

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**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <b>POND KIRK P</b>  (Last) (First) (Middle) <b>C/O WEX INC.</b> <b>97 DARLING AVENUE</b>  (Street) <b>SOUTH ME 04106</b> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <b>WEX Inc. [ WEX ]</b>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <b>05/11/2018</b>	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

**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	05/12/2018		M		1,099 <sup>(1)</sup>	A	\$0 <sup>(1)</sup>	32,873	D	
Common Stock								2,500	I	By the Pond Family Foundation
Common Stock								700	I	By the Loretta A. Pond Trust
Common Stock								3,000	I	By the Nancy St. John Pond Account

**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 Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Amount or Number of Shares
Restricted Stock Units	\$0.0	05/12/2018		M			1,099	(1)	(1)	Common Stock	1,099	\$0	0	D	
Restricted Stock Units	\$0.0	05/11/2018		A			765 <sup>(2)</sup>	(3)	(3)	Common Stock	765	\$0	765	D	

**Explanation of Responses:**

- Represents Restricted Stock Units ("RSUs") granted under the WEX Inc. 2010 Equity and Incentive Plan, which vested on May 12, 2018. Each RSU was credited under the WEX Inc. Non-Employee Deferred Compensation Plan and will be transferred to the reporting person as common stock 200 days following the date upon which the holder's services as a member of the Board of Directors terminate for any reason.
- Upon vesting these shares will be credited under the WEX Inc. Non-Employee Deferred Compensation Plan and will be paid to the reporting person as common stock 200 days following the date upon which the holder's services as a member of the Board of Directors terminate for any reason.
- Restricted Stock Units ("RSUs") will vest in total on May 11, 2019.

**Remarks:**

/s/ Gregory Wiessner, as  
attorney-in-fact for Kirk Pond 05/15/2018

\*\* Signature of Reporting Person      Date

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

\* 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).

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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