

Cooper David G
Form 4
December 18, 2018

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 *
Cooper David G

2. Issuer Name and Ticker or Trading Symbol
WEX Inc. [WEX]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
C/O WEX INC., 97 DARLING AVENUE

3. Date of Earliest Transaction (Month/Day/Year)
12/15/2017

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)

Chief Technology Officer

(Street)
SOUTH PORTLAND, ME 04106

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

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	12/15/2017		M		898 A \$ 0	1,065	D
Common Stock	12/15/2017		F(1)		291 D \$ 128.93	774	D
Common Stock	12/15/2018		M		898 A \$ 0	1,672	D
Common Stock	12/15/2018		F(2)		264 D \$ 146.51	1,408	D
Common Stock	12/17/2018		S(3)		607 D \$ 145.15	801	D

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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)

Table with 8 columns: 1. Title of Derivative Security, 2. Conversion or Exercise Price of Derivative Security, 3. Transaction Date, 3A. Deemed Execution Date, 4. Transaction Code, 5. Number of Derivative Securities, 6. Date Exercisable and Expiration Date, 7. Title and Amount of Underlying Securities, 8. Price of Derivative Security. Includes entries for Restricted Stock Units.

Reporting Owners

Table with 2 columns: Reporting Owner Name / Address, Relationships. Includes Cooper David G, C/O WEX INC., 97 DARLING AVENUE, SOUTH PORTLAND, ME 04106, and Chief Technology Officer.

Signatures

/s/ Gregory Wiessner, as attorney-in-fact for David Cooper 12/18/2018

**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).
(1) Represents tax withholdings in connection with the vesting of the Restricted stock units ("RSUs") on December 15, 2017.

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- (2) Represents tax withholdings in connection with the vesting of the Restricted stock units ("RSUs") on December 15, 2018.
- (3) These securities were sold pursuant to a Rule 10b5-1 trading plan that was adopted on August 7, 2018.
- (4) Restricted stock units ("RSUs") vested on December 15, 2017 and each RSU converted into one share of common stock.
- (5) Restricted stock units ("RSUs") vested on December 15, 2018 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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