

Wright Express CORP
Form 8-A12B
February 08, 2005

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

FORM 8-A

**FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES
PURSUANT TO SECTION 12(b) OR (g) OF THE
SECURITIES EXCHANGE ACT OF 1934**

Wright Express LLC

to be converted to a corporation to be renamed

Wright Express Corporation

(Exact Name of Registrant as Specified in Its Charter)

Delaware
(State of Incorporation

or Organization)

97 Darling Avenue

South Portland, Maine
(Address of Principal Executive Offices)

01-0526993
(I.R.S. Employer

Identification no.)

04106
(Zip Code)

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If this form relates to the registration of a class of securities pursuant to Section 12(b) of the Exchange Act and is effective upon filing pursuant to General Instruction A.(c), please check the following box.

If this form relates to the registration of a class of securities pursuant to Section 12(g) of the Exchange Act and is effective upon filing pursuant to General Instruction A.(d), please check the following box.

Securities Act registration statement file number to which this form relates: 333-120679

Securities to be registered pursuant to Section 12(b) of the Act:

<u>Title of Each Class to be so Registered</u>	<u>Name of Each Exchange on Which Each Class is to be Registered</u>
Common Stock, \$0.01 par value per share (including preferred stock purchase rights)	New York Stock Exchange

Securities to be registered pursuant to Section 12(g) of the Act:

None
(Title of Class)

None
(Name of Exchange)

Item 1. Description of Registrant's Securities to be Registered

For a description of the Registrant's common stock (including preferred stock purchase rights) to be registered hereunder, reference is made to the information set forth under the heading "Description of capital stock" in the Registrant's Prospectus, which constitutes a part of the Registrant's Registration Statement on Form S-1, as amended (File No. 333-120679) (the "Registration Statement"), filed under the Securities Act of 1933, as amended (the "Securities Act"), which information is hereby incorporated herein by reference. Any form of prospectus subsequently filed by the Registrant pursuant to Rule 424(b) under the Securities Act which includes a description of the securities to be registered hereunder shall be deemed to be incorporated by reference into this Registration Statement.

Item 2. Exhibits

Not applicable.

SIGNATURE

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the Registrant has duly caused this Registration Statement or amendment thereto to be signed on its behalf by the undersigned, thereunto duly authorized.

Dated: February 8, 2005

Wright Express LLC

By: /s/ Michael E. Dubyak

Name: Michael E. Dubyak

Title: President and Chief Executive Officer