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6 Attorneys for Defendant
Joseph L. Jackson
7

8 UNITED STATES DISTRICT COURT
9 NORTHERN DISTRICT OF CALIFORNIA
10 OAKLAND DIVISION
11

12 IN RE WAGeworks, INC., SECURITIES
13 LITIGATION

Case No.: 4:18-CV-01523-JSW

**DECLARATION OF KEVIN P. MUCK IN
SUPPORT OF DEFENDANT JOSEPH L.
JACKSON'S MOTION TO DISMISS
PLAINTIFFS' CONSOLIDATED
AMENDED CLASS ACTION
COMPLAINT**

Hearing

Date: November 22, 2019
Time: 9:00 a.m.
Courtroom: Courtroom 5, 2nd Floor
Judge: The Honorable Jeffrey S. White

FENWICK & WEST LLP
ATTORNEYS AT LAW

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1 I, Kevin P. Muck, declare as follows:

2 1. I am a partner in the law firm of Fenwick & West LLP, counsel of record in this
3 action for defendant Joseph L. Jackson (“Mr. Jackson”). I am an attorney admitted to practice
4 before this Court and submit this declaration in support of Mr. Jackson’s Motion to Dismiss the
5 Consolidated Amended Class Action Complaint in this action. I have personal knowledge of the
6 matters set forth herein and, if called upon, could testify competently to them.

7 2. Attached hereto as **Exhibit A** are true and correct copies of Form 4 filings for Mr.
8 Jackson, filed with the United States Securities and Exchange Commission (“SEC”) from August
9 4, 2011 to June 23, 2017.

10 3. Attached hereto as **Exhibit B** are true and correct copies of relevant excerpts of
11 WageWorks, Inc.’s Definitive Proxy Statements on Schedule 14A, filed with the SEC from on or
12 about March 1, 2013 to on or about March 17, 2017.

13 4. Attached hereto as **Exhibit C** are true and correct copies of relevant excerpts of
14 WageWorks’ Quarterly Report on Form 10-Q/A for the quarterly period ending June 30, 2016,
15 filed with the SEC on March 18, 2019.

16 5. Attached hereto as **Exhibit D** are true and correct copies of relevant excerpts of
17 WageWorks’ Quarterly Report on Form 10-Q/A for the quarterly period ending September 30,
18 2016, filed with the SEC on March 18, 2019.

19 6. Attached hereto as **Exhibit E** is a true and correct copy of WageWorks’ September
20 12, 2018 filing on Form 8-K, filed with the SEC on September 12, 2018.

21 I declare under penalty of perjury under the laws of the United States of America that the
22 foregoing is true and correct. Executed on July 26, 2019 at San Francisco, California.

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/s/ Kevin P. Muck
Kevin P. Muck

Exhibit A

SEC Form 3

FORM 3

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

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

OMB APPROVAL	
OMB Number:	3235-0104
Expires:	November 30, 2011
Estimated average burden	
hours per response:	0.5

1. Name and Address of Reporting Person* <u>Jackson Joseph L.</u> <hr/> (Last) (First) (Middle) C/O WAGeworks, INC. 1100 PARK PLACE, 4TH FLOOR <hr/> (Street) SAN MATEO CA 94403 <hr/> (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 08/04/2011	3. Issuer Name and Ticker or Trading Symbol <u>WAGeworks, INC.</u> [WAGE]	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) Chief Executive Officer	5. If Amendment, Date of Original Filed (Month/Day/Year) 6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
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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 (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Option to Buy (Common Stock)	(1)	05/25/2017	Common Stock	675,000	9.42	D	
Option to Buy (Common Stock)	(2)	02/07/2018	Common Stock	50,000	8.28	D	

Option to Buy (Common Stock)	(3)	05/07/2019	Common Stock	100,000	6.14	D
Option to Buy (Common Stock)	(4)	05/06/2020	Common Stock	187,500	5.32	D
Option to Buy (Common Stock)	(5)	05/06/2020	Common Stock	187,500	5.32	D
Option to Buy (Common Stock)	(5)	11/04/2020	Common Stock	150,000	6.18	D

Explanation of Responses:

1. All of the shares subject to these options are currently vested.
2. 1/4th of the shares subject to the option became vested on 2/7/2009, and 1/48th of the shares subject to the option shall become vested each month thereafter.
3. 1/4th of the shares subject to the option became vested on 5/7/2010, and 1/48th of the shares subject to the option shall become vested each month thereafter.
4. 1/4th of the shares subject to the option became vested on 5/6/2011, and 1/48th of the shares subject to the option shall become vested each month thereafter.
5. Shares subject to the option become vested upon the achievement of certain performance objectives set forth in the option agreement.

Remarks:

The anticipated effective date of the Issuer's initial public offering is Thursday, August 4, 2011.

/s/ Kimberly L. Jackson, Attorney-in-fact 08/04/2011
for Joseph L. Jackson

** 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 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).

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.

LIMITED POWER OF ATTORNEY - SECURITIES LAW COMPLIANCE

The undersigned, as an officer or director of WageWorks, Inc. (the "Company"), hereby constitutes and appoints Kimberly Jackson, Jim Lambert and Suzanne Bonotto, and each of them, the undersigned's true and lawful attorney-in-fact and agent to complete and execute such Forms 144, Forms 3, 4 and 5 and other forms as such attorney shall in his discretion determine to be required or advisable pursuant to Rule 144 promulgated under the Securities Act of 1933 (as amended), Section 16 of the Securities Exchange Act of 1934 (as amended) and the rules and regulations promulgated thereunder, or any successor laws and regulations, as a consequence of the undersigned's ownership, acquisition or disposition of securities of the Company, and to do all acts necessary in order to file such forms with the Securities and Exchange Commission, any securities exchange or national association, the Company and such other person or agency as the attorney shall deem appropriate. The undersigned hereby ratifies and confirms all that said attorneys-in-fact and agents shall do or cause to be done by virtue hereof.

This Limited Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Forms 3, 4 and 5 with respect to the undersigned's holdings of and transactions in securities issued by the Company unless earlier revoked by the undersigned in a writing delivered to the foregoing attorneys-in-fact.

This Limited Power of Attorney is executed at San Mateo, CA, as of the date set forth below.

/s/ Joseph L. Jackson

Joseph L. Jackson

Dated: 7/28/2011

Witness:

/s/ Yoon Chang

Signature

Yoon Chang

Type or Print Name

Dated: 7/28/2011

SEC Form 3

FORM 3

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

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

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

OMB APPROVAL	
OMB Number:	3235-0104
Expires:	December 31, 2014
Estimated average burden hours per response:	0.5

1. Name and Address of Reporting Person* <u>Jackson Joseph L.</u> <hr/> (Last) (First) (Middle) C/O WAGeworks, INC. 1100 PARK PLACE, 4TH FLOOR <hr/> (Street) SAN MATEO CA 94403 <hr/> (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 05/09/2012	3. Issuer Name and Ticker or Trading Symbol <u>WAGeworks, INC.</u> [WAGE]	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) Chief Executive Officer	5. If Amendment, Date of Original Filed (Month/Day/Year) 08/04/2011 6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
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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 (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Employee Stock Option (right to buy)	(1)	05/25/2017	Common Stock	675,000	9.42	D	
Employee Stock Option (right to buy)	(1)	02/07/2018	Common Stock	50,000	8.28	D	
Employee Stock Option (right to buy)	(2)	05/07/2019	Common Stock	100,000	6.14	D	

Employee Stock Option (right to buy)	(3)	05/06/2020	Common Stock	187,500	5.32	D
Employee Stock Option (right to buy)	(4)	05/06/2020	Common Stock	187,500	5.32	D
Employee Stock Option (right to buy)	(5)	11/04/2020	Common Stock	150,000	6.18	D
Employee Stock Option (right to buy)	(6)	02/09/2022	Common Stock	150,000	9.59	D

Explanation of Responses:

1. Shares subject to the option are fully vested and immediately exercisable.
2. The option is subject to an early exercise provision and is immediately exercisable. One-fourth of the shares subject to the option vested on May 7, 2010 and one forty-eighth of the shares vest monthly thereafter.
3. The option is subject to an early exercise provision and is immediately exercisable. One-fourth of the shares subject to the option vested on May 6, 2011 and one forty-eighth of the shares vest monthly thereafter.
4. The option is subject to an early exercise provision and is immediately exercisable. Shares subject to the option vest in full on May 6, 2017; provided, however, (i) 25% of the shares subject to the option shall vest upon the closing of the Issuer's initial public offering of common stock; (ii) 25% of the shares subject to the option shall vest upon the achievement of certain financial performance goals; and (iii) the remaining 50% of the shares subject to the option shall vest upon the achievement of both (i) and (ii).
5. The option is subject to an early exercise provision and is immediately exercisable. Shares subject to the option vest in full on November 4, 2017; provided, however, (i) 25% of the shares subject to the option shall vest upon the closing of the Issuer's initial public offering of common stock; (ii) 25% of the shares subject to the option shall vest upon the achievement of certain financial performance goals; and (iii) the remaining 50% of the shares subject to the option shall vest upon the achievement of both (i) and (ii).
6. The option is subject to an early exercise provision and is immediately exercisable. Shares subject to the option vest in full on February 9, 2019; provided, however, (i) 25% of the shares subject to the option shall vest upon the closing of the Issuer's initial public offering of common stock; (ii) 25% of the shares subject to the option shall vest upon the achievement of certain financial performance goals; and (iii) the remaining 50% of the shares subject to the option shall vest upon the achievement of both (i) and (ii).

Remarks:

This amended and restated report on Form 3/A is being filed to (i) correct the transaction date originally reported as August 4, 2011 to May 9, 2012, the effective date of the Issuer's Registration Statement on Form S-1 (the "Effective Date"); (ii) revise the footnote disclosure for the securities previously reported; and (iii) update the Reporting Person's securities beneficially owned as of the Effective Date.

/s/ Kimberly L. Jackson, by power of
attorney 05/09/2012

** 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 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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SEC Form 4

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL	
OMB Number:	3235-0287
Expires:	December 31, 2014
Estimated average burden	
hours per response:	0.5

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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* <u>Jackson Joseph L.</u> (Last) (First) (Middle) C/O WAGeworks, INC 1100 PARK PLACE 4TH FLOOR (Street) SAN MATEO CA 94403 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>WAGeworks, INC. [WAGE]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Chief Executive Officer</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>03/06/2013</u>	
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				

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
Stock Option (Right to Buy)	\$23.76	03/06/2013		A		125,000		(1)	03/06/2023	Common Stock	125,000	\$0.00	125,000	D	
Restricted Stock Unit	(2)	03/06/2013		A		60,000		(3)	(3)	Common Stock	60,000	\$0.00	60,000	D	

Explanation of Responses:

- 25% of the shares subject to the option vest on February 26, 2014 and the remaining shares vest in equal, monthly installments thereafter
- Each restricted stock unit represents a contingent right to receive one share of WageWorks, Inc. common stock
- The restricted stock units (RSU) vest in the first quarter of the 2016 calendar year should the Company achieve certain milestones as outlined in the RSU agreement between the Company and the reporting person. Vested shares will be delivered to the reporting person on such vesting date.

Remarks:

/s/ Kimberly L. Jackson, attorney-in-fact

03/08/2013

** 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).

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SEC Form 4

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL	
OMB Number:	3235-0287
Expires:	December 31, 2014
Estimated average burden hours per response:	0.5

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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* <u>Jackson Joseph L.</u> (Last) (First) (Middle) C/O WAGWORKS, INC 1100 PARK PLACE 4TH FLOOR (Street) SAN MATEO CA 94403 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>WAGWORKS, INC. [WAGE]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) Chief Executive Officer
	3. Date of Earliest Transaction (Month/Day/Year) 03/18/2013	
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	03/18/2013		M		93,750	A	\$6.14	96,527 ⁽¹⁾	D	
Common Stock	03/18/2013		M		155,000	A	\$9.42	251,527	D	
Common Stock	03/18/2013		M		50,000	A	\$8.28	301,527	D	
Common Stock	03/18/2013		S		93,750	D	\$24	207,777	D	
Common Stock	03/18/2013		S		155,000	D	\$24	52,777	D	
Common Stock	03/18/2013		S		50,000	D	\$24	2,777	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
Employee Stock Option (Right to Buy)	\$6.14	03/18/2013		M			93,750	05/07/2009	05/07/2019	Common Stock	93,750	\$0.00	6,250	D	
Employee Stock Option (Right to Buy)	\$9.42	03/18/2013		M			155,000	05/25/2007	05/25/2017	Common Stock	155,000	\$0.00	520,000	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	Amount or Number of Shares				
Employee Stock Option (Right to Buy)	\$8.28	03/18/2013		M			50,000	02/07/2008	02/07/2018	Common Stock	50,000	\$0.00	0	D	

Explanation of Responses:

1. Includes an aggregate of 2,777 shares acquired under the WageWorks employee stock purchase plan between August 14, 2012 and February 14, 2013

Remarks:

/s/ Kimberly L. Jackson, attorney-in-fact

03/20/2013

** 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).

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SEC Form 4

FORM 4

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

OMB APPROVAL	
OMB Number:	3235-0287
Expires:	December 31, 2014
Estimated average burden hours per response:	0.5

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

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

1. Name and Address of Reporting Person* <u>Jackson Joseph L.</u> (Last) (First) (Middle) C/O WAGeworks, INC 1100 PARK PLACE 4TH FLOOR (Street) SAN MATEO CA 94403 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>WAGeworks, INC.</u> [WAGE]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) Chief Executive Officer
	3. Date of Earliest Transaction (Month/Day/Year) 08/19/2013	
	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	08/19/2013		M		150,000	A	\$9.42	153,684 ⁽¹⁾	D	
Common Stock	08/19/2013		M		145,000	A	\$5.32	298,684	D	
Common Stock	08/19/2013		M		45,000	A	\$5.32	343,684	D	
Common Stock	08/19/2013		S		150,000	D	\$40.45	193,684	D	
Common Stock	08/19/2013		S		145,000	D	\$40.45	48,684	D	
Common Stock	08/19/2013		S		45,000	D	\$40.45	3,684	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	Amount or Number of Shares				
Employee Stock Option (Right to Buy)	\$9.42	08/19/2013		M		150,000		05/25/2007	05/25/2017	Common Stock	150,000	\$0.00	370,000	D	
Employee Stock Option (Right to Buy)	\$5.32	08/19/2013		M		145,000		05/06/2010	05/06/2020	Common Stock	145,000	\$0.00	42,500	D	
Employee Stock Option (Right to Buy)	\$5.32	08/19/2013		M		45,000		(2)	05/06/2020	Common Stock	45,000	\$0.00	142,500	D	

Explanation of Responses:

- Includes an aggregate of 3,684 shares acquired under the WageWorks employee stock purchase plan between August 14, 2012 and August 14, 2013
- The option is subject to an early exercise provision and is immediately exercisable. Shares subject to the option vest in full on May 6, 2017; provided, however, (i) 25% of the shares subject to the option vested upon the closing of the Issuer's initial public offering; (ii) 25% of the shares subject to the option shall vest upon the achievement of certain financial performance goals; and (iii) the remaining 50% of the shares subject to the option shall vest upon the achievement of both (i) and (ii).

