

WARBURG PINCUS XI (LEXINGTON) PARTNERS-A, L.P.

Form 3

July 15, 2016

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 *

Â Mustang HoldCo 1 LLC
 (Last) (First) (Middle)

2. Date of Event Requiring Statement

(Month/Day/Year)
 07/05/2016

3. Issuer Name and Ticker or Trading Symbol
 WEX Inc. [WEX]

4. Relationship of Reporting Person(s) to Issuer

5. If Amendment, Date Original Filed(Month/Day/Year)

(Check all applicable)

Director 10% Owner
 Officer Other
 (give title below) (specify below)

C/O WARBURG PINCUS LLC,Â 450 LEXINGTON AVENUE

(Street)

NEW YORK,Â NYÂ 10017

(City) (State) (Zip)

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 Beneficially Owned

1. Title of Security (Instr. 4)

Common Stock, \$0.01 par value per share ("Common Stock")

2. Amount of Securities Beneficially Owned (Instr. 4)

4,011,672

3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)

D (1) (2) (3) (4) (5) (6) (7) Â

4. Nature of Indirect Beneficial Ownership (Instr. 5)

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

SEC 1473 (7-02)

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.

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

1. Title of Derivative Security (Instr. 4)

2. Date Exercisable and Expiration Date (Month/Day/Year)

3. Title and Amount of Securities Underlying Derivative Security

4. Conversion or Exercise

5. Ownership Form of

6. Nature of Indirect Beneficial Ownership (Instr. 5)

| Date Exercisable | Expiration Date | (Instr. 4) Title | Amount or Number of Shares | Price of Derivative Security | Derivative Security: Direct (D) or Indirect (I) (Instr. 5) |
|------------------|-----------------|---------------------|----------------------------|------------------------------|---|
|------------------|-----------------|---------------------|----------------------------|------------------------------|---|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Mustang HoldCo 1 LLC C/O WARBURG PINCUS LLC 450 LEXINGTON AVENUE NEW YORK, NY 10017 | â X | â | â | â |
| WARBURG PINCUS PRIVATE EQUITY (LEXINGTON) XI-A, L.P. C/O WARBURG PINCUS LLC 450 LEXINGTON AVENUE NEW YORK, NY 10017 | â X | â | â | â |
| WP (LEXINGTON) HOLDINGS II, L.P. C/O WARBURG PINCUS LLC 450 LEXINGTON AVENUE NEW YORK, NY 10017 | â X | â | â | â |
| WARBURG PINCUS XI (LEXINGTON) PARTNERS-A, L.P. C/O WARBURG PINCUS LLC 450 LEXINGTON AVENUE NEW YORK, NY 10017 | â X | â | â | â |
| WARBURG PINCUS XI (E&P) PARTNERS-B, L.P. C/O WARBURG PINCUS LLC 450 LEXINGTON AVENUE NEW YORK, NY 10017 | â X | â | â | â |
| WP MUSTANG CO-INVEST LLC C/O WARBURG PINCUS LLC 450 LEXINGTON AVENUE NEW YORK, NY 10017 | â X | â | â | â |
| WP MUSTANG CO-INVEST-B L.P. C/O WARBURG PINCUS LLC 450 LEXINGTON AVENUE NEW YORK, NY 10017 | â X | â | â | â |
| WP MUSTANG CO-INVEST-C L.P. C/O WARBURG PINCUS LLC 450 LEXINGTON AVENUE NEW YORK, NY 10017 | â X | â | â | â |
| KAYE CHARLES R C/O WARBURG PINCUS LLC 450 LEXINGTON AVENUE | â X | â | â | â |

