

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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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

(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)
12/15/2017

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)

Chief Technology Officer

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

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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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