Remarks:

/s/ Kimberly L. Jackson, attorney-in-fact 08/21/2013

** 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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SEC Form 4

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL	
OMB Number:	3235-0287
Expires:	December 31, 2014
Estimated average burden hours per response:	0.5

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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* <u>Jackson Joseph L.</u> (Last) (First) (Middle) <u>C/O WAGWORKS, INC</u> <u>1100 PARK PLACE 4TH FLOOR</u> (Street) <u>SAN MATEO CA 94403</u> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>WAGWORKS, INC. [WAGE]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Chief Executive Officer</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>02/14/2014</u>	
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	02/14/2014		J	V	450	A	\$47.25	4,134 ⁽¹⁾	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					

Explanation of Responses:

1. 450 shares acquired under the Wageworks employee stock purchase plan on February 14, 2014.

Remarks:

/s/Kimberly L. Jackson, attorney-in-fact

02/21/2014

** 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).

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SEC Form 4

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL	
OMB Number:	3235-0287
Expires:	December 31, 2014
Estimated average burden hours per response:	0.5

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* <u>Jackson Joseph L.</u> (Last) (First) (Middle) C/O WAGWORKS, INC 1100 PARK PLACE 4TH FLOOR (Street) SAN MATEO CA 94403 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>WAGWORKS, INC. [WAGE]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) Chief Executive Officer
	3. Date of Earliest Transaction (Month/Day/Year) <u>02/24/2014</u>	
	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			

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
Stock Option (Right to Buy)	\$57.1	02/24/2014		A		62,500		(1)	02/24/2024	Common Stock	62,500	\$57.1	62,500	D	
Performance Rights	(2)	02/24/2014		A	V	45,000		(3)	(3)	Common Stock	45,000	(2)	45,000	D	

Explanation of Responses:

- 25% of the shares subject to the option vest on February 24, 2015 and the remaining share vest in equal, monthly installments thereafter.
- Each restricted stock unit represents a contingent right to receive one share of Wageworks, Inc common stock.
- The restricted stock units (RSU) vest in the first quarter of the 2017 calendar year should the Company achieve certain milestones as outlined in the RSU agreement between the Company and the reporting person. Vested Shares will be delivered to the reporting person on such vesting date

Remarks:

/s/Kimberly L. Wilford attorney-in-fact

03/10/2014

** Signature of Reporting Person

Date

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

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SEC Form 4

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL	
OMB Number:	3235-0287
Expires:	December 31, 2014
Estimated average burden hours per response:	0.5

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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* <u>Jackson Joseph L.</u> (Last) (First) (Middle) C/O WAGeworks, INC 1100 PARK PLACE 4TH FLOOR (Street) SAN MATEO CA 94403 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>WAGeworks, INC. [WAGE]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) Chief Executive Officer
	3. Date of Earliest Transaction (Month/Day/Year) 03/11/2014	
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	03/11/2014		M		74,000	A	\$9.42	78,134	D	
Common Stock	03/11/2014		S		74,000	D	\$61.97 ⁽¹⁾	4,134	D	
Common Stock	03/12/2014		M		15,400	A	\$9.42	19,534	D	
Common Stock	03/12/2014		S		66	D	\$60.5	19,468	D	
Common Stock	03/12/2014		S		15,334	D	\$61.53 ⁽²⁾	4,134 ⁽³⁾	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
Employee Stock Option (Right to Buy)	\$9.42	03/11/2014		M			74,000	05/25/2007	05/25/2017	Common Stock	74,000	\$0.00	296,000	D	
Employee Stock Option (Right to Buy)	\$9.42	03/12/2014		M			15,400	05/25/2007	05/25/2017	Common Stock	15,400	\$0.00	280,600	D	

Explanation of Responses:

1. The price reported is a weighted average price of \$61.97. These shares were sold in multiple transactions at prices ranging from \$61.50 to \$62.01, inclusive. The reporting person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon

request, full information regarding the number of shares sold at each separate price within the ranges set forth in the footnote to this Form 4.

2. The price reported is a weighted average price of \$61.53. These shares were sold in multiple transactions at prices ranging from \$61.41 to \$61.65, inclusive. The reporting person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in the footnote to this Form 4.

3. Includes an aggregate of 4,134 shares acquired under the WageWorks employee stock purchase plan between August 14, 2012 and February 14, 2014

Remarks:

/s/ Kimberly L. Wilford, attorney-in-fact

03/13/2014

** Signature of Reporting Person

Date

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

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SEC Form 4

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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

OMB APPROVAL	
OMB Number:	3235-0287
Expires:	December 31, 2014
Estimated average burden hours per response:	0.5

1. Name and Address of Reporting Person* <u>Jackson Joseph L.</u> (Last) (First) (Middle) C/O WAGWORKS, INC 1100 PARK PLACE 4TH FLOOR (Street) SAN MATEO CA 94403 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>WAGWORKS, INC. [WAGE]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) Chief Executive Officer
	3. Date of Earliest Transaction (Month/Day/Year) 03/13/2014	
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	03/13/2014		M		2,700	A	\$9.42	6,834	D	
Common Stock	03/13/2014		S		2,700	D	\$61.57 ⁽¹⁾	4,134	D	
Common Stock	03/14/2014		M		7,900	A	\$9.42	12,034	D	
Common Stock	03/14/2014		S		7,900	D	\$61.41 ⁽²⁾	4,134 ⁽³⁾	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					
Employee Stock Option (Right to Buy)	\$9.42	03/13/2014		M			2,700	05/25/2007	05/25/2017	Common Stock	\$0.00	277,900	D	
Employee Stock Option (Right to Buy)	\$9.42	03/14/2014		M			7,900	05/25/2007	05/25/2017	Common Stock	\$0.00	270,000	D	

Explanation of Responses:

- The price reported is a weighted average price of \$61.57. These shares were sold in multiple transactions at prices ranging from \$61.52 to \$61.67, inclusive. The reporting person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in the footnote to this Form 4.
- The price reported is a weighted average price of \$61.41. These shares were sold in multiple transactions at prices ranging from \$61.30 to \$61.56, inclusive. The reporting person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in the footnote to this Form 4.

request, full information regarding the number of shares sold at each separate price within the ranges set forth in the footnote to this Form 4.

3. Includes an aggregate of 4,134 shares acquired under the WageWorks employee stock purchase plan between August 14, 2012 and February 14, 2014

Remarks:

/s/ Kimberly L. Wilford, attorney-in-fact

03/17/2014

** 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).

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SEC Form 4

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL	
OMB Number:	3235-0287
Expires:	December 31, 2014
Estimated average burden hours per response:	0.5

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* <u>Jackson Joseph L.</u> (Last) (First) (Middle) C/O WAGeworks, INC 1100 PARK PLACE 4TH FLOOR (Street) SAN MATEO CA 94403 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>WAGeworks, INC. [WAGE]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) Chief Executive Officer
	3. Date of Earliest Transaction (Month/Day/Year) 04/08/2014	
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			

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					
Performance Rights	(1)	04/08/2014		A	V	200,000		(2)	(2)	Common Stock	200,000	(1)	200,000	D

Explanation of Responses:

- Each restricted stock unit represents a contingent right to receive one share of WageWorks, Inc common stock.
- The restricted stock units (RSU) vest in the second quarter of the 2017 calendar year should the Company achieve certain milestones as outlined in the RSU agreement between the Company and the reporting person. Vested Shares will be delivered to the reporting person on such vesting date

Remarks:

/s/Kimberly L. Wilford attorney-in-fact

04/10/2014

** Signature of Reporting Person

Date

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

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FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL	
OMB Number:	3235-0287
Expires:	December 31, 2014
Estimated average burden hours per response:	0.5

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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* <u>Jackson Joseph L.</u> (Last) (First) (Middle) <u>1100 PARK PLACE, 4TH FLOOR</u> (Street) <u>SAN MATEO CA 94403</u> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>WAGeworks, INC. [WAGE]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Chief Executive Officer</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>02/14/2015</u>	
	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	02/14/2015		J	V	160 ⁽¹⁾	A	\$50.57	4,294	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
Performance Rights	(2)	02/18/2015		A	V	60,000		(3)	(3)	Common Stock	60,000	\$0 ⁽²⁾	60,000	D	

Explanation of Responses:

- 160 shares acquired under the Wageworks employee stock purchase plan on February 14, 2015 such that an aggregate of 4,294 shares have been acquired under the Wageworks employee stock purchase plan between August 14, 2012 and February 14, 2015.
- Each restricted stock unit represents a contingent right to receive one share of Wageworks, Inc common stock.
- The restricted stock units (RSU) vest in the first quarter of the 2018 calendar year should the Company achieve certain milestones as outlined in the RSU agreement between the Company and the reporting person. Vested Shares will be delivered to the reporting person on such vesting date.

/s/ Kimberly L. Wilford, attorney-in-fact

02/18/2015

** 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).

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SEC Form 4

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL	
OMB Number:	3235-0287
Expires:	December 31, 2014
Estimated average burden hours per response:	0.5

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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* <u>Jackson Joseph L.</u> (Last) (First) (Middle) <u>1100 PARK PLACE, 4TH FLOOR</u> (Street) <u>SAN MATEO CA 94403</u> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>WAGeworks, INC. [WAGE]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Chief Executive Officer</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>03/13/2015</u>	
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	03/13/2015		M		95,095	A	\$9.42	99,389	D	
Common Stock ⁽¹⁾	03/13/2015		S		95,095 ⁽²⁾	D	\$56.5163	4,294	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					
Stock Options (Right to Buy)	\$9.42	03/13/2015		M			95,095	05/25/2007	05/25/2017	Common Stock	\$0	174,905	D	

Explanation of Responses:

- 1. Includes an aggregate of 4,294 shares acquired under the WageWorks employee stock purchase plan between August 14, 2012 and February 14, 2015.
- 2. The price reported is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$56.50 to \$57.11, inclusive. The reporting person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges as set forth in this footnote.

/s/ Kim Wilford, attorney-in-fact

03/16/2015

** 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).

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SEC Form 4

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL	
OMB Number:	3235-0287
Expires:	December 31, 2014
Estimated average burden hours per response:	0.5

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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* <u>Jackson Joseph L.</u> (Last) (First) (Middle) <u>1100 PARK PLACE, 4TH FLOOR</u> (Street) <u>SAN MATEO CA 94403</u> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>WAGeworks, INC. [WAGE]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Chief Executive Officer</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>02/11/2016</u>	
	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 ⁽⁴⁾	02/11/2016		M		90,000 ⁽²⁾	A	\$0	94,547	D	
Common Stock	02/11/2016		F		43,642	D	\$43.63	50,905	D	
Common Stock ⁽⁶⁾	02/12/2016		J	V	242	A	\$36.05	51,147	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					
Employee Stock Option (Right to Buy)	\$43.63	02/11/2016		A		100,000		(1)	02/11/2026	Common Stock	100,000	100,000	D	
Performance Rights	(2)	02/11/2016		A		75,000		(3)	(3)	Common Stock	75,000	75,000	D	
Performance Rights	(2)	02/11/2016		M			90,000	(5)	(5)	Common Stock	90,000	0	D	

Explanation of Responses:

- 25% of the Option Shares vest on the first anniversary of the grant date, and an additional 1/48th of the total Option Shares vest on each of the 36 succeeding monthly anniversaries of the grant date.
- Each restricted stock unit represents a contingent right to receive one share of WageWorks Inc. common stock.
- The restricted stock units (RSU) vest in the first quarter of the 2019 calendar year should the Company achieve certain milestones as outlined in the RSU agreement between the Company and the reporting person. Vested Shares will be delivered to the reporting person on such vesting date.
- Includes 253 shares that have been acquired under the Wageworks employee stock purchase plan on May 14, 2015.

5. On March 8, 2013, the Reporting Person filed a Form 4 listing the acquisition of 60,000 RSUs, which was a target number of shares based on a performance metric to be measured in the first quarter of 2016. On February 11, 2016, the Board of Directors of the Company determined that the Reporting Person had exceeded the performance metric by 150%. Hence, 90,000 RSUs were deemed vested as of that date.