NEW YORK, NY 10017

Landy Joseph P.
 C/O WARBURG PINCUS LLC
 450 LEXINGTON AVENUE
 NEW YORK, NY 10017

Â X Â Â Â

Signatures

| | |
|--|------------|
| MUSTANG HOLDCO, By: /s/ James Neary, President | 07/15/2016 |
| **Signature of Reporting Person | Date |
| WP XI LEXINGTON-A, By: WP E&P XI GP, its general partner ("GP"), By: WP E&P XI LLC, its GP, By: WPP E&P XI, its sole member, By: WP Partners II US, its managing member, By: WP & Company US, its GP, By: /s/ Robert B. Knauss, Authorized Signatory | 07/15/2016 |
| **Signature of Reporting Person | Date |
| WP LEXINGTON II, By: WP E&P XI GP, its GP, By: WP E&P XI LLC, its GP, By: WPP E&P XI, its sole member, By: WP Partners II US, its managing member, By: WP & Company US, its GP, By: /s/ Robert B. Knauss, Authorized Signatory | 07/15/2016 |
| **Signature of Reporting Person | Date |
| WP XI LEXINGTON PARTNERS-A, By: WP E&P XI GP, its GP, By: WP E&P XI LLC, its GP, By: WPP E&P XI, its sole member, By: WP Partners II US, its managing member, By: WP & Company US, its GP, By: /s/ Robert B. Knauss, Authorized Signatory | 07/15/2016 |
| **Signature of Reporting Person | Date |
| WP XI E&P PARTNERS-B, By: WP E&P XI GP, its GP, By: WP E&P XI LLC, its GP, By: WPP E&P XI, its sole member, By: WP Partners II US, its managing member, By: WP & Company US, its GP, By /s/ Robert B. Knauss, Authorised Signatory | 07/15/2016 |
| **Signature of Reporting Person | Date |
| WP CO-INVEST LLC, By: WP E&P XI GP, its managing member, By: WP E&P XI LLC, its GP, By: WPP E&P XI, its sole member, By: WP Partners II US, its managing member, By: WP & Company US, its GP, By; /s/ Robert. B. Knauss, Authorized Signatory | 07/15/2016 |
| **Signature of Reporting Person | Date |
| WP CO-INVEST-B, By: WP Bermuda XI, its GP, By /s/ Robert B. Knauss, Authorised Signatory | 07/15/2016 |
| **Signature of Reporting Person | Date |
| WP CO-INVEST-C By: WP Bermuda XI, its GP, By: /s/ Robert B. Knauss, Authorised Signatory | 07/15/2016 |
| **Signature of Reporting Person | Date |
| CHARLES R. KAYE, By: /s/ Robert B. Knauss, Attorney-in-Fact* | 07/15/2016 |
| **Signature of Reporting Person | Date |
| JOSEPH P. LANDY, By: /s/ Robert B. Knauss, Attorney-in-Fact* | 07/15/2016 |
| **Signature of Reporting Person | Date |

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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).

