

POND KIRK P  
Form 4  
May 15, 2018

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2005  
Estimated average burden hours per response... 0.5

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 \*  
POND KIRK P

(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)  
05/11/2018

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)

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 Ownership (Instr. 4)
Common Stock	05/12/2018		M	(A) or (D) 1,099 (1)	\$ 0 (1) 32,873	D	
Common Stock					2,500	I	By the Pond Family Foundation
Common Stock					700	I	By the Loretta A. Pond Trust
Common Stock					3,000	I	By the Nancy St. John Pond

Account

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

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SEC 1474  
(9-02)

**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. Amount or Number of Shares
Restricted Stock Units	\$ 0	05/12/2018		M	1,099	(1) (1)	Common Stock	1,099
Restricted Stock Units	\$ 0	05/11/2018		A	765 (2)	(3) (3)	Common Stock	765

**Reporting Owners**

**Reporting Owner Name / Address**

**Relationships**

Director   10% Owner   Officer   Other

POND KIRK P  
C/O WEX INC.  
97 DARLING AVENUE  
SOUTH PORTLAND, ME 04106

X

**Signatures**

/s/ Gregory Wiessner, as attorney-in-fact for Kirk Pond

05/15/2018

          \*\*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).

## Edgar Filing: POND KIRK P - Form 4

Represents Restricted Stock Units ("RSUs") granted under the WEX Inc. 2010 Equity and Incentive Plan, which vested on May 12, 2018.

- (1) Each RSU was credited under the WEX Inc. Non-Employee Deferred Compensation Plan and will be transferred to the reporting person as common stock 200 days following the date upon which the holder's services as a member of the Board of Directors terminate for any reason.

- (2) Upon vesting these shares will be credited under the WEX Inc. Non-Employee Deferred Compensation Plan and will be paid to the reporting person as common stock 200 days following the date upon which the holder's services as a member of the Board of Directors terminate for any reason.

- (3) Restricted Stock Units ("RSUs") will vest in total on May 11, 2019.

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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