6. Includes 242 shares that have been acquired under the Wageworks employee stock purchase plan on February 12, 2016.

/s/ Kimberly L. Wilford, attorney-in-fact

02/16/2016

** 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).

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SEC Form 4

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL	
OMB Number:	3235-0287
Expires:	December 31, 2014
Estimated average burden hours per response:	0.5

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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* <u>Jackson Joseph L.</u> (Last) (First) (Middle) <u>1100 PARK PLACE, 4TH FLOOR</u> (Street) <u>SAN MATEO CA 94403</u> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>WAGeworks, INC. [WAGE]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Chief Executive Officer</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>03/08/2016</u>	
	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	03/08/2016		M		6,791	A	\$9.42	57,938	D	
Common Stock	03/08/2016		S		6,791 ⁽¹⁾	D	\$48.5058	51,147	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
Stock Options (Right to Buy)	\$9.42	03/08/2016		M			6,791	05/25/2007	05/25/2017	Common Stock	6,791	\$0	168,114	D	

Explanation of Responses:

1. The price reported is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$48.25 to \$48.62, inclusive. The reporting person undertakes to provide to the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges as set forth in this footnote.

/s/ Kimberly L. Wilford, attorney-in-fact

03/09/2016

** Signature of Reporting Person

Date

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

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SEC Form 4

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL	
OMB Number:	3235-0287
Expires:	December 31, 2014
Estimated average burden hours per response:	0.5

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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* <u>Jackson Joseph L.</u> (Last) (First) (Middle) <u>1100 PARK PLACE, 4TH FLOOR</u> (Street) <u>SAN MATEO CA 94403</u> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>WAGeworks, INC. [WAGE]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Chief Executive Officer</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>03/09/2016</u>	
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	03/09/2016		M		58,394	A	\$9.42	109,541	D	
Common Stock	03/09/2016		S		58,394 ⁽¹⁾	D	\$47.4395	51,147	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	Amount or Number of Shares				
Stock Options (Right to Buy)	\$9.42	03/09/2016		M			58,394	05/25/2007	05/25/2017	Common Stock	58,394	\$0	109,720	D	

Explanation of Responses:

1. The price reported is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$47.00 to \$47.9133, inclusive. The reporting person undertakes to provide to the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges as set forth in this footnote.

/s/ Kimberly L. Wilford, attorney-in-fact

03/11/2016

** Signature of Reporting Person

Date

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SEC Form 4

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL	
OMB Number:	3235-0287
Expires:	December 31, 2014
Estimated average burden hours per response:	0.5

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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* <u>Jackson Joseph L.</u> (Last) (First) (Middle) <u>1100 PARK PLACE, 4TH FLOOR</u> (Street) <u>SAN MATEO CA 94403</u> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>WAGeworks, INC. [WAGE]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Chief Executive Officer</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>03/14/2016</u>	
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	03/14/2016		M		13,639	A	\$9.42	64,786	D	
Common Stock	03/14/2016		S		13,639 ⁽¹⁾	D	\$46.6189	51,147	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
Stock Options (Right to Buy)	\$9.42	03/14/2016		M			13,639	05/25/2007	05/25/2017	Common Stock	13,639	\$0	96,081	D	

Explanation of Responses:

1. The price reported is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$46.50 to \$47.05, inclusive. The reporting person undertakes to provide to the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges as set forth in this footnote.

/s/ Kimberly L. Wilford, attorney-in-fact

03/16/2016

** Signature of Reporting Person

Date

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FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL	
OMB Number:	3235-0287
Expires:	December 31, 2014
Estimated average burden hours per response:	0.5

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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* <u>Jackson Joseph L.</u> (Last) (First) (Middle) 1100 PARK PLACE, 4TH FLOOR (Street) SAN MATEO CA 94403 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>WAGeworks, Inc. [WAGE]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) Chief Executive Officer
	3. Date of Earliest Transaction (Month/Day/Year) 05/20/2016	
	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 ⁽¹⁾	05/20/2016		M		50,000	A	\$9.42	101,481	D	
Common Stock	05/20/2016		S		50,000 ⁽²⁾	D	\$55	51,481	D	
Common Stock	05/23/2016		M		21,198	A	\$9.42	72,679	D	
Common Stock	05/23/2016		S		21,198 ⁽³⁾	D	\$55.94	51,481	D	
Common Stock	05/24/2016		M		24,883	A	\$9.42	76,364	D	
Common Stock	05/24/2016		S		24,883 ⁽⁴⁾	D	\$56.24	51,481	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
Stock Options (Right to Buy)	\$9.42	05/20/2016		M			50,000	05/25/2007	05/25/2017	Common Stock	50,000	\$0	46,081	D	
Stock Options (Right to Buy)	\$9.42	05/23/2016		M			21,198	05/25/2007	05/25/2017	Common Stock	21,198	\$0	24,883	D	
Stock Options (Right to Buy)	\$9.42	05/24/2016		M			24,883	05/25/2007	05/25/2017	Common Stock	24,883	\$0	0	D	

Explanation of Responses:

1. Includes 334 shares that have been acquired under the Wageworks employee stock purchase plan on May 13, 2016.
2. The price reported is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$55.00 to \$55.02, inclusive. The reporting person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges as set forth in this footnote.
3. The price reported is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$55.75 to \$56.25, inclusive. The reporting person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges as set forth in this footnote.
4. The price reported is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$56.00 to \$56.50, inclusive. The reporting person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges as set forth in this footnote.

/s/ Kimberly L. Wilford, attorney-in-fact

05/24/2016

** 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).

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SEC Form 4

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

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* <u>Jackson Joseph L.</u> (Last) (First) (Middle) 1100 PARK PLACE, 4TH FLOOR (Street) SAN MATEO CA 94403 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>WAGeworks, INC. [WAGE]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) Chief Executive Officer
	3. Date of Earliest Transaction (Month/Day/Year) 12/13/2016	
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	12/13/2016		M		42,500	A	\$5.32	93,981	D	
Common Stock	12/13/2016		M		12,429	A	\$5.32	106,410	D	
Common Stock	12/13/2016		S		54,929 ⁽¹⁾	D	\$72.82	51,481	D	
Common Stock	12/14/2016		M		32,820	A	\$5.32	84,301	D	
Common Stock	12/14/2016		S		30,620 ⁽²⁾	D	\$71.9	53,681	D	
Common Stock	12/14/2016		S		2,200 ⁽³⁾	D	\$72.57	51,481	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
Stock Options (Right to Buy)	\$5.32	12/13/2016		M			42,500	05/06/2010	05/06/2020	Common Stock	42,500	\$0	0	D	
Performance Stock Options (Right to Buy)	\$5.32	12/13/2016		M			12,429	05/06/2010	05/06/2020	Common Stock	12,429	\$0	130,071	D	
Performance Stock Options (Right to Buy)	\$5.32	12/14/2016		M			32,820	05/06/2010	05/06/2020	Common Stock	32,820	\$0	97,251	D	

Explanation of Responses:

1. The price reported is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$72.50 to \$73.00, inclusive. The reporting person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges as set forth in this footnote.
2. The price reported is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$71.50 to \$72.50, inclusive. The reporting person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges as set forth in this footnote.
3. The price reported is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$72.53 to \$72.64, inclusive. The reporting person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges as set forth in this footnote.

/s/ Kimberly L. Wilford, attorney-in-fact

12/15/2016

** 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).

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SEC Form 4

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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* <u>Jackson Joseph L.</u>			2. Issuer Name and Ticker or Trading Symbol <u>WAGeworks, INC. [WAGE]</u>			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) Chief Executive Officer		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <u>02/14/2017</u>			6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person		
1100 PARK PLACE, 4TH FLOOR			4. If Amendment, Date of Original Filed (Month/Day/Year)					
(Street)	CA	94403						
(City)	(State)	(Zip)						

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 ⁽¹⁾	02/14/2017		J	V	153	A	\$61.5	51,634	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	Amount or Number of Shares				
Employee Stock Option (Right to Buy)	\$73.5	02/16/2017		A		100,000		(2)	02/16/2027	Common Stock	100,000	\$0	100,000	D	
Performance Rights	(3)	02/16/2017		A		100,000		(4)	(4)	Common Stock	100,000	\$0	100,000	D	

Explanation of Responses:

- Includes 153 shares that have been acquired under the Wageworks employee stock purchase plan on February 14, 2017.
- 25% of the Option Shares vest on the first anniversary of the grant date, and an additional 1/48th of the total Option Shares vest on each of the 36 succeeding monthly anniversaries of the grant date.
- Each restricted stock unit represents a contingent right to receive one share of WageWorks Inc. common stock.
- The restricted stock units (RSU) vest in the first quarter of the 2020 calendar year should the Company achieve certain milestones as outlined in the RSU agreement between the Company and the reporting person. Vested Shares will be delivered to the reporting person on such vesting date.

/s/ Kimberly L. Wilford, attorney-in-fact

02/21/2017

** 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).

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SEC Form 4

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

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* <u>Jackson Joseph L.</u> (Last) (First) (Middle) <u>1100 PARK PLACE, 4TH FLOOR</u> (Street) <u>SAN MATEO CA 94403</u> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>WAGeworks, INC. [WAGE]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Chief Executive Officer</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>02/17/2017</u>	
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	02/17/2017		M		40,500 ⁽¹⁾	A	\$0	92,134	D	
Common Stock	02/17/2017		F		19,121	D	\$72.3	73,013	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
Performance Rights	(1)	02/17/2017		M			40,500	(2)	(2)	Common Stock	40,500	\$0	0	D	

Explanation of Responses:

- 1. Each restricted stock unit represents a contingent right to receive one share of WageWorks Inc. common stock.
- 2. On March 10, 2014, the Reporting Person filed a Form 4 listing the acquisition of 45,000 RSUs, which was a maximum number of shares to be acquired based on a performance metric to be measured in the first quarter of 2017. On February 17, 2017, the Board of Directors of the Company determined that based on the performance achievements of the Company during the period January 1, 2014 through December 31, 2016, 40,500 shares under the RSU were deemed vested for the Reporting Person.

/s/ Kimberly L. Wilford, attorney-in-fact

02/22/2017

** 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).

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SEC Form 4

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

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* <u>Jackson Joseph L.</u>			2. Issuer Name and Ticker or Trading Symbol <u>WAGeworks, Inc. [WAGE]</u>			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) Chief Executive Officer		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <u>02/17/2017</u>			6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person		
1100 PARK PLACE, 4TH FLOOR			4. If Amendment, Date of Original Filed (Month/Day/Year) <u>02/22/2017</u>					
(Street)	(City)	(State)	(Zip)					
SAN MATEO	CA		94403					

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			

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
Employee Stock Option (Right to Buy) ⁽¹⁾	\$72.3	02/17/2017		A		100,000		(2)	02/17/2027	Common Stock	100,000	\$0	100,000	D	
Performance Rights ⁽³⁾	(4)	02/17/2017		A		100,000		(5)	(5)	Common Stock	100,000	\$0	100,000	D	

Explanation of Responses:

- The Form 4 filed on February 22, 2017 incorrectly reported the exercise price, transaction date and expiration date. This current amendment corrects the errors that were reported on the Form 4 filed February 22, 2017.
- 25% of the Option Shares vest on the first anniversary of the grant date, and an additional 1/48th of the total Option Shares vest on each of the 36 succeeding monthly anniversaries of the grant date.
- The Form 4 filed on February 22, 2017 incorrectly reported the transaction date. This current amendment corrects the errors that were reported on the Form 4 filed February 22, 2017.
- Each restricted stock unit represents a contingent right to receive one share of WageWorks Inc. common stock.
- The restricted stock units (RSU) vest in the first quarter of the 2020 calendar year should the Company achieve certain milestones as outlined in the RSU agreement between the Company and the reporting person. Vested Shares will be delivered to the reporting person on such vesting date.

/s/ Kimberly L. Wilford, attorney-in-fact

02/24/2017

** Signature of Reporting Person

Date

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

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SEC Form 4

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

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* <u>Jackson Joseph L.</u> (Last) (First) (Middle) <u>1100 PARK PLACE, 4TH FLOOR</u> (Street) <u>SAN MATEO CA 94403</u> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>WAGeworks, INC. [WAGE]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Chief Executive Officer</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>04/07/2017</u>	
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	04/07/2017		M		50,000 ⁽¹⁾	A	\$0	123,013	D	
Common Stock	04/07/2017		F		26,090	D	\$71.65	96,923	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
Performance Rights	(1)	04/07/2017		M			50,000	(2)	(2)	Common Stock	50,000	\$0	0	D	

Explanation of Responses:

- Each restricted stock unit represents a contingent right to receive one share of WageWorks Inc. common stock.
- On April 10, 2014, the Reporting Person filed a Form 4 which reported the acquisition of 200,000 restricted stock units (RSU), which was the maximum number of shares to be acquired based on certain milestones to be measured in the second quarter of 2017. On April 3, 2017, a committee of the Board of Directors of the Company determined that certain milestones as outlined in the RSU Agreement between the Reporting Person and the Company had been met during the measurement period of April 8, 2014 through April 7, 2017; therefore, 50,000 shares under the RSU agreement were deemed vested for the Reporting Person.

