

WEX Inc.
Form 4
May 20, 2014

FORM 4

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

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

OMB APPROVAL

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(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)
05/16/2014

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 Indirect Beneficial Ownership (Instr. 4)
Common Stock	05/17/2014		M	1,239 A	\$ 0 (1) 27,930	D	
Common Stock	05/20/2014		M	438 A	\$ 0 (2) 28,368	D	
Common Stock					3,000	I	By the Nancy St. John Pond Account
Common Stock					700	I	By the Loretta A. Pond Trust

Common Stock	2,500	I	By the Pond Family Foundation
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(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 Unit	\$ 0	05/16/2014		A	1,212	(3) (3)	Common Stock	1,212
Restricted Stock Units	\$ 0	05/17/2014		M	1,239	(1) (1)	Common Stock	1,239
Restricted Stock Units	\$ 0	05/20/2014		M	438	(2) (2)	Common Stock	438

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

05/20/2014

__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) RSUs vested on 5/17/2014 and each RSU converted into one share of common stock.

(2) RSUs vested on 5/20/2014 and each RSU converted into one share of common stock.

(3) Restricted Stock Units ("RSUs") will vest in total on 5/16/15.

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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