

WEX Inc.  
Form 8-K  
May 21, 2014

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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) May 20, 2014 (May 16, 2014)

WEX INC.  
(Exact name of registrant as  
specified in its charter)

|                                                                                 |                                       |                                                 |
|---------------------------------------------------------------------------------|---------------------------------------|-------------------------------------------------|
| Delaware<br>(State or other jurisdiction of<br>incorporation)                   | 001-32426<br>(Commission File Number) | 01-0526993<br>(IRS Employer Identification No.) |
| 97 Darling Avenue, South Portland, ME<br>Address of principal executive offices | 04106<br>Zip Code                     |                                                 |
| Registrant's telephone number, including area code                              | (207) 773-8171                        |                                                 |

Not Applicable  
(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 5.07 Submission of Matters to a Vote of Security Holders.

At the annual meeting of shareholders of WEX Inc. (the "Company") held on May 16, 2014, the Company's shareholders voted on the following proposals:

1. The following nominees were elected to the Company's Board of Directors as Class III directors for terms expiring at the 2017 annual meeting of shareholders.

Michael E. Dubyak  
For: 33,802,565  
Against: 1,683,488  
Abstain: 8,534  
Broker Non-Votes: 1,135,546

Eric Duprat  
For: 35,466,334  
Against: 19,509  
Abstain: 8,744  
Broker Non-Votes: 1,135,546

Ronald T. Maheu  
For: 35,125,681  
Against: 360,162  
Abstain: 8,744  
Broker Non-Votes: 1,135,546

Rowland T. Moriarty  
For: 34,458,619  
Against: 1,027,224  
Abstain: 8,744  
Broker Non-Votes: 1,135,546

Following the 2014 annual meeting, Regina O. Sommer, George L. McTavish and Jack VanWoerkom, having terms expiring in 2015, and Shikhar Ghosh, Kirk Pond and Melissa D. Smith, having terms expiring in 2016, continued in office.

2. A non-binding, advisory proposal on the compensation of the Company's named executive officers was approved.

For: 34,646,531  
Against: 837,815  
Abstain: 10,241  
Broker Non-Votes: 1,135,546

3. The appointment of Deloitte & Touche, LLP as the independent registered public accounting firm for the Company for the fiscal year ending December 31, 2014 was ratified.

For: 36,221,248

Against: 403,143

Abstain: 5,742

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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.

WEX INC.

Date: May 20, 2014

By: /s/ Steven A. Elder  
Steven A. Elder  
Senior Vice President and Chief Financial Officer  
(principal financial and accounting officer)