/s/ Kimberly L. Wilford, attorney-in-fact

04/10/2017

** Signature of Reporting Person

Date

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

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SEC Form 4

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

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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* <u>Jackson Joseph L.</u> (Last) (First) (Middle) <u>1100 PARK PLACE, 4TH FLOOR</u> (Street) <u>SAN MATEO CA 94403</u> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>WAGeworks, INC. [WAGE]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Chief Executive Officer</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>05/12/2017</u>	
	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 ⁽¹⁾	05/12/2017		J	V	190	A	\$60.18	97,113	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					

Explanation of Responses:

1. Includes 190 shares that have been acquired under the Wageworks employee stock purchase plan on May 12, 2017.

/s/ Kimberly L. Wilford, attorney-in-fact

05/17/2017

** 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.

SEC Form 4

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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* <u>Jackson Joseph L.</u> (Last) (First) (Middle) 1100 PARK PLACE, 4TH FLOOR (Street) SAN MATEO CA 94403 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>WAGeworks, INC. [WAGE]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) Chief Executive Officer
	3. Date of Earliest Transaction (Month/Day/Year) 06/23/2017	
	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	06/23/2017		M		6,250	A	\$6.14	103,363	D	
Common Stock	06/23/2017		M		97,251	A	\$5.32	200,614	D	
Common Stock	06/23/2017		M		150,000	A	\$6.18	350,614	D	
Common Stock	06/23/2017		M		150,000	A	\$9.59	500,614	D	
Common Stock	06/23/2017		S		495,148	D	\$69.25	5,466	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
Stock Options (Right to Buy)	\$6.14	06/23/2017		M			6,250	05/07/2009	05/07/2019	Common Stock	6,250	\$0	0	D	
Performance Stock Options (Right to Buy)	\$5.32	06/23/2017		M			97,251	05/06/2010	05/06/2020	Common Stock	97,251	\$0	0	D	
Stock Options (Right to Buy)	\$6.18	06/23/2017		M			150,000	11/04/2010	11/04/2020	Common Stock	150,000	\$0	0	D	
Stock Options (Right to Buy)	\$9.59	06/23/2017		M			150,000	02/09/2012	02/09/2022	Common Stock	150,000	\$0	0	D	

Explanation of Responses:

/s/ Kimberly L. Wilford, attorney-in-fact

06/23/2017

** 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.

Exhibit B

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

SCHEDULE 14A

**Proxy Statement Pursuant to Section 14(a) of the
Securities Exchange Act of 1934**

Filed by the Registrant Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, For Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material Pursuant to § 240.14a-12

WAGEWORKS, INC.
(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if Other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- No fee required.
- Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

(1) Title of each class of securities to which transaction applies:

(2) Aggregate number of securities to which transaction applies: _____

(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

(4) Proposed maximum aggregate value of transaction: _____

(5) Total fee paid: _____

- Fee paid previously with preliminary materials.
- Check box if any part of the fee is offset as provided by Exchange Act Rule 240.0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

(1) Amount Previously Paid:

(2) Form, Schedule or Registration Statement No.: _____

(3) Filing Party:

(4) Date Filed:

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WageWorks®

NOTICE OF 2013 ANNUAL MEETING OF STOCKHOLDERS

April 16, 2013

To Stockholders of WageWorks, Inc.:

Notice is hereby given that the 2013 Annual Meeting of Stockholders (the "Annual Meeting") of WageWorks, Inc., a Delaware corporation, will be held on Tuesday, April 16, 2013 at 10:30 a.m., Pacific time, at the Company's executive offices located at 1100 Park Place, First Floor, San Mateo, California 94403, for the following purposes:

<u>Agenda Item</u>	<u>Board Vote Recommendation</u>
1. To elect the two Class I directors listed in the accompanying proxy statement to serve for a term of three years or until their respective successors are duly elected and qualified.	"FOR"
2. To consider and vote upon a proposal to amend and restate the Company's 2010 Equity Incentive Plan to (i) add 1,000,000 shares to the total number of shares of Company Common Stock reserved for issuance thereunder, (ii) modify the automatic "evergreen provision" so that the total number of shares of Company Common Stock reserved for issuance under the 2010 Equity Incentive Plan automatically increases at the beginning of each fiscal year by the lesser of: (A) 4% (instead of the current 3%) of the total number of shares outstanding as of the last day of the immediately preceding fiscal year, (B) 1,500,000 shares, or (C) such other amount as the Board may determine, (iii) require stockholder approval of an exchange program (as defined thereunder) before such program can be implemented, (iv) modify to allow the Company the ability to deduct in full under Section 162(m) of the Internal Revenue Code of 1986, as amended the compensation recognized by its executive officers in connection with certain awards that may be granted under the 2010 Equity Incentive Plan in the future and (v) make certain other changes as described in this Proxy Statement.	"FOR"
3. To consider and vote upon a proposal to approve the Company's Executive Bonus Plan so that the Company may qualify bonuses paid as performance-based compensation under Section 162(m) of the Internal Revenue Code of 1986, as amended, and the regulations and guidance promulgated thereunder.	"FOR"
4. To ratify the appointment of KPMG LLP as WageWorks' independent registered public accounting firm for the fiscal year ending December 31, 2013.	"FOR"

The preceding items of business are more fully described in the proxy statement filed with the U.S. Securities and Exchange Commission on March 1, 2013 and accompanying this notice of the Annual Meeting. Included with the proxy statement is a copy of our Annual Report on Form 10-K for the fiscal year ended December 31, 2012. Any action on the items of business described above may be considered at the Annual Meeting at the time and on the date specified above or at any time and date to which the Annual Meeting may be properly adjourned or postponed. This notice of Annual Meeting, proxy statement and form of proxy are being distributed to stockholders on or about March 7, 2013.

Your vote is very important. Whether or not you plan to attend the Annual Meeting, we encourage you to read the proxy statement and vote as soon as possible. For specific instructions on how to vote your shares, please refer to the section entitled "Questions and Answers About the Annual Meeting and Procedural Matters."

All stockholders are cordially invited to attend the Annual Meeting in person. Any stockholder attending the Annual Meeting may vote in person even if such stockholder has previously voted by another method, and any previous votes that were submitted by the stockholder, whether by internet, telephone or mail, will be superseded by the vote that such stockholder casts at the Annual Meeting.

Thank you for your ongoing support of WageWorks.

By Order of the Board of Directors of WageWorks, Inc.



Joseph L. Jackson
Chief Executive Officer

[Table of Contents](#)**SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT**

The following table sets forth certain information, as of the Record Date, as to shares of Common Stock beneficially owned by: (i) each person who is known by the Company to own beneficially more than 5% of our Common Stock, (ii) all of our directors and named executive officers and (iii) all of our directors and executive officers as a group. The information provided in the table is based on our records, information filed with the SEC and information furnished by the respective individuals or entities, as the case may be.

Applicable percentage ownership is based on 32,198,222 shares of Common Stock outstanding as of Record Date. In computing the number of shares of Common Stock beneficially owned by a person and the percentage ownership of that person, we deemed outstanding all shares of Common Stock subject to options, warrants or other convertible securities held by that person or entity that are currently exercisable or exercisable within 60 days of Record Date. We did not deem these shares outstanding, however, for the purpose of computing the percentage ownership of any other person. Beneficial ownership representing less than one percent is denoted with an “*.”

Unless otherwise indicated below, the address of each beneficial owner listed on the table is c/o WageWorks, Inc., 1100 Park Place, 4th Floor, San Mateo, California 94403.

We have determined beneficial ownership in accordance with the rules of the SEC. Except as indicated by the footnotes below, we believe, based on the information available or furnished to us, that the persons and entities named in the table below have sole voting and investment power with respect to all shares of Common Stock that they beneficially own, subject to applicable community property laws.

	Number of Shares Beneficially Owned	Percentage of Shares Beneficially Owned
Executive Officers and Directors:		
Joseph L. Jackson (1)	1,502,777	4.46%
Richard M. Berkeley (2)	1,412,715	4.38%
Thomas A. Bevilacqua (3)	19,500	*
Bruce G. Bodaken (4)	81,000	*
Mariann Byerwalter (5)	38,000	*
Jerome D. Gramaglia (6)	80,161	*
John W. Larson (7)	201,889	*
Edward C. Nafus (8)	51,000	*
Richard T. Green (9)	310,858	*
Edgar O. Montes (10)	215,671	*
Kimberly L. Jackson (11)	146,220	*
All Executive Officers and Directors as a group (11 persons) (12)	4,059,791	11.71%
5% Stockholders:		
Funds managed by VantagePoint Capital Partners (13)	11,635,995	36.10%
Wellington Management Company, LLP (14)	1,670,502	5.19%

* Represents beneficial ownership of less than 1%.

(1) Includes options to purchase 1,500,000 shares of our Common Stock exercisable within 60 days as of the Record Date.

(2) Includes 213,214 shares held by Camden Partners Strategic Fund II-A, LP, 12,774 shares held by Camden Partners Strategic Fund II-B, LP, 1,103,700 shares held by Camden Partners Strategic Fund III, LP and 45,527 shares held by Camden Partners Strategic Fund III-A, LP. Camden Partners Strategic Manager, LLC, or Camden Partners Strategic Manager, is the managing member of Camden Partners Strategic III, LLC, or Camden Partners Strategic III, which is the general partner of Camden Partners Strategic Fund III, L.P. and Camden Partners Strategic Fund III-A, L.P., or the Camden Funds. Because Richard M. Berkeley, Don Hughes and David Warnock are the managing members of Camden Partners Strategic Manager, Camden

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Partners Strategic Manager is the managing member of Camden Partners Strategic III and Camden Partners Strategic III is the general partner of the Camden Funds, Messrs. Berkeley, Hughes and Warnock may be deemed to have voting and dispositive power over the shares held by the Camden Funds. Camden Partners Strategic II, LLC, or Camden Partners Strategic II, is the general partner of Camden Partners Strategic Fund II-A, LP and Camden Partners Strategic Fund II-B, LP, or the Camden Strategic Funds. Because Richard M. Berkeley, Don Hughes and David Warnock are the managing members of Camden Partners Strategic II, and Camden Partners Strategic II is the general partner of the Camden Strategic Funds, Messrs. Berkeley, Hughes and Warnock may be deemed to have voting and dispositive power over the shares held by the Camden Strategic Funds. Also includes 37,500 shares subject to options held by Mr. Berkeley that are exercisable within 60 days of the Record Date. Mr. Berkeley has voting and investment power over the shares subject to options held by him. Mr. Berkeley disclaims beneficial ownership of the shares held by the Camden Funds except to the extent of his pecuniary interest therein. The address of Camden Funds, their affiliated entities and Mr. Berkeley is 500 East Pratt Street, Suite 1200, Baltimore, Maryland 21202.

- (3) Includes 19,500 shares subject to options held by Mr. Bevilacqua that are exercisable within 60 days as of the Record Date. VantagePoint Management, Inc. has the authority to direct the exercise of the options held by Mr. Bevilacqua. Mr. Bevilacqua disclaims beneficial ownership of the options and the shares underlying the options, except to the extent of his pecuniary interests in the shares. The address of Mr. Bevilacqua is 1001 Bayhill Drive, Suite 300, San Bruno, California 94066.
- (4) Includes options to purchase 43,500 shares of our Common Stock exercisable within 60 days as of the Record Date.
- (5) Consists of options to purchase 38,000 shares of our Common Stock exercisable within 60 days as of the Record Date.
- (6) Includes options to purchase 43,500 shares of our Common Stock exercisable within 60 days as of the Record Date.
- (7) Includes options to purchase 69,750 shares of our Common Stock exercisable within 60 days as of the Record Date.
- (8) Includes options to purchase 38,000 shares of our Common Stock exercisable within 60 days as of the Record Date.
- (9) Includes options to purchase 307,500 shares of our Common Stock exercisable within 60 days as of the Record Date.
- (10) Includes options to purchase 215,000 shares of our Common Stock exercisable within 60 days as of the Record Date.
- (11) Includes options to purchase 145,000 shares of our Common Stock exercisable within 60 days as of the Record Date.
- (12) Includes options to purchase 2,457,250 shares of our Common Stock exercisable within 60 days as of the Record Date.
- (13) Includes 10,397,928 shares held by VantagePoint Venture Partners IV (Q), L.P., 1,048,101 shares held by VantagePoint Venture Partners IV, L.P., 144,108 shares held by VantagePoint Venture Partners IV Principals Fund, L.P., and 13,900 shares held by VantagePoint Venture Associates IV, L.L.C. VantagePoint Venture Associates IV, L.L.C. is the general partner of these VantagePoint limited partnerships and may be deemed to have beneficial ownership of these shares. Also includes 19,500 shares subject to options held by Mr. Bevilacqua and 12,458 shares subject to options held by J. Stephan Dolezalek that are exercisable within 60 days as of the Record Date. VantagePoint Management, Inc. has the authority to direct the exercise of the options held by Mr. Bevilacqua and Mr. Dolezalek. Alan E. Salzman, Chief Executive Officer of VantagePoint Management, Inc. and Managing Member of VantagePoint Venture Associates IV, L.L.C., may be deemed to beneficially own the shares subject to these shares and options. Mr. Bevilacqua and Mr. Dolezalek each disclaim beneficial ownership of all options or shares beneficially owned by entities affiliated with VantagePoint Capital Partners, except to the extent of their respective pecuniary interests therein. The address of VantagePoint Capital Partners, Mr. Bevilacqua, Mr. Dolezalek and Mr. Salzman is 1001 Bayhill Drive, Suite 300, San Bruno, California 94066.
- (14) This information was obtained from the Schedule 13G filed with the SEC on February 14, 2013 by Wellington Management Company, LLP (“Wellington Management”). These shares are owned of record by

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

SCHEDULE 14A

**Proxy Statement Pursuant to Section 14(a) of the
Securities Exchange Act of 1934**

Filed by the Registrant Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material Pursuant to § 240.14a-12

WAGeworks, INC.
(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- No fee required.
- Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

(1) Title of each class of securities to which transaction applies:

(2) Aggregate number of securities to which transaction applies:

(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

(4) Proposed maximum aggregate value of transaction:

(5) Total fee paid:

Fee paid previously with preliminary materials.

Check box if any part of the fee is offset as provided by Exchange Act Rule 240.0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

(1) Amount Previously Paid:

(2) Form, Schedule or Registration Statement No.:

(3) Filing Party:

(4) Date Filed:

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WageWorks®

NOTICE OF 2014 ANNUAL MEETING OF STOCKHOLDERS

May 13, 2014

To Stockholders of WageWorks, Inc.:

Notice is hereby given that the 2014 Annual Meeting of Stockholders (the "Annual Meeting") of WageWorks, Inc., a Delaware corporation, will be held on Tuesday, May 13, 2014 at 4:00 p.m., Pacific Daylight Time, at the Company's executive offices located at 1100 Park Place, First Floor, San Mateo, California 94403, for the following purposes:

Agenda Item

1. To elect the three Class II directors listed in the accompanying Proxy Statement to serve for a term of three years or until their respective successors are duly elected and qualified.
2. The ratification of the appointment of KPMG LLP as the Company's independent registered public accounting firm for the fiscal year ending December 31, 2014.

