

Dubyak Michael E
 Form 5
 February 14, 2019

FORM 5

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

OMB APPROVAL

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 Form 3 Holdings Reported Form 4 Transactions Reported

ANNUAL 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

1. Name and Address of Reporting Person *
 Dubyak Michael E

(Last) (First) (Middle)

C/O WEX INC., 97 DARLING AVENUE

(Street)

SOUTH PORTLAND, ME 04016

(City) (State) (Zip)

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

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
 12/31/2018

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 Reporting

(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) | (A) or (D) | Price | 5. Amount of Securities Beneficially Owned at end of Issuer's Fiscal Year (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|------------|-------|--|--|-----------------------------------|
| Common Stock | 08/15/2018 | ^ | G | 106 | D | \$ 0 | 54,783 | D | ^ |
| Common Stock | 08/15/2018 | ^ | G | 106 | D | \$ 0 | 54,677 | D | ^ |
| Common Stock | 08/15/2018 | ^ | G | 264 | D | \$ 0 | 54,413 | D | ^ |
| Common Stock | 08/15/2018 | ^ | G | 222 | D | \$ 0 | 54,191 | D | ^ |

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| Common Stock | Date | Symbol | Code | Quantity | Category | Value | Value | Value | Value | Owner |
|--------------|------------|--------|------|----------|----------|-------|-----------------------|-------|-------|------------------------|
| Common Stock | 08/23/2018 | Â | G | 5,748 | D | \$ 0 | 0 | I | | Michael E. Dubyak GRAT |
| Common Stock | 11/16/2018 | Â | G | 424 | D | \$ 0 | 53,767 | D | | Â |
| Common Stock | 11/19/2018 | Â | G | 170 | D | \$ 0 | 53,597 | D | | Â |
| Common Stock | 11/20/2018 | Â | G | 823 | D | \$ 0 | 52,774 | D | | Â |
| Common Stock | 11/29/2018 | Â | G | 90 | D | \$ 0 | 52,684 | D | | Â |
| Common Stock | 11/29/2018 | Â | G | 442 | D | \$ 0 | 58,008 ⁽¹⁾ | D | | Â |

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 of Derivative Security (Instr. 5) | 9. of |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|----------------------------|
| | | | | | (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Dubyak Michael E C/O WEX INC. 97 DARLING AVENUE SOUTH PORTLAND, ME 04016 | Â X | Â | Â | Â |

Signatures

Gregory Wiessner, as attorney-in-fact for Michael E.
Dubyak

02/14/2019

__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) On August 12, 2016, the reporting person transferred 20,000 shares of common stock to a grantor retained annuity trust ("GRAT") for the benefit of himself and his daughters. On August 21, 2018, 5,766 shares of common stock were distributed from the GRAT to the reporting person's personal account and those shares are now reported as being directly owned. The remaining 5,748 shares were transferred to trusts for the benefit of the reporting person's daughters, over which he exercises no control.

Note: File three copies of this Form, one of which must be manually signed. If space provided is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.