

Phillips Scott Robert  
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 \*  
Phillips Scott Robert

(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, Global Fleet

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 Indirect Beneficial Ownership (Instr. 4) |          |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|----------|
|                                 |                                      |  | Code                           | V   | Amount  | (A) or (D)   | Price   |          |
| Common Stock                    | 03/15/2019                           |  | M                              |   | 525   | A  | \$ 0  |          |
| Common Stock                    | 03/15/2019                           |  | F(2)                           |   | 139   | D  | \$ 180.06   |          |
| Common Stock                    |                                      |  |                                |   | 7,986   | (3)  | I   | By Trust |
| Common Stock                    |                                      |  |                                |   | 4,149   | (4)  | I   | By GRAT  |
| Common Stock                    |                                      |  |                                |   | 4,149   |  | I   | By GRAT  |

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Common Stock 7,987 I By Trust

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) | 8. Price or Derivative Security (Instr. 5) |                            |      |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|----------------------------|------|
|  |  |                                      |  |                                |   | Date Exercisable   | Expiration Date   | Title                                      | Amount or Number of Shares |      |
|  |  |                                      |  |                                |   | Code   | V   | (A)  | (D)                        |      |
| Restricted Stock Unit                      | \$ 0   | 03/15/2019                           |  | M                              | 525   | (5)  | (5)   | Common Stock                               | 525                        | \$ 0 |

Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |                         |       |
|--|---------------|-----------|-------------------------|-------|
|  | Director      | 10% Owner | Officer                 | Other |
| Phillips Scott Robert<br>C/O WEX INC.<br>97 DARLING AVENUE<br>SOUTH PORTLAND, ME 04106 |               |           | President, Global Fleet |       |

Signatures

/s/ Gregory Wiessner, as attorney-in-fact for Scott Phillips 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) In connection with an adjustment for the shares received and the taxes withheld on Form 4 filed on March 19, 2018, this number reflects the proper number of shares held by the reporting person.

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- (2) Represents tax withholding in connection with the vesting of the Restricted Stock Units ("RSUs") on March 15, 2019.
- (3) 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.
- (4) 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.
- (5) Restricted Stock Units vested on March 15, 2019 and each RSU converted into one share of common stock

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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