**Board Vote
Recommendation**

"FOR"

"FOR"

The preceding items of business are more fully described in the Proxy Statement filed with the U.S. Securities and Exchange Commission on March 28, 2014 and accompanying this notice of the Annual Meeting. Included with the Proxy Statement is a copy of our Annual Report on Form 10-K for the fiscal year ended December 31, 2013. Any action on the items of business described above may be considered at the Annual Meeting at the time and on the date specified above or at any time and date to which the Annual Meeting may be properly adjourned or postponed. This notice of Annual Meeting, Proxy Statement and Form of Proxy are being distributed to stockholders on or about March 28, 2014.

Your vote is very important. Whether or not you plan to attend the Annual Meeting, we encourage you to read the Proxy Statement and vote as soon as possible. For specific instructions on how to vote your shares, please refer to the section entitled "Questions and Answers About the Annual Meeting and Procedural Matters."

All stockholders are cordially invited to attend the Annual Meeting in person. Any stockholder attending the Annual Meeting may vote in person even if such stockholder has previously voted by another method, and any previous votes that were submitted by the stockholder, whether by internet, telephone or mail, will be superseded by the vote that such stockholder casts at the Annual Meeting.

Thank you for your ongoing support of WageWorks, Inc.

By Order of the Board of Directors of WageWorks, Inc.



Joseph L. Jackson
Chief Executive Officer

[Table of Contents](#)**SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT**

The following table sets forth certain information, as of the Record Date, as to shares of Common Stock beneficially owned by: (i) each person who is known by the Company to own beneficially more than 5% of our Common Stock, (ii) all of our directors and NEOs and (iii) all of our directors and executive officers as a group. The information provided in the table is based on our records, information filed with the SEC and information furnished by the respective individuals or entities, as the case may be.

Applicable percentage ownership is based on 35,015,332 shares of Common Stock outstanding as of Record Date. In computing the number of shares of Common Stock beneficially owned by a person and the percentage ownership of that person, we deemed outstanding all shares of Common Stock subject to options, warrants or other convertible securities held by that person or entity that are currently exercisable or exercisable within 60 days of Record Date. We did not deem these shares outstanding, however, for the purpose of computing the percentage ownership of any other person. Beneficial ownership representing less than one percent is denoted with an “*.”

Unless otherwise indicated below, the address of each beneficial owner listed on the table is c/o WageWorks, Inc., 1100 Park Place, Fourth Floor, San Mateo, California 94403.

We have determined beneficial ownership in accordance with the rules of the SEC. Except as indicated by the footnotes below, we believe, based on the information available or furnished to us, that the persons and entities named in the table below have sole voting and investment power with respect to all shares of Common Stock that they beneficially own, subject to applicable community property laws.

	Number of Shares Beneficially Owned	Percentage of Shares Beneficially Owned
Executive Officers and Directors:		
Joseph L. Jackson (1)	801,843	2.24%
Richard M. Berkeley (2)	10,000	*
Thomas A. Bevilacqua (3)	15,500	*
Bruce G. Bodaken (4)	10,000	*
Mariann Byerwalter (5)	826	*
Jerome D. Gramaglia (6)	53,500	*
John W. Larson (7)	120,889	*
Edward C. Nafus (8)	45,000	*
Richard T. Green (9)	75,635	*
Edgar O. Montes (10)	155,588	*
Kimberly L. Wilford (11)	92,342	*
All Executive Officers and Directors as a group (11 persons) (12)	1,381,123	3.80%
5% Stockholders:		
Funds managed by VantagePoint Capital Partners (13)	2,570,103	7.34%
The Vanguard Group (14)	1,956,783	5.59%
Alliance Bernstein LP (15)	1,858,937	5.31%
TimesSquare Capital Management, LLC (16)	2,155,553	6.16%
Funds managed by BlackRock, Inc. (17)	2,406,908	6.87%
D.F. Dent & Company, Inc. (18)	1,746,666	4.99%
Wellington Management Company, LLP (19)	2,037,550	5.82%

* Represents beneficial ownership of less than 1%.

(1) Includes options to purchase 797,709 shares of our Common Stock exercisable within 60 days as of the Record Date.

(2) Consists of 10,000 shares subject to options held by Mr. Berkeley that are exercisable within 60 days of the Record Date.

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- (3) Consists of 15,500 shares subject to options held by Mr. Bevilacqua that are exercisable within 60 days as of the Record Date. VantagePoint Management, Inc. has the authority to direct the exercise of the options held by Mr. Bevilacqua. Mr. Bevilacqua disclaims beneficial ownership of the options and the shares underlying the options, except to the extent of his pecuniary interests in the shares. The address of Mr. Bevilacqua is 1001 Bayhill Drive, Suite 300, San Bruno, CA 94066.
- (4) Consists of options to purchase 10,000 shares of our Common Stock held by Mr. Bodaken exercisable within 60 days as of the Record Date.
- (5) Consists of options to purchase 826 shares of our Common Stock held by Ms. Byerwalter exercisable within 60 days as of the Record Date.
- (6) Consists of options to purchase 53,500 shares of our Common Stock held by Mr. Gramaglia exercisable within 60 days as of the Record Date.
- (7) Includes options to purchase 79,750 shares of our Common Stock held by Mr. Larson exercisable within 60 days as of the Record Date.
- (8) Includes options to purchase 33,000 shares of our Common Stock held by Mr. Nafus exercisable within 60 days as of the Record Date.
- (9) Includes options to purchase 71,928 shares of our Common Stock held by Mr. Green exercisable within 60 days as of the Record Date.
- (10) Includes options to purchase 154,584 shares of our Common Stock held by Mr. Montes exercisable within 60 days as of the Record Date.
- (11) Includes options to purchase 89,584 shares of our Common Stock held by Ms. Wilford exercisable within 60 days as of the Record Date.
- (12) Includes options to purchase 1,316,381 shares of our Common Stock exercisable within 60 days as of the Record Date.
- (13) Includes 2,240,328 shares held by VantagePoint Venture Partners IV (Q), L.P., 231,441 shares held by VantagePoint Venture Partners IV, L.P., 58,368 shares held by VantagePoint Venture Partners IV Principals Fund, L.P., and 24,466 shares held by VantagePoint Venture Associates IV, L.L.C. VantagePoint Venture Associates IV, L.L.C. is the general partner of these VantagePoint limited partnerships and may be deemed to have beneficial ownership of these shares and warrants. Also includes 15,500 shares subject to options held by Mr. Bevilacqua that are exercisable within 60 days of the Record Date. VantagePoint Management, Inc. has the authority to direct the exercise of the options held by Mr. Bevilacqua. Alan E. Salzman, CEO of VantagePoint Management, Inc. and Managing Member of VantagePoint Venture Associates IV, L.L.C., may be deemed to beneficially own the shares subject to these shares and options. Mr. Bevilacqua disclaims beneficial ownership of all options or shares beneficially owned by entities affiliated with VantagePoint Capital Partners, except to the extent of his pecuniary interests therein. The address of VantagePoint Capital Partners, Mr. Bevilacqua and Mr. Salzman is 1001 Bayhill Drive, Suite 300, San Bruno, CA 94066.
- (14) Based solely on a Schedule 13G filed with the SEC by The Vanguard Group — 23-1945930 (“Vanguard”) on February 12, 2014. Vanguard, in its capacity as investment adviser, has sole voting power with respect to 37,368 shares of our common stock, has sole dispositive power with respect to 1,922,015 shares of our common stock and shared dispositive power with respect to 34,768 shares of our common stock. The principal business office for Vanguard is 100 Vanguard Blvd., Malvern, PA 19355.
- (15) Based solely on a Schedule 13G filed with the SEC by AllianceBernstein LP on February 11, 2014. AllianceBernstein LP, in its capacity as investment adviser, has sole voting power with respect to 1,608,988 shares of our common stock, has sole dispositive power with respect to 1,832,567 shares of our common stock and shared dispositive power with respect to 26,370 shares of our common stock. The principal business office for AllianceBernstein LP is 1345 Avenue of the Americas, New York, NY 10105.
- (16) Based solely on a Schedule 13G/A filed with the SEC by TimesSquare Capital Management, LLC on February 10, 2014. TimesSquare Capital Management, LLC, in its capacity as investment adviser, has sole voting power with respect to 1,912,453 shares of our common stock and sole dispositive power with respect to 2,155,553 shares of our common stock. The principal business office for TimesSquare Capital Management, LLC is 7 Times Square, 42nd Floor, New York, NY 10036.

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

SCHEDULE 14A

**Proxy Statement Pursuant to Section 14(a) of the
Securities Exchange Act of 1934**

Filed by the Registrant Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, For Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material Pursuant to § 240.14a-12

WAGEWORKS, INC.
(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if Other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- No fee required.
- Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

(1) Title of each class of securities to which transaction applies:

(2) Aggregate number of securities to which transaction applies:

(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

(4) Proposed maximum aggregate value of transaction:

(5) Total fee paid:

Fee paid previously with preliminary materials.

Check box if any part of the fee is offset as provided by Exchange Act Rule 240.0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

(1) Amount Previously Paid:

(2) Form, Schedule or Registration Statement No.:

(3) Filing Party:

(4) Date Filed:

[Table of Contents](#)**NOTICE OF 2015 ANNUAL MEETING OF STOCKHOLDERS**

May 6, 2015

To Stockholders of WageWorks, Inc.:

Notice is hereby given that the 2015 Annual Meeting of Stockholders (the "Annual Meeting") of WageWorks, Inc., a Delaware corporation, will be held on Wednesday, May 6, 2015 at 3:00 p.m., Pacific Daylight Time, at the Company's executive offices located at 1100 Park Place, Fourth Floor, San Mateo, California 94403, for the following purposes:

<u>Agenda Item</u>	<u>Board Vote Recommendation</u>
1. To elect the three Class III directors listed in the accompanying Proxy Statement to serve for a term of three years or until their respective successors are duly elected and qualified.	"FOR"
2. To conduct a non-binding advisory vote on executive compensation.	"FOR"
3. To conduct a non-binding advisory vote on the frequency of holding an advisory stockholder vote on executive compensation.	"THREE YEARS"
4. The ratification of the appointment of KPMG LLP as the Company's independent registered public accounting firm for the fiscal year ending December 31, 2015.	"FOR"

The preceding items of business are more fully described in the Proxy Statement filed with the U.S. Securities and Exchange Commission on March 20, 2015 and accompanying this notice of the Annual Meeting. Included with the Proxy Statement is a copy of our Annual Report on Form 10-K for the fiscal year ended December 31, 2014. Any action on the items of business described above may be considered at the Annual Meeting at the time and on the date specified above or at any time and date to which the Annual Meeting may be properly adjourned or postponed. This notice of Annual Meeting, Proxy Statement and Form of Proxy are being distributed to stockholders on or about March 20, 2015.

Your vote is very important. Whether or not you plan to attend the Annual Meeting, we encourage you to read the Proxy Statement and vote as soon as possible. For specific instructions on how to vote your shares, please refer to the section entitled "*Questions and Answers About the Annual Meeting and Procedural Matters.*"

All stockholders are cordially invited to attend the Annual Meeting in person. Any stockholder attending the Annual Meeting may vote in person even if such stockholder has previously voted by another method, and any previous votes that were submitted by the stockholder, whether by internet, telephone or mail, will be superseded by the vote that such stockholder casts at the Annual Meeting.

Thank you for your ongoing support of WageWorks, Inc.

By Order of the Board of Directors of WageWorks, Inc.

A handwritten signature in black ink, appearing to read "J. Jackson".

Joseph L. Jackson
Chief Executive Officer

[Table of Contents](#)**SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT**

The following table sets forth certain information, as of the Record Date, as to shares of Common Stock beneficially owned by: (i) each person who is known by the Company to own beneficially more than 5% of our Common Stock, (ii) all of our directors and executive officers and (iii) all of our directors and executive officers as a group. The information provided in the table is based on our records, information filed with the SEC and information furnished by the respective individuals or entities, as the case may be.

Applicable percentage ownership is based on 35,599,151 shares of Common Stock outstanding as of Record Date. In computing the number of shares of Common Stock beneficially owned by a person and the percentage ownership of that person, we deemed outstanding all shares of Common Stock subject to options, warrants or other convertible securities held by that person or entity that are currently exercisable or exercisable within 60 days of Record Date. We did not deem these shares outstanding, however, for the purpose of computing the percentage ownership of any other person. Beneficial ownership representing less than one percent is denoted with an “*.”

Unless otherwise indicated below, the address of each beneficial owner listed on the table is c/o WageWorks, Inc., 1100 Park Place, Fourth Floor, San Mateo, California 94403.

We have determined beneficial ownership in accordance with the rules of the SEC. Except as indicated by the footnotes below, we believe, based on the information available or furnished to us, that the persons and entities named in the table below have sole voting and investment power with respect to all shares of Common Stock that they beneficially own, subject to applicable community property laws.

	Number of Shares Beneficially Owned	Percentage of Shares Beneficially Owned
Executive Officers and Directors:		
Joseph L. Jackson (1)	851,333	2.34%
Thomas A. Bevilacqua (2)	15,500	*
Bruce G. Bodaken (3)	10,000	*
Mariann Byerwalter (4)	—	*
Jerome D. Gramaglia (5)	44,075	*
John W. Larson (6)	102,889	*
Edward C. Nafus (7)	45,000	*
Colm M. Callan (8)	—	*
Richard T. Green (9)	3,707	*
Edgar O. Montes (10)	150,849	*
Kimberly L. Wilford (11)	77,175	*
All Executive Officers and Directors as a group (11 persons) (12)	1,300,528	3.53%
5% Stockholders:		
D.F. Dent & Company, Inc. (13)	1,966,096	5.52%
BlackRock, Inc. (14)	2,896,578	8.14%
FMR LLC (15)	1,912,324	5.37%
T Rowe Price (16)	2,281,300	6.41%
TimesSquare Capital Management, LLC (17)	2,094,601	5.88%
The Vanguard Group (18)	2,240,135	6.29%

* Represents beneficial ownership of less than 1%.

