

GHOSH SHIKHAR
Form 4
October 10, 2017

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 *
GHOSH SHIKHAR

(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)
10/06/2017

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)

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 Ownership (Instr. 4)
				(A) or (D) Price			
Common Stock ⁽¹⁾	10/06/2017		A	178 A <u>2</u>	40,776	D	

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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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. Number of Derivative Securities Owned Following Transaction (Instr. 6)
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GHOSH SHIKHAR C/O WEX INC. 97 DARLING AVENUE SOUTH PORTLAND, ME 04106		X		

Signatures

/s/ Gregory Wiessner, as attorney-in-fact for Shikhar Ghosh 10/10/2017

**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).

This common stock is represented by restricted stock units granted under the WEX Inc. 2010 Equity and Incentive Plan. Each restricted

(1) stock unit is payable in one share of WEX Inc. common stock 200 days immediately following the date upon which the holder's service as a member of the Board of Directors of WEX Inc. terminates for any reason.

(2) Not Applicable

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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1">WAXMAN ALBERT S

C/O PSILOS GROUP MANAGERS, L.L.C.

140 BROADWAY, 51ST FLOOR

NEW YORK, NY 10005 X PSILOS GROUP PARTNERS L P

140 BROADWAY, 51ST FLOOR

NEW YORK, NY 10005 X PSILOS GROUP PARTNERS II, L.P.

140 BROADWAY, 51ST FLOOR

NEW YORK, NY 10005 X

Signatures

/s/ Brian F. Leaf,
attorney-in-fact 07/02/2008

__Signature of Reporting Person Date

Brian F. Leaf,
attorney-in-fact 07/02/2008

__Signature of Reporting Person Date

Brian F. Leaf,
attorney-in-fact 07/02/2008

__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) The warrants were issued to Psilos Group Partners II, L.P. in consideration for its guarantee of the Issuer's obligations under a debt facility.
- (2) Securities are owned of record by Psilos Group Partners II, L.P. Albert S. Waxman, a director of the issuer, is the senior managing member of Psilos Group Investors, LLC, the general partner of Psilos Group Partners II, L.P., and therefore may be deemed to beneficially own the securities owned by Psilos Group Partners II, L.P. Dr. Waxman disclaims beneficial ownership of the reported securities herein except to the extent of his pecuniary interest therein.

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