

WEX Inc.
Form 5
February 17, 2015

FORM 5

**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).
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 *
Morris Nicola S

(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. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
12/31/2014

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)
SVP, Corporate Development

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)			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 Indirect Beneficial Ownership (Instr. 4)
				(A) Amount	or (D)	Price			
Common Stock	03/31/2014	^	P4	12	A	\$ 94.75	16	D	^
Common Stock	06/03/2014	^	P4	10	A	\$ 95.63	15	I	By Spouse
Common Stock	06/09/2014	^	S4 ⁽¹⁾	16	D	\$ 100.688	0	D	^
Common Stock	06/09/2014	^	S4 ⁽²⁾	15	D	\$ 100.688	0	I	By Spouse

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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. Price of Derivative Security (Instr. 5)	9. of D Se B O E Is Fi (I
					(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Morris Nicola S C/O WEX INC. 97 DARLING AVENUE SOUTH PORTLAND, ME 04106	Â	Â	Â SVP, Corporate Development	Â

Signatures

Gregory A. Wiessner as attorney-in-fact for Nicola Morris 02/16/2015

**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 reporting person's sale of WEX common stock reported herein was matchable under Section 16(b) of the Securities Exchange Act of 1934, to the extent of 12 shares, with the reporting person's purchase of 12 shares of WEX common stock at a price of \$94.75 per share on March 31, 2014. The reporting person has paid WEX \$71.25, representing the full amount of the profit realized in connection with the short-swing transaction. These purchases and sales were made by the reporting person's financial adviser on a discretionary basis and without the advanced knowledge of the reporting person, her spouse or WEX.

(2) The reporting person's spouse's sale of WEX common stock reported herein was matchable under Section 16(b) of the Securities Exchange Act of 1934, to the extent of 10 shares, with the reporting person's purchase of 10 shares of WEX common stock at a price of \$95.63 per share on June 3, 2014. The reporting person has paid WEX \$50.58, representing the full amount of the profit realized in connection with the short-swing transaction. These purchases and sales were made by the reporting person's financial adviser on a discretionary basis and without the advanced knowledge of the reporting person, her spouse or WEX.

Note: File three copies of this Form, one of which must be manually signed. If space provided is insufficient, see Instruction 6 for procedure.

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