- (1) Includes options to purchase 847,199 shares of our Common Stock exercisable within 60 days of the Record Date.
- (2) Consists of 15,500 shares subject to options held by Mr. Bevilacqua that are exercisable within 60 days of the Record Date. VantagePoint Management, Inc. has the authority to direct the exercise of the options held

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- by Mr. Bevilacqua. Mr. Bevilacqua disclaims beneficial ownership of the options and the shares underlying the options, except to the extent of his pecuniary interests in the shares. The address of Mr. Bevilacqua is 1001 Bayhill Drive, Suite 300, San Bruno, California 94066.
- (3) Consists of options to purchase 10,000 shares of our Common Stock held by Mr. Bodaken exercisable within 60 days of the Record Date.
 - (4) No outstanding options to purchase shares within 60 days of the Record Date.
 - (5) Consists of options to purchase 44,075 shares of our Common Stock held by Mr. Gramaglia exercisable within 60 days of the Record Date.
 - (6) Includes options to purchase 79,750 shares of our Common Stock held by Mr. Larson exercisable within 60 days of the Record Date.
 - (7) Includes options to purchase 33,000 shares of our Common Stock held by Mr. Nafus exercisable within 60 days of the Record Date.
 - (8) No outstanding options to purchase shares within 60 days of the Record Date.
 - (9) No outstanding options to purchase shares within 60 days of the Record Date.
 - (10) Includes options to purchase 149,380 shares of our Common Stock held by Mr. Montes exercisable within 60 days of the Record Date.
 - (11) Includes options to purchase 74,380 shares of our Common Stock held by Ms. Wilford exercisable within 60 days of the Record Date.
 - (12) Includes options to purchase 1,261,628 shares of our Common Stock exercisable within 60 days of December 31, 2014.
 - (13) Based solely on a Schedule 13G/A filed with the SEC by D.F. Dent & Company, Inc. on February 12, 2015. D.F. Dent, in its capacity as investment adviser, beneficially owns 1,966,096 shares of our common stock. The principal business office for D.F. Dent & Company, Inc. is 2 East Read Street, 6th Floor, Baltimore, Maryland 21202.
 - (14) Based solely on a Schedule 13G filed with the SEC by BlackRock, Inc. on January 23, 2015. Entities affiliated with BlackRock beneficially own 2,896,578 shares of our common stock. The principal business office for BlackRock, Inc. is 55 East 52nd Street, New York, NY 10022.
 - (15) Based solely on a Schedule 13G filed with the SEC by FMR LLC on February 13, 2015. FMR LLC, in its capacity as investment adviser, beneficially owns 1,912,324 shares of our common stock. The principal business office for FMR LLC, is 245 Summer Street, Boston, Massachusetts 02210
 - (16) Based solely on a Schedule 13G filed with the SEC by T. Rowe Price Associates, Inc. and its advisory affiliates (“Price Associates”) on February 10, 2015. Price Associates beneficially owns 2,281,300 shares of our common stock. These securities are owned by various individual and institutional investors including the T. Rowe Price New Horizons Fund, Inc. (which owns 1,805,000 shares or 5.1%) which Price Associates serves as an investment advisor with power to direct investments and/or sole power to vote the securities. For the purposes of the reporting requirements of the Securities Exchange Act of 1934, Price Associates is deemed to be a beneficial owner of such securities; however, Price Associates expressly disclaims that it is, in fact, the beneficial owner of such securities. The principal business office for Price Associates is 100 E. Pratt Street, Baltimore, Maryland 21202.
 - (17) Based solely on a Schedule 13G filed with the SEC by TimesSquare Capital Management, LLC on February 11, 2015. TimesSquare Capital Management, LLC, in its capacity as investment adviser, beneficially owns 2,094,601 shares of our common stock. The principal business office for TimesSquare Capital Management, LLC is 7 Times Square, 42nd Floor, New York, NY 10036.
 - (18) Based solely on a Schedule 13G filed with the SEC by The Vanguard Group (“Vanguard”) on February 10, 2015. Vanguard, in its capacity as investment adviser, beneficially owns 2,240,135 shares of our common stock. The principal business office for Vanguard is 100 Vanguard Blvd., Malvern, PA 19355.

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

SCHEDULE 14A

**Proxy Statement Pursuant to Section 14(a) of the
Securities Exchange Act of 1934**

Filed by the Registrant Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, For Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material Pursuant to § 240.14a-12

WAGEWORKS, INC.
(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if Other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- No fee required.
- Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

(1) Title of each class of securities to which transaction applies:

(2) Aggregate number of securities to which transaction applies: _____

(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

(4) Proposed maximum aggregate value of transaction: _____

(5) Total fee paid: _____

- Fee paid previously with preliminary materials.
- Check box if any part of the fee is offset as provided by Exchange Act Rule 240.0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

(1) Amount Previously Paid:

(2) Form, Schedule or Registration Statement No.: _____

(3) Filing Party:

(4) Date Filed:

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NOTICE OF 2016 ANNUAL MEETING OF STOCKHOLDERS

April 28, 2016

To Stockholders of WageWorks, Inc.:

Notice is hereby given that the 2016 Annual Meeting of Stockholders (the "Annual Meeting") of WageWorks, Inc., a Delaware corporation, will be held on Thursday, April 28, 2016 at 3:00 p.m., Pacific Daylight Time, at the Company's executive offices located at 1100 Park Place, Fourth Floor, San Mateo, California 94403, for the following purposes:

Agenda Item

1. To elect the two Class I directors listed in the accompanying Proxy Statement to serve for a term of three years or until their respective successors are duly elected and qualified.
2. To conduct a non-binding advisory vote on executive compensation.
3. The ratification of the appointment of KPMG LLP as the Company's independent registered public accounting firm for the fiscal year ending December 31, 2016.

Board Vote Recommendation

"FOR"
"FOR"
"FOR"

The preceding items of business are more fully described in the Proxy Statement filed with the U.S. Securities and Exchange Commission on March 18, 2016 and accompanying this notice of the Annual Meeting. Included with the Proxy Statement is a copy of our Annual Report on Form 10-K for the fiscal year ended December 31, 2015. Any action on the items of business described above may be considered at the Annual Meeting at the time and on the date specified above or at any time and date to which the Annual Meeting may be properly adjourned or postponed. This notice of Annual Meeting, Proxy Statement and Form of Proxy are being distributed to stockholders on or about March 18, 2016.

Your vote is very important. Whether or not you plan to attend the Annual Meeting, we encourage you to read the Proxy Statement and vote as soon as possible. For specific instructions on how to vote your shares, please refer to the section entitled "Questions and Answers About the Annual Meeting and Procedural Matters."

All stockholders are cordially invited to attend the Annual Meeting in person. Any stockholder attending the Annual Meeting may vote in person even if such stockholder has previously voted by another method, and any previous votes that were submitted by the stockholder, whether by internet, telephone or mail, will be superseded by the vote that such stockholder casts at the Annual Meeting.

Thank you for your ongoing support of WageWorks, Inc.

By Order of the Board of Directors of WageWorks, Inc.

A handwritten signature in black ink, appearing to read "J. Jackson", with a long horizontal flourish extending to the right.

Joseph L. Jackson
Chief Executive Officer

[Table of Contents](#)**SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT**

The following table sets forth certain information, as of the Record Date, as to shares of Common Stock beneficially owned by: (i) each person who is known by the Company to own beneficially more than 5% of our Common Stock, (ii) all of our directors and executive officers and (iii) all of our directors and executive officers as a group. The information provided in the table is based on our records, information filed with the SEC and information furnished by the respective individuals or entities, as the case may be.

Applicable percentage ownership is based on 36,386,525 shares of Common Stock outstanding as of Record Date. In computing the number of shares of Common Stock beneficially owned by a person and the percentage ownership of that person, we deemed outstanding all shares of Common Stock subject to options, warrants or other convertible securities held by that person or entity that are currently exercisable or exercisable within 60 days of Record Date. We did not deem these shares outstanding, however, for the purpose of computing the percentage ownership of any other person. Beneficial ownership representing less than one percent is denoted with an “*.”

Unless otherwise indicated below, the address of each beneficial owner listed on the table is c/o WageWorks, Inc., 1100 Park Place, Fourth Floor, San Mateo, California 94403.

We have determined beneficial ownership in accordance with the rules of the SEC. Except as indicated by the footnotes below, we believe, based on the information available or furnished to us, that the persons and entities named in the table below have sole voting and investment power with respect to all shares of Common Stock that they beneficially own, subject to applicable community property laws.

	Number of Shares Beneficially Owned	Percentage of Shares Beneficially Owned
Executive Officers and Directors:		
Joseph L. Jackson (1)	940,147	2.52%
Thomas A. Bevilacqua (2)	27,254	*
Bruce G. Bodaken (3)	20,654	*
Mariann Byerwalter (4)	11,754	*
Jerome D. Gramaglia (5)	55,829	*
John W. Larson (6)	114,643	*
Robert L. Metzger (7)	—	*
Edward C. Nafus (8)	43,598	*
Colm M. Callan (9)	35,688	*
Edgar O. Montes (10)	228,827	*
Kimberly L. Wilford (11)	155,260	*
All Executive Officers and Directors as a group (11 persons) (12)	1,633,654	4.33%
5% Stockholders:		
D.F. Dent & Company, Inc. (13)	1,966,096	5.40%
BlackRock, Inc. (14)	3,361,878	9.24%
FMR LLC (15)	5,391,373	14.82%
Wellington Management Group LLP (16)	2,073,820	5.70%
TimesSquare Capital Management, LLC (17)	2,473,879	6.80%
The Vanguard Group (18)	2,688,818	7.39%

* Represent beneficial ownership of less than 1%

- (1) Includes options to purchase 799,000 shares of our Common Stock exercisable and 90,000 performance Restricted Stock Units, or RSUs scheduled to vest within 60 days of March 7, 2016.
- (2) Consists of 15,500 shares subject to options held by Mr. Bevilacqua that are exercisable and 7,598 RSUs scheduled to vest within 60 days of March 7, 2016. VantagePoint Management, Inc. has the authority to

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direct the exercise of the options held by Mr. Bevilacqua. Mr. Bevilacqua disclaims beneficial ownership of the options and the shares underlying the options, except to the extent of his pecuniary interests in the shares. The address of Mr. Bevilacqua is 1001 Bayhill Drive, Suite 300, San Bruno, California 94066.

- (3) Includes options to purchase 10,000 shares of our Common Stock exercisable and 7,598 RSUs scheduled to vest within 60 days of March 7, 2016.
- (4) Consist of 7,598 RSUs scheduled to vest within 60 days of March 7, 2016. No outstanding options to purchase shares within 60 days of March 7, 2016.
- (5) Consists of options to purchase 44,075 shares of our Common Stock exercisable and 7,598 RSUs scheduled to vest within 60 days of March 7, 2016.
- (6) Includes options to purchase 79,750 shares of our Common Stock exercisable and 7,598 RSUs scheduled to vest within 60 days of March 7, 2016.
- (7) No outstanding options to purchase shares and no RSUs scheduled to vest within 60 days of March 7, 2016.
- (8) Includes options to purchase 28,000 shares of our Common Stock exercisable and 7,598 RSUs scheduled to vest within 60 days of March 7, 2016.
- (9) Includes options to purchase 20,833 shares of our Common Stock exercisable and 8,750 RSUs scheduled to vest within 60 days of March 7, 2016.
- (10) Includes options to purchase 168,136 shares of our Common Stock exercisable and 37,500 RSUs scheduled to vest within 60 days of March 7, 2016.
- (11) Includes options to purchase 93,136 shares of our Common Stock exercisable and 37,500 performance RSUs scheduled to vest within 60 days of March 7, 2016.
- (12) Includes options to purchase 1,258,430 shares of our Common Stock exercisable and 219,338 RSUs scheduled to vest within 60 days of March 7, 2016.
- (13) Based solely on a Schedule 13G/A filed with the SEC by D.F. Dent & Company, Inc. on February 12, 2015. D.F. Dent, in its capacity as investment adviser, has sole voting and dispositive power with respect to 1,966,096 shares of our common stock. The principal business office for D.F. Dent & Company, Inc. is 2 East Read Street, 6th Floor, Baltimore, Maryland 21202.
- (14) Based solely on a Schedule 13G/A filed with the SEC by BlackRock, Inc. on January 27, 2016. Entities affiliated with BlackRock beneficially own 3,361,878 shares of our common stock. The principal business office for BlackRock, Inc. is 55 East 52nd Street, New York, NY 10055.
- (15) Based solely on a Schedule 13G/A filed with the SEC by FMR LLC on February 12, 2016. FMR LLC, in its capacity as investment adviser, beneficially owns Vanguard, in its capacity as investment adviser, has sole voting power with respect to 72,145 shares of our common stock and has sole dispositive power with respect to 5,391,373 shares of our common stock. The principal business office for FMR LLC, is 245 Summer Street, Boston, Massachusetts 02210.
- (16) Based solely on a Schedule 13G filed with the SEC by Wellington Management Group LLP on February 11, 2016. Entities affiliated with Wellington Management Group LLP beneficially own 2,073,820 shares of our common stock. The principal business office for Wellington Management Group LLP is 280 Congress Street, Boston, Massachusetts 02210.
- (17) Based solely on a Schedule 13G/A filed with the SEC by TimesSquare Capital Management, LLC on February 10, 2016. TimesSquare Capital Management, LLC, in its capacity as investment adviser, has sole voting power with respect to 2,138,449 shares of our common stock and sole dispositive power with respect to 2,473,879 shares of our common stock. The principal business office for TimesSquare Capital Management, LLC is 7 Times Square, 42nd Floor, New York, NY 10036.
- (18) Based solely on a Schedule 13G/A filed with the SEC by The Vanguard Group — 23-1945930 (“Vanguard”) on February 11, 2016. Vanguard, in its capacity as investment adviser, has sole voting power with respect to 78,607 shares of our common stock, has sole dispositive power with respect to 2,609,911 shares of our common stock and shared dispositive power with respect to 78,907 shares of our common stock. The principal business office for Vanguard is 100 Vanguard Blvd., Malvern, PA 19355.