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- This Form 3 is being filed in connection with the issuance of shares of Common Stock of WEX Inc. (the "Issuer") pursuant to the Unit Purchase Agreement, dated October 18, 2015, by and among (i) the Issuer, (ii) Mustang HoldCo 1 LLC ("Mustang Holdco"), Warburg Pincus Private Equity (E&P) XI - B, L.P., Warburg Pincus Private Equity XI-C, L.P., WP XI Partners, L.P., Warburg Pincus Private Equity XI-B, L.P., WP Mustang Co-Invest-B L.P. ("WP Co-Invest-B"), WP Mustang Co-Invest-C L.P. ("WP Co-Invest-C"), Warburg Pincus XI (E&P) Partners - B, L.P. ("WP XI E&P Partners-B"), Warburg Pincus (E&P) XI, L.P. ("WP E&P XI GP") (all of the entities listed in clause (ii) and this clause (iii), the "Sellers"), (iv) WP Mustang Topco LLC, and (v) Warburg Pincus Private Equity XI (Lexington), LLC.
- (1) As of July 1, 2016, Mustang Holdco is the holder of 4,011,672 shares of Common Stock of the Issuer.
- The unitholders of Mustang Holdco include Warburg Pincus Private Equity (Lexington) XI - A, L.P. ("WP XI Lexington-A"), WP (Lexington) Holdings II, L.P. ("WP Lexington II"), Warburg Pincus XI (Lexington) Partners - A, L.P. ("WP XI Lexington Partners-A"), WP XI E&P Partners-B, WP Mustang Co-Invest LLC ("WP Co-Invest LLC"), WP Co-Invest-B, and WP Co-Invest-C.
- WP E&P XI GP is (i) the general partner of WP XI Lexington-A, WP Lexington II, WP XI Lexington Partners-A, and WP XI E&P Partners-B, and (ii) the managing member of WP Co-Invest LLC. Warburg Pincus (E&P) XI LLC ("WP E&P XI LLC") is the general partner of WP E&P XI GP. Warburg Pincus Partners (E&P) XI LLC ("WPP E&P XI") is the sole member of WP E&P XI LLC.
- (4) Warburg Pincus Partners II (US), L.P. ("WP Partners II US") is the managing member of WPP E&P XI. Warburg Pincus & Company US, LLC ("WP & Company US") is the general partner of WP Partners II US. Warburg Pincus LLC ("WP LLC") is the manager of WP XI Lexington-A, WP Lexington II, WP XI Lexington Partners-A, and WP XI E&P Partners-B.
- Warburg Pincus (Bermuda) XI, Ltd. ("WP Bermuda XI") is the general partner of WP Co-Invest-B and WP Co-Invest-C. Warburg Pincus Partners II (Cayman), L.P. ("WPP II Cayman") is the sole shareholder of WP Bermuda XI. Warburg Pincus (Bermuda) Private Equity GP Ltd. ("WP Bermuda GP") is the general partner of WPP II Cayman. Mustang Holdco, WP XI Lexington-A, WP Lexington II, WP XI Lexington Partners-A, WP XI E&P Partners-B, WP Co-Invest LLC, WP Co-Invest-B, WP Co-Invest-C, WP E&P XI GP, WP E&P XI LLC, WPP E&P XI, WP Partners II US, WP & Company US, WP Bermuda XI, WPP II Cayman, WP Bermuda GP, and WP LLC are collectively referred to herein as the "Warburg Pincus Entities".
- (5) Charles R. Kaye and Joseph P. Landy are the Managing Members of WP & Company US, the Co-Chairmen and sole Directors of WP Bermuda GP, and the Managing Members and Co-Chief Executive Officers of WP LLC and, as such, may be deemed to control each of the Warburg Pincus Entities. Messrs. Kaye and Landy disclaim beneficial ownership of all shares of Common Stock of the Issuer held by the Warburg Pincus Entities. Messrs. Kaye and Landy together with the Warburg Pincus Entities are collectively referred to herein as the "Warburg Pincus Reporting Persons". Information with respect to each of the Warburg Pincus Reporting Persons is given solely by such Warburg Pincus Reporting Person, and no Warburg Pincus Reporting Person has responsibility for the accuracy or completeness of information supplied by another Warburg Pincus Reporting Person.
- (6) By reason of the provisions of Rule 16a-1 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), the Warburg Pincus Reporting Persons may be deemed to be beneficial owners of the 4,011,672 shares of Common Stock of the Issuer held by Mustang Holdco. The Warburg Pincus Reporting Persons disclaim beneficial ownership of such shares of Common Stock of the Issuer except to the extent of their direct pecuniary interest therein. As of the date of this filing, this Form 3 shall not be deemed an admission that any reporting person or any other person referred to herein is a beneficial owner of any securities of the Issuer for purposes of Section 16 of the Exchange Act, or for any other purpose, or that any reporting person or other person has an obligation to file this Form 3.
- (7)

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Remarks:

*The Powers of Attorney given by each of Mr. Kaye and Mr. Landy were previously filed with (A) Solely for purposes of Section 16 of the Exchange Act, each of the Warburg Pincus Entities, (B) Due to the limitations on the number of Reporting Persons allowed on each Form 3, WP E&P (C) Entity names in the signature blocks have been abbreviated. Please refer to Notes (1), (3), (4).

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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