

Wright Express CORP  
Form 8-K  
September 22, 2010

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549  
FORM 8-K  
CURRENT REPORT**

**Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934  
Date of Report (Date of earliest event reported) September 22, 2010 (September 20, 2010)  
WRIGHT EXPRESS CORPORATION**

(Exact name of registrant as specified in its charter)

|                                                                      |                                              |                                                        |
|----------------------------------------------------------------------|----------------------------------------------|--------------------------------------------------------|
| <b>Delaware</b><br>(State or other jurisdiction of<br>incorporation) | <b>001-32426</b><br>(Commission File Number) | <b>01-0526993</b><br>(IRS Employer Identification No.) |
|----------------------------------------------------------------------|----------------------------------------------|--------------------------------------------------------|

|                                                                                        |                          |
|----------------------------------------------------------------------------------------|--------------------------|
| <b>97 Darling Avenue, South Portland, ME</b><br>Address of principal executive offices | <b>04106</b><br>Zip Code |
| Registrant's telephone number, including area code <b><u>(207) 773-8171</u></b>        |                          |

(Former name or former address if changes since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- ☐ Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - ☐ Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - ☐ Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - ☐ Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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**Item 1.01 Entry into a Material Definitive Agreement.**

On September 20, 2010, Wright Express Corporation (the Company or Wright Express ) entered into an interest rate swap arrangement (the Swap ) with SunTrust Bank ( SunTrust ).

The Swap with SunTrust is for a notional amount of \$150,000,000, with an effective date of September 22, 2010 and a termination date of March 22, 2012 and a fixed interest rate of 0.56% per annum.

The Swap was designed as a cash flow hedge intended to reduce a portion of the variability of the future interest payments on our credit agreement. The Swap fixes the interest payments on a portion of our variable rate revolving 2007 credit facility.

The variable rate of the Swap is based upon the 1-month USD-LIBOR-BBA with the rate resetting and the Swap settling on the 22nd of each month (or the following business day if the 22nd of the month is not a business day).

**Item 2.03 Creation of a Direct Financial Obligation or an Obligation under an Off-Balance Sheet Arrangement of a Registrant.**

See Item 1.01 above, the contents of which are incorporated by reference herein.

**Item 9.01 Financial Statements and Exhibits.**

(c) Exhibits.

| Exhibit No. | Description                                                                                                      |
|-------------|------------------------------------------------------------------------------------------------------------------|
| 10.1        | Confirmation of transaction between SunTrust Bank and Wright Express Corporation, dated as of September 20, 2010 |

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**SIGNATURE**

Pursuant to the requirements of the Securities Exchange Act of 1934 the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

**WRIGHT EXPRESS CORPORATION**

Date: September 22, 2010

By: /s/ Steven A. Elder  
Steven A. Elder  
*Vice President, Corporate Finance*

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**WRIGHT EXPRESS CORPORATION**  
**CURRENT REPORT ON FORM 8-K**  
**Report Dated September 22, 2010**  
**EXHIBIT INDEX**

| <b>Exhibit No.</b> | <b>Description</b>                                                                                               |
|--------------------|------------------------------------------------------------------------------------------------------------------|
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