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

SCHEDULE 14A

**Proxy Statement Pursuant to Section 14(a) of the
Securities Exchange Act of 1934**

Filed by the Registrant Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, For Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material Pursuant to § 240.14a-12

WAGEWORKS, INC.
(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if Other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- No fee required.
- Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

(1) Title of each class of securities to which transaction applies:

(2) Aggregate number of securities to which transaction applies:

(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

(4) Proposed maximum aggregate value of transaction:

(5) Total fee paid:

- Fee paid previously with preliminary materials.
- Check box if any part of the fee is offset as provided by Exchange Act Rule 240.0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

(1) Amount Previously Paid:

(2) Form, Schedule or Registration Statement No.:

(3) Filing Party:

(4) Date Filed:

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NOTICE OF 2017 ANNUAL MEETING OF STOCKHOLDERS

April 27, 2017

To Stockholders of WageWorks, Inc.:

Notice is hereby given that the 2017 Annual Meeting of Stockholders (the “Annual Meeting”) of WageWorks, Inc., a Delaware corporation, will be held on Thursday, April 27, 2017 at 3:00 p.m., Pacific Daylight Time, at the Company’s executive offices located at 1100 Park Place, Fourth Floor, San Mateo, California 94403, for the following purposes:

<u>Agenda Item</u>	<u>Board Vote Recommendation</u>
1. To elect the two Class II directors listed in the accompanying Proxy Statement to serve for a term of three years or until their respective successors are duly elected and qualified.	“FOR”
2. To conduct a non-binding advisory vote on executive compensation.	“FOR”
3. The ratification of the appointment of KPMG LLP as the Company’s independent registered public accounting firm for the fiscal year ending December 31, 2017.	“FOR”

The preceding items of business are more fully described in the Proxy Statement filed with the U.S. Securities and Exchange Commission on March 17, 2017 and accompanying this notice of the Annual Meeting. Included with the Proxy Statement is a copy of our Annual Report on Form 10-K for the fiscal year ended December 31, 2016. Any action on the items of business described above may be considered at the Annual Meeting at the time and on the date specified above or at any time and date to which the Annual Meeting may be properly adjourned or postponed. This notice of Annual Meeting, Proxy Statement and Form of Proxy are being distributed to stockholders on or about March 17, 2017.

Your vote is very important. Whether or not you plan to attend the Annual Meeting, we encourage you to read the Proxy Statement and vote as soon as possible. For specific instructions on how to vote your shares, please refer to the section entitled “*Questions and Answers About the Annual Meeting and Procedural Matters.*”

All stockholders are cordially invited to attend the Annual Meeting in person. Any stockholder attending the Annual Meeting may vote in person even if such stockholder has previously voted by another method, and any previous votes that were submitted by the stockholder, whether by internet, telephone or mail, will be superseded by the vote that such stockholder casts at the Annual Meeting.

Thank you for your ongoing support of WageWorks, Inc.

By Order of the Board of Directors of WageWorks, Inc.

Joseph L. Jackson
Chairman of the Board of Directors and Chief Executive Officer

[Table of Contents](#)**SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT**

The following table sets forth certain information, as of the Record Date, as to shares of Common Stock beneficially owned by: (i) each person who is known by the Company to own beneficially more than 5% of our Common Stock, (ii) all of our directors and executive officers and (iii) all of our directors and executive officers as a group. The information provided in the table is based on our records, information filed with the SEC and information furnished by the respective individuals or entities, as the case may be.

Applicable percentage ownership is based on 37,092,079 shares of Common Stock outstanding as of Record Date. In computing the number of shares of Common Stock beneficially owned by a person and the percentage ownership of that person, we deemed outstanding all shares of Common Stock subject to options, warrants or other convertible securities held by that person or entity that are currently exercisable or exercisable within 60 days of Record Date. We did not deem these shares outstanding, however, for the purpose of computing the percentage ownership of any other person. Beneficial ownership representing less than one percent is denoted with an “*.”

Unless otherwise indicated below, the address of each beneficial owner listed on the table is c/o WageWorks, Inc., 1100 Park Place, Fourth Floor, San Mateo, California 94403.

We have determined beneficial ownership in accordance with the rules of the SEC. Except as indicated by the footnotes below, we believe, based on the information available or furnished to us, that the persons and entities named in the table below have sole voting and investment power with respect to all shares of Common Stock that they beneficially own, subject to applicable community property laws.

	Number of Shares Beneficially Owned	Percentage of Shares Beneficially Owned
Executive Officers and Directors:		
Joseph L. Jackson (1)(2)	730,182	1.93%
Thomas A. Bevilacqua (3)	26,041	*
Bruce G. Bodaken (4)	9,441	*
Mariann Byerwalter (5)	10,541	*
Jerome D. Gramaglia (6)	33,541	*
John W. Larson (7)	63,680	*
Robert L. Metzger (8)	9,166	*
Edward C. Nafus (9)	34,443	*
Edgar O. Montes (10)(2)	231,927	*
Kimberly L. Wilford (11)(2)	136,032	*
Colm M. Callan (12)	67,266	*
All Executive Officers and Directors as a group (11 persons) (13)	1,352,260	3.54%
5% Stockholders:		
BlackRock, Inc. (14)	4,076,520	10.99%
FMR LLC (15)	3,954,229	10.66%
The Vanguard Group (16)	3,071,188	8.28%

* Represent beneficial ownership of less than 1%

- (1) Includes options to purchase 607,169 shares of our Common Stock exercisable, and 130,000 performance based awards due to vest within 60 days of March 6, 2017.
- (2) Includes one-time performance based equity awards that are expected to vest at 50% of initial target RSU award. Vesting is dependent on the Company's stock price performance for the three-year performance period ending April 7, 2017.
- (3) Includes options to purchase 15,500 shares of our Common Stock exercisable, and 2,943 restricted stock unit awards due to vest within 60 days of March 6, 2017. The address of Mr. Bevilacqua is 1001 Bayhill Drive, Suite 300, San Bruno, California 94066.

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- (4) Includes 2,943 restricted stock unit awards due to vest within 60 days of March 6, 2017.
- (5) Includes 2,943 restricted stock unit awards due to vest within 60 days of March 6, 2017.
- (6) Includes options to purchase 23,000 shares of our Common Stock exercisable, and 2,943 restricted stock unit awards due to vest within 60 days of March 6, 2017.
- (7) Includes options to purchase 30,500 shares of our Common Stock exercisable, and 2,943 restricted stock unit awards due to vest within 60 days of March 6, 2017.
- (8) Includes options to purchase 5,833 shares of our Common Stock exercisable within 60 days of March 6, 2017.
- (9) Includes options to purchase 25,000 shares of our Common Stock exercisable, and 2,943 restricted stock unit awards due to vest within 60 days of March 6, 2017.
- (10) Includes options to purchase 181,670 shares of our Common Stock exercisable, and 45,500 performance based awards due to vest within 60 days of March 6, 2017.
- (11) Includes options to purchase 84,379 shares of our Common Stock exercisable, and 45,500 performance based awards due to vest within 60 days of March 6, 2017.
- (12) Includes options to purchase 55,207 shares of our Common Stock exercisable within 60 days of March 6, 2017.
- (13) Includes options to purchase 1,031,591 shares of our Common Stock exercisable, 17,658 restricted stock unit awards due to vest, and 221,000 performance based awards due to vest within 60 days of March 6, 2017.
- (14) Based solely on a Schedule 13GA filed with the SEC by BlackRock, Inc. on January 11, 2017. Entities affiliated with BlackRock have sole voting power with respect to 4,000,633 shares of our common stock and sole dispositive power with respect to 4,076,520 shares of our common stock. The principal business office for BlackRock, Inc. is 55 East 52nd Street, New York, NY 10055.
- (15) Based solely on a Schedule 13G filed with the SEC by FMR, LLC on February 13, 2017. Entities affiliated with FMR, LLC have sole voting power with respect to 108,943 shares of our common stock and sole dispositive power with respect to 3,954,229 shares of our common stock. The principal business office for FMR, LLC is 245 Summer Street, Boston, Massachusetts 02210.
- (16) Based solely on a Schedule 13GA filed with the SEC by The Vanguard Group — 23-1945930 (“Vanguard”) on February 9, 2017. Vanguard, in its capacity as investment adviser, has sole voting power with respect to 72,265 shares of our common stock, shared voting power with respect to 4,700 shares of our common stock, sole dispositive power with respect to 2,996,023 shares of our common stock, and shared dispositive power with respect to 75,165 shares of our common stock. The principal business office for Vanguard is 100 Vanguard Blvd., Malvern, PA 19355.

Exhibit C

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

FORM 10-Q/A

(Amendment No. 1)

(Mark One)

QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the quarterly period ended June 30, 2016

OR

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from _____ to _____

Commission File Number: 001-35232

WAGEWORKS, INC.

(Exact name of Registrant as specified in its charter)

Delaware

(State or other jurisdiction of
incorporation or organization)

94-3351864

(I.R.S. Employer
Identification No.)

1100 Park Place, 4th Floor
San Mateo, California 94403

(Address of principal executive offices, including zip code)

(650) 577-5200

(Registrant's telephone number, including area code)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 ("Exchange Act") during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes No

Indicate by check mark whether the registrant has submitted every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit such files). Yes No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer

Non-accelerated filer

Accelerated filer

Smaller reporting company

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. []

Indicate by check mark whether the Registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes [] No [X]

As of March 14, 2019, there were 39,852,857 shares of the registrant's common stock outstanding.

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Notes to Condensed Consolidated Financial Statements (continued)(Unaudited)

Condensed Consolidated Statements of Income (Loss)
(Unaudited)

(In thousands, except per share amounts)

	Three Months Ended June 30, 2016			Six Months Ended June 30, 2016		
	As Previously Reported	Adjustments	As Restated	As Previously Reported	Adjustments	As Restated
Revenues:						
Healthcare	\$ 48,070	\$ (2,455) (a)	\$ 45,615	\$ 98,440	\$ (2,455) (a)	\$ 95,985
Commuter	17,383	83 (b)	17,466	34,759	83 (b)	34,842
COBRA	17,879	(672) (c)	17,207	33,285	(672) (c)	32,613
Other	4,393	(18) (b)	4,375	8,243	(18) (b)	8,225
Total revenues	87,725	(3,062)	84,663	174,727	(3,062)	171,665
Operating expenses:						
Cost of revenues (excluding amortization of internal use software)	28,411	18 (d)	28,429	59,671	18 (d)	59,689
Technology and development	11,157	(321) (e)	10,836	20,988	(321) (e)	20,667
Sales and marketing	14,385	(249) (f)	14,136	28,305	(249) (f)	28,056
General and administrative	17,130	(1,662) (g)	15,468	31,745	(1,662) (g)	30,083
Amortization, impairment and change in contingent consideration	11,695	3,669 (h)	15,364	19,140	3,669 (h)	22,809
Employee termination and other charges	313	—	313	313	—	313
Total operating expenses	83,091	1,455	84,546	160,162	1,455	161,617
Income (loss) from operations	4,634	(4,517)	117	14,565	(4,517)	10,048
Other income (expense):						
Interest income	97	—	97	183	—	183
Interest expense	(409)	(413) (i)	(822)	(814)	(413) (i)	(1,227)
Other income (expense)	6	(132) (j)	(126)	2	(132) (j)	(130)
Income before income (loss) taxes	4,328	(5,062)	(734)	13,936	(5,062)	8,874
Income tax (provision) benefit	(1,475)	2,089	614	(5,287)	2,089	(3,198)
Net income (loss)	\$ 2,853	\$ (2,973)	\$ (120)	\$ 8,649	\$ (2,973)	\$ 5,676
Net income (loss) per share:						
Basic	\$ 0.08	\$ (0.08)	\$ —	\$ 0.24	\$ (0.08)	\$ 0.16
Diluted	\$ 0.08	\$ (0.08)	\$ —	\$ 0.23	\$ (0.08)	\$ 0.15
Shares used in computing net income (loss) per share:						
Basic	36,361		36,361	36,139		36,139
Diluted	37,195		36,361	36,862		36,862

- (a) Revenue adjustment of \$2.5 million was primarily due to (i) a \$1.1 million reversal of OPM revenue as discussed above, (ii) \$0.7 million reversal of revenue as a result of the correction of billing errors and the recognition of invoices and related invoice adjustments in the proper reporting period, and (iii) a \$0.6 million reversal of revenue due to the netting of healthcare revenue against certain cost of revenue expenses.
- (b) Revenue adjustment related to the correction of billing errors and the recognition of invoices and credit memos in the correct reporting periods.
- (c) Revenue adjustment of \$0.7 million related to the correction of billing errors and the recognition of credit memos in the correct reporting periods.
- (d) Adjustment of \$0.6 million primarily related to the reserve of potentially uncollectible customer obligations for pass through employee participant reimbursement, offset by a \$0.6 million reversal related to the netting of healthcare revenue against certain cost of revenue expenses.
- (e) Reduction primarily related to the over-accrual of platform technology related expenses.
- (f) Reduction related primarily to the over-accrual of commission expenses.
- (g) Adjustments related to (i) a \$1.2 million reduction in stock-based compensation expense as a result of reduced target attainment percentages expected for performance-based restricted stock units (see above for details), (ii) the reversal of \$0.2 million related to the re-valuation of the allowance for bad debt and (iii) a \$0.2 million expense reduction related to the re-valuation and write-off of customer obligations.
- (h) Adjustment related to the impairment charge of Internally Developed Software ("IDS") in connection with a joint development agreement with a customer as discussed above in the Internally Developed Software Impairment section.
- (i) Adjustment related to accrued interest expense on unreported employee participant and employer clients unclaimed property.
- (j) Adjustment related to accrued penalties on unreported employee participant and employer clients unclaimed property.

