEXINGTON AVENUE	Ã X	Ã	Ã	Ã

NEW YORK, NY 10017

Landy Joseph P.
C/O WARBURG PINCUS LLC
450 LEXINGTON AVENUE
NEW YORK, NY 10017

X

Signatures

MUSTANG HOLDCO, By: /s/ James Neary, President 07/15/2016

Signature of Reporting Person

Date

WP XI LEXINGTON-A, By: WP E&P XI GP, its general partner ("GP"), By: WP E&P XI LLC, its GP, By: WPP E&P XI, its sole member, By: WP Partners II US, its managing member, By: WP & Company US, its GP, By: /s/ Robert B. Knauss, Authorized Signatory 07/15/2016

Signature of Reporting Person

Date

WP LEXINGTON II, By: WP E&P XI GP, its GP, By: WP E&P XI LLC, its GP, By: WPP E&P XI, its sole member, By: WP Partners II US, its managing member, By: WP & Company US, its GP, By: /s/ Robert B. Knauss, Authorized Signatory 07/15/2016

Signature of Reporting Person

Date

WP XI LEXINGTON PARTNERS-A, By: WP E&P XI GP, its GP, By: WP E&P XI LLC, its GP, By: WPP E&P XI, its sole member, By: WP Partners II US, its managing member, By: WP & Company US, its GP, By: /s/ Robert B. Knauss, Authorized Signatory 07/15/2016

Signature of Reporting Person

Date

WP XI E&P PARTNERS-B, By: WP E&P XI GP, its GP, By: WP E&P XI LLC, its GP, By: WPP E&P XI, its sole member, By: WP Partners II US, its managing member, By: WP & Company US, its GP, By: /s/ Robert B. Knauss, Authorized Signatory 07/15/2016

Signature of Reporting Person

Date

WP CO-INVEST LLC, By: WP E&P XI GP, its managing member, By: WP E&P XI LLC, its GP, By: WPP E&P XI, its sole member, By: WP Partners II US, its managing member, By: WP & Company US, its GP, By: /s/ Robert B. Knauss, Authorized Signatory 07/15/2016

Signature of Reporting Person

Date

WP CO-INVEST-B, By: WP Bermuda XI, its GP, By: /s/ Robert B. Knauss, Authorized Signatory 07/15/2016

Signature of Reporting Person

Date

WP CO-INVEST-C By: WP Bermuda XI, its GP, By: /s/ Robert B. Knauss, Authorized Signatory 07/15/2016

Signature of Reporting Person

Date

CHARLES R. KAYE, By: /s/ Robert B. Knauss, Attorney-in-Fact* 07/15/2016

Signature of Reporting Person

Date

JOSEPH P. LANDY, By: /s/ Robert B. Knauss, Attorney-in-Fact* 07/15/2016

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).

