

Wright Express CORP  
Form 8-K  
January 07, 2009

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549  
FORM 8-K**

**CURRENT REPORT  
Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934**

Date of Report (Date of earliest event reported) January 7, 2009 (December 31, 2008)

**WRIGHT EXPRESS CORPORATION**

(Exact name of registrant as specified in its charter)

**Delaware**

**001-32426**

**01-0526993**

(State or other jurisdiction of incorporation)

(Commission File Number)

(IRS Employer Identification No.)

**97 Darling Avenue, South Portland, ME**

Address of principal executive offices

**04106**

Zip Code

Registrant's telephone number, including area code

**(207) 773-8171**

(Former name or former address if changes since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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**Item 1.01 Entry into a Material Definitive Agreement.**

On December 30, 2008, the Board of Directors of Wright Express Corporation (the Board and Company, respectively) approved the Company entering into amendments of the following compensation-related documents (the Plans ):

- Amended and Restated Wright Express Corporation 2005 Equity and Incentive Plan
- Wright Express Corporation Amended and Restated Non-Employee Directors Deferred Compensation Plan
- Amended and Restated Wright Express Corporation Executive Deferred Compensation Plan
- Amended and Restated Wright Express Corporation Severance Pay Plan for Officers

The Board has authorized amending the Plans for the purpose of complying with applicable provisions of Section 409A of the Internal Revenue Code and final regulations promulgated thereunder ( Section 409A ). In addition, the Company has adopted certain miscellaneous administrative amendments to each of the Plans. The amendments to the Documents were executed December 31, 2008 and are effective as of January 1, 2009.

The Plans are filed with this Current Report on Form 8-K as Exhibits 10.1; 10.2; 10.3; and, 10.4 and are incorporated by reference. The filed documents are marked to show changes from the previously filed documents. The description in this Item 1.01 of the Plans is qualified in its entirety by reference to Exhibits 10.1; 10.2; 10.3; and, 10.4.

**Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers**

On December 31, 2008, the Company also entered into amendments of the following agreements:

- Employment agreement with Michael Dubyak
- Form of employment agreement with Melissa Smith and David Maximic
- Form of employment agreement with Hilary Rapkin; Robert Cornett; and, Jamie Morin

The reason for the amendments was to bring the employment agreements into compliance with Section 409A by clarifying the timing of payment of certain compensatory elements contained in the employment agreements and to implement certain other miscellaneous administrative amendments.

The forms of employment agreements are filed with this Current Report on Form 8-K as Exhibits 10.5; 10.6; and, 10.7 and are incorporated by reference. The filed documents are marked to show changes from the previously filed documents. The description in this Item 5.02 of the employment agreements is qualified in its entirety by reference to Exhibits 10.5; 10.6; and, 10.7.

**Item 9.01. Financial Statements and Exhibits.**

(d) Exhibits.

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| <b>Exhibit No.</b> | <b>Description</b>  |
|--------------------|---|
| 10.1               | Amended and Restated Wright Express Corporation 2005 Equity and Incentive Plan                    |
| 10.2               | Wright Express Corporation Amended and Restated Non-Employee Directors Deferred Compensation Plan |
| 10.3               | Amended and Restated Wright Express Corporation Executive Deferred Compensation Plan              |
| 10.4               | Amended and Restated Wright Express Corporation Severance Pay Plan for Officers                   |
| 10.5               | Employment Agreement for Michael Dubyak   |
| 10.6               | Form of Employment Agreement for David Maxsimic and Melissa Smith                                 |
| 10.7               | Form of Employment Agreement for Robert Cornett, Hilary Rapkin and Jamie Morin                    |

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**SIGNATURE**

Pursuant to the requirements of the Securities Exchange Act of 1934 the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

**WRIGHT EXPRESS CORPORATION**

Date: January 7, 2009

By: /s/ Hilary A. Rapkin

Hilary A. Rapkin  
*Senior Vice President, General Counsel and  
Corporate Secretary*

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CURRENT REPORT ON FORM 8-K  
Report Dated January 7, 2009**

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| 10.6               | Form of Employment Agreement for David Maxsimic and Melissa Smith                                 |
| 10.7               | Form of Employment Agreement for Robert Cornett, Hilary Rapkin and Jamie Morin                    |