SIGNATURES

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, thereunto duly authorized.

Date: March 18, 2019

By:

WAGeworks, INC.

/s/ ISMAIL DAWOOD

Ismail Dawood

Chief Financial Officer

(Principal Financial and Accounting Officer)

**Certification of Principal Executive Officer
pursuant to
Exchange Act Rules 13a-14(a) and 15d-14(a),
as adopted pursuant to
Section 302 of Sarbanes-Oxley Act of 2002**

I, Edgar O. Montes, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q/A of WageWorks, Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report, based on such evaluation; and
 - (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
 - (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: March 18, 2019

/s/ EDGAR O. MONTES

Name: Edgar O. Montes
Title: *Chief Executive Officer and Director
(Principal Executive Officer)*

**Certification of Principal Financial Officer
pursuant to
Exchange Act Rules 13a-14(a) and 15d-14(a),
as adopted pursuant to
Section 302 of Sarbanes-Oxley Act of 2002**

I, Ismail Dawood, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q/A of WageWorks, Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report, based on such evaluation; and
 - (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
 - (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: March 18, 2019

/s/ ISMAIL DAWOOD

Name: Ismail Dawood
Title: *Chief Financial Officer*
(Principal Financial Officer)

**CERTIFICATIONS OF PRINCIPAL EXECUTIVE OFFICER AND PRINCIPAL FINANCIAL OFFICER
PURSUANT TO 18 U.S.C. SECTION 1350,
AS ADOPTED PURSUANT TO SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002**

Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 (18 U.S.C. 1350), Edgar O. Montes, Chief Executive Officer and Director (Principal Executive Officer) of WageWorks, Inc. (the "Company"), and Ismail Dawood, Chief Financial Officer (Principal Financial Officer) of the Company, each hereby certifies that, to the best of his knowledge:

1. Our Quarterly Report on Form 10-Q/A for the quarter ended June 30, 2016, to which this Certification is attached as Exhibit 32.1 (the "Report"), fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
2. The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: March 18, 2019

/s/ EDGAR O. MONTES

Name: Edgar O. Montes
Title: *Chief Executive Officer and Director*
(Principal Executive Officer)

/s/ ISMAIL DAWOOD

Name: Ismail Dawood
Title: *Chief Financial Officer*
(Principal Financial Officer)

Exhibit D

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

FORM 10-Q/A
(Amendment No. 1)

(Mark One)

QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the quarterly period ended September 30, 2016

OR

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from _____ to _____

Commission File Number: 001-35232

WAGeworks, INC.

(Exact name of Registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

94-3351864
(I.R.S. Employer
Identification No.)

1100 Park Place, 4th Floor
San Mateo, California 94403
(Address of principal executive offices, including zip
code)

(650) 577-5200
(Registrant's telephone number, including area code)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 ("Exchange Act") during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes No

Indicate by check mark whether the registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit such files). Yes No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, smaller reporting company or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company" and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer	<input checked="" type="checkbox"/>	Accelerated filer	<input type="checkbox"/>
Non-accelerated filer	<input type="checkbox"/>	Smaller reporting company	<input type="checkbox"/>
		Emerging growth company	<input type="checkbox"/>

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying

with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes No

As of March 14, 2019, there were 39,852,857 shares of the registrant's common stock outstanding.

Notes to Condensed Consolidated Financial Statements (continued) (Unaudited)

Impact of the Restatement

The following table presents the Company's condensed consolidated statements of income as previously reported, restatement adjustments and the condensed consolidated statements of income as restated for the three and nine months ended September 30, 2016 (in thousands, except per share amounts):

Condensed Consolidated Statements of Income (Unaudited)

(In thousands, except per share amounts)

	Three Months Ended September 30, 2016			Nine Months Ended September 30, 2016		
	As Previously Reported	Adjustments	As Restated	As Previously Reported	Adjustments	As Restated
Revenues:						
Healthcare	\$ 48,478	\$ (3,315) (a)	\$ 45,163	\$ 146,918	\$ (5,770) (a)	\$ 141,148
Commuter	17,580	(10) (b)	17,570	52,339	73 (b)	52,412
COBRA	18,670	(368) (b)	18,302	51,955	(1,039) (b)	50,916
Other	4,196	19 (b)	4,215	12,439	1 (b)	12,440
Total revenues	88,924	(3,674)	85,250	263,651	(6,735)	256,916
Operating expenses:						
Cost of revenues (excluding amortization of internal use software)	30,566	(816) (c)	29,750	90,237	(797) (c)	89,440
Technology and development	11,668	(186) (d)	11,482	32,656	(508) (d)	32,148
Sales and marketing	14,012	(124) (e)	13,888	42,317	(373) (e)	41,944
General and administrative	16,130	(918) (f)	15,212	47,875	(2,581) (f)	45,294
Amortization, impairment and change in contingent consideration	6,944	(297) (g)	6,647	26,084	3,374 (g)	29,458
Employee termination and other charges	162	—	162	475	—	475
Total operating expenses	79,482	(2,341)	77,141	239,644	(885)	238,759
Income from operations	9,442	(1,333)	8,109	24,007	(5,850)	18,157
Other income (expense):						
Interest income	117	—	117	300	—	300
Interest expense	(465)	(56) (h)	(521)	(1,279)	(469) (h)	(1,748)
Other income (expense)	22	(5) (i)	17	24	(137) (i)	(113)
Income before income taxes	9,116	(1,394)	7,722	23,052	(6,456)	16,596
Income tax (provision) benefit	(3,222)	730	(2,492)	(8,509)	2,819	(5,690)
Net income	\$ 5,894	\$ (664)	\$ 5,230	\$ 14,543	\$ (3,637)	\$ 10,906
Net income per share:						
Basic	\$ 0.16	\$ (0.02)	\$ 0.14	\$ 0.40	\$ (0.10)	\$ 0.30
Diluted	\$ 0.16	\$ (0.02)	\$ 0.14	\$ 0.39	\$ (0.10)	\$ 0.29

Shares used in computing net income per share:

Basic	36,605	36,605	36,312	36,312
Diluted	37,454	37,454	37,078	37,078

- (a) Revenue adjustments during the three months ended September 30, 2016 of \$3.3 million consist primarily of (i) a \$2.3 million reversal of OPM revenue as discussed above, (ii) a \$0.7 million reversal of revenue due to the netting of healthcare revenue against certain cost of revenue expenses, and (iii) a \$0.3 million reversal of revenue as a result of the correction of billing errors and the recognition of invoices and related invoice adjustments in the proper reporting period. Adjustments during the nine months ended September 30, 2016 of \$5.8 million consists primarily of (i) a \$3.4 million reversal of OPM revenue as discussed above, (ii) a \$1.1 million reversal of revenue as a result of the correction of billing errors and the recognition of invoices and related invoice adjustments in the proper reporting period, and (iii) a \$1.3 million reversal of revenue due to the netting of healthcare revenue against certain cost of revenue expenses.
- (b) Revenue adjustment in both the three and nine months ended September 30, 2016, related to the correction of billing errors and the recognition of invoices and credit memos in the proper reporting periods.
- (c) Adjustments in the three months ended September 30, 2016 consist primarily of the reversal of (i) \$0.7 million related to the netting of healthcare revenue against certain cost of revenue expenses, and (ii) a \$0.1 million reversal for an excess accrual for payment processing service expenses. During the nine months ended September 30, 2016, the adjustments consist of the reversal of (i) \$1.3 million related to the netting of healthcare revenue against certain cost of revenue expenses, and (ii) \$0.1 million for the reversal of an excess accrual for payment processing service expenses.

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(Unaudited)

SIGNATURES

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, thereunto duly authorized.

Date: March 18, 2019

By:

WAGeworks, INC.

/s/ ISMAIL DAWOOD

Ismail Dawood

Chief Financial Officer

(Principal Financial and Accounting Officer)

**Certification of Principal Executive Officer
pursuant to
Exchange Act Rules 13a-14(a) and 15d-14(a),
as adopted pursuant to
Section 302 of Sarbanes-Oxley Act of 2002**

I, Edgar O. Montes, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q/A of WageWorks, Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report, based on such evaluation; and
 - (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
 - (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: March 18, 2019

/s/ EDGAR O. MONTES

Name: Edgar O. Montes
Title: *Chief Executive Officer and Director
(Principal Executive Officer)*

**Certification of Principal Financial Officer
pursuant to
Exchange Act Rules 13a-14(a) and 15d-14(a),
as adopted pursuant to
Section 302 of Sarbanes-Oxley Act of 2002**

I, Ismail Dawood, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q/A of WageWorks, Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report, based on such evaluation; and
 - (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
 - (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: March 18, 2019

/s/ ISMAIL DAWOOD

Name: Ismail Dawood
Title: *Chief Financial Officer*
(Principal Financial Officer)

**CERTIFICATIONS OF PRINCIPAL EXECUTIVE OFFICER AND PRINCIPAL FINANCIAL OFFICER
PURSUANT TO 18 U.S.C. SECTION 1350,
AS ADOPTED PURSUANT TO SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002**

Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 (18 U.S.C. 1350), Edgar O. Montes, Chief Executive Officer and Director (Principal Executive Officer) of WageWorks, Inc. (the "Company"), and Ismail Dawood, Chief Financial Officer (Principal Financial Officer) of the Company, each hereby certifies that, to the best of his knowledge:

1. Our Quarterly Report on Form 10-Q/A for the quarter ended September 30, 2016, to which this Certification is attached as Exhibit 32.1 (the "Report"), fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
2. The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: March 18, 2019

/s/ EDGAR O. MONTES

Name: Edgar O. Montes
Title: *Chief Executive Officer and Director*
(Principal Executive Officer)

/s/ ISMAIL DAWOOD

Name: Ismail Dawood
Title: *Chief Financial Officer*
(Principal Financial Officer)

Exhibit E

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 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): September 6, 2018

WAGEWORKS, INC.
(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

001-35232
(Commission
File Number)

94-3351864
(I.R.S. Employer
Identification No.)

1100 Park Place, 4th Floor
San Mateo, California
(Address of Principal Executive Offices)

94403
(Zip Code)

Registrant's telephone number, including area code: (650) 577-5200

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 (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12(b) under the Exchange Act (17 CFR 240.14a-12(b))
- 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))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging Growth Company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.*Resignation of Joseph L. Jackson as Executive Chairman and Director*

On September 6, 2018, Joseph L. Jackson resigned from his positions as Executive Chairman and Class III director of the Board of Directors (the “**Board**”) of WageWorks, Inc. (the “**Company**”). Mr. Jackson’s resignation as Executive Chairman and Board member is not the result of any material disagreement with the Company relating to the Company’s operations, policies or practices.

In connection with his employment resignation from the Company, the compensation committee of the Board (the “**Compensation Committee**”) determined that if Mr. Jackson signs and does not revoke a release of claims with the Company and continues to comply with his restrictive covenants, he shall receive on the date of his resignation the severance and other termination benefits otherwise payable to him on December 31, 2018 on a voluntary resignation pursuant to his existing Fourth Amended and Restated Employment Agreement between the Company and Joseph L. Jackson, dated April 17, 2017, as amended on April 5, 2018 (the “**Employment Agreement**”), which agreement is filed as Exhibit 10.1 to the Report on Form 8-K filed with the SEC on April 21, 2017, and which amendments are described on Form 8-K filed with the SEC on April 5, 2018. These payments and benefits, which commenced on September 6, 2018, are: (i) 2017 Annual Performance Bonus of \$700,000 payable following the completion of the audit and the filing of the restated financials, (ii) the achieved portion of the performance restricted stock unit award granted to Mr. Jackson on February 18, 2015 (the “**2015 PSU**”) payable following the completion of the audit, the filing of the restated financials, or the Company’s next filing of a registration statement on Form S-8, whichever is later, (iii) his base salary for a total period of eighteen (18) months at the annualized rate in effect for him at the time of his termination, (iv) continued medical care coverage for a period of eighteen (18) months under the Company’s group health care plans pursuant to applicable COBRA provisions, (v) vesting in the portion of his unvested options that are subject solely to time-based vesting, that otherwise would vest had he completed an additional 18 months of continued employment, (vi) vesting in the portion of his performance equity awards (other than the 2015 PSU), that otherwise would vest based on actual achievement of the applicable performance metrics as determined by the Compensation Committee, *multiplied by* a fraction where the numerator is the total number of calendar days between the beginning of the applicable performance period relating to the applicable performance equity award and the date of his termination date and the denominator is the total number of days in the applicable performance period, with such vesting to occur upon the Company’s next filing of a registration statement on Form S-8, or the date the Compensation Committee certifies achievement for the applicable performance period, whichever is later, (vii) his cash retention bonus of \$300,000 and (viii) the exercise period of his then-vested and outstanding stock options shall be extended until the later of (x) ninety (90) days following the termination date or (y) ninety (90) days following the Company’s next filing of a registration statement on Form S-8, in all cases, subject to earlier termination in connection with a change in control or similar event in accordance with the applicable equity plan.

The foregoing description of the Employment Agreement is qualified in its entirety by reference to the full text of the Employment Agreement filed as an exhibit to our Current Report on Form 8-K filed with the SEC on April 21, 2017 and incorporated herein by reference, and the amendments described on our Current Report on Form 8-K filed with the SEC on April 5, 2018.

Appointment of Stuart C. Harvey, Jr. as Executive Chairman and Director

In connection with Mr. Jackson’s resignation from his position as Executive Chairman of the Company, the Board appointed Stuart C. Harvey, Jr. as Executive Chairman on September 6, 2018, effective as of September 10, 2018 (the “**Start Date**”). Additionally, the Board appointed Mr. Harvey to serve as a member of the Board, effective as of September 10, 2018. Mr. Harvey will serve as a Class III director, with a term expiring at the