

WEX Inc.  
Form 4  
May 20, 2014

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2015  
Estimated average burden hours per response... 0.5

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 \*  
**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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**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
				Code V (A) (D)		Date Exercisable Expiration Date	Title	
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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