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- This Form 3 is being filed in connection with the issuance of shares of Common Stock of WEX Inc. (the "Issuer") pursuant to the Unit Purchase Agreement, dated October 18, 2015, by and among (i) the Issuer, (ii) Mustang HoldCo 1 LLC ("Mustang Holdco"), Warburg Pincus Private Equity (E&P) XI - B, L.P., Warburg Pincus Private Equity XI-C, L.P., WP XI Partners, L.P., Warburg Pincus Private Equity XI-B, L.P., WP Mustang Co-Invest-B L.P. ("WP Co-Invest-B"), WP Mustang Co-Invest-C L.P. ("WP Co-Invest-C"), Warburg Pincus XI (E&P) Partners - B, L.P. ("WP XI E&P Partners-B"), Warburg Pincus (E&P) XI, L.P. ("WP E&P XI GP") (all of the entities listed in clause (ii) and this clause (iii), the "Sellers"), (iv) WP Mustang Topco LLC, and (v) Warburg Pincus Private Equity XI (Lexington), LLC.
- (1) As of July 1, 2016, Mustang Holdco is the holder of 4,011,672 shares of Common Stock of the Issuer.
- The unitholders of Mustang Holdco include Warburg Pincus Private Equity (Lexington) XI - A, L.P. ("WP XI Lexington-A"), WP (Lexington) Holdings II, L.P. ("WP Lexington II"), Warburg Pincus XI (Lexington) Partners - A, L.P. ("WP XI Lexington Partners-A"), WP XI E&P Partners-B, WP Mustang Co-Invest LLC ("WP Co-Invest LLC"), WP Co-Invest-B, and WP Co-Invest-C.
- WP E&P XI GP is (i) the general partner of WP XI Lexington-A, WP Lexington II, WP XI Lexington Partners-A, and WP XI E&P Partners-B, and (ii) the managing member of WP Co-Invest LLC. Warburg Pincus (E&P) XI LLC ("WP E&P XI LLC") is the general partner of WP E&P XI GP. Warburg Pincus Partners (E&P) XI LLC ("WPP E&P XI") is the sole member of WP E&P XI LLC.
- (4) Warburg Pincus Partners II (US), L.P. ("WP Partners II US") is the managing member of WPP E&P XI. Warburg Pincus & Company US, LLC ("WP & Company US") is the general partner of WP Partners II US. Warburg Pincus LLC ("WP LLC") is the manager of WP XI Lexington-A, WP Lexington II, WP XI Lexington Partners-A, and WP XI E&P Partners-B.
- Warburg Pincus (Bermuda) XI, Ltd. ("WP Bermuda XI") is the general partner of WP Co-Invest-B and WP Co-Invest-C. Warburg Pincus Partners II (Cayman), L.P. ("WPP II Cayman") is the sole shareholder of WP Bermuda XI. Warburg Pincus (Bermuda) Private Equity GP Ltd. ("WP Bermuda GP") is the general partner of WPP II Cayman. Mustang Holdco, WP XI Lexington-A, WP Lexington II, WP XI Lexington Partners-A, WP XI E&P Partners-B, WP Co-Invest LLC, WP Co-Invest-B, WP Co-Invest-C, WP E&P XI GP, WP E&P XI LLC, WPP E&P XI, WP Partners II US, WP & Company US, WP Bermuda XI, WPP II Cayman, WP Bermuda GP, and WP LLC are collectively referred to herein as the "Warburg Pincus Entities".
- (5) Charles R. Kaye and Joseph P. Landy are the Managing Members of WP & Company US, the Co-Chairmen and sole Directors of WP Bermuda GP, and the Managing Members and Co-Chief Executive Officers of WP LLC and, as such, may be deemed to control each of the Warburg Pincus Entities. Messrs. Kaye and Landy disclaim beneficial ownership of all shares of Common Stock of the Issuer held by the Warburg Pincus Entities. Messrs. Kaye and Landy together with the Warburg Pincus Entities are collectively referred to herein as the "Warburg Pincus Reporting Persons". Information with respect to each of the Warburg Pincus Reporting Persons is given solely by such Warburg Pincus Reporting Person, and no Warburg Pincus Reporting Person has responsibility for the accuracy or completeness of information supplied by another Warburg Pincus Reporting Person.
- (6) By reason of the provisions of Rule 16a-1 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), the Warburg Pincus Reporting Persons may be deemed to be beneficial owners of the 4,011,672 shares of Common Stock of the Issuer held by Mustang Holdco. The Warburg Pincus Reporting Persons disclaim beneficial ownership of such shares of Common Stock of the Issuer except to the extent of their direct pecuniary interest therein. As of the date of this filing, this Form 3 shall not be deemed an admission that any reporting person or any other person referred to herein is a beneficial owner of any securities of the Issuer for purposes of Section 16 of the Exchange Act, or for any other purpose, or that any reporting person or other person has an obligation to file this Form 3.
- (7)

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Remarks:

*TheÂ PowersÂ ofÂ AttorneyÂ givenÂ byÂ eachÂ ofÂ Mr.Â KayeÂ andÂ Mr.Â LandyÂ wereÂ previouslyÂ filedÂ withÂ (A)Â SolelyÂ forÂ purposesÂ ofÂ SectionÂ 16Â ofÂ theÂ ExchangeÂ Act,Â eachÂ ofÂ theÂ WarburgÂ PincusÂ Entities,Â (B)Â DueÂ toÂ theÂ limitationsÂ onÂ theÂ numberÂ ofÂ ReportingÂ PersonsÂ allowedÂ onÂ eachÂ FormÂ 3,Â WPÂ E& (C)Â EntityÂ namesÂ inÂ theÂ signatureÂ blocksÂ haveÂ beenÂ abbreviated.Â PleaseÂ referÂ toÂ NotesÂ (1),Â (3),Â (4).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure.

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