

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* GHOSH SHIKHAR (Last) (First) (Middle) C/O WEX INC. 97 DARLING AVENUE (Street) SOUTH ME 04106 (City) (State) (Zip) | 2. Issuer Name and Ticker or Trading Symbol WEX Inc. [WEX] | 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) 05/11/2018 | |
| 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 ⁽¹⁾ | A | \$0 ⁽¹⁾ | 42,211 | D | |

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 | | | | | | Title |
| 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 ⁽²⁾ | | (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 immediately 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 Shikhar Ghosh 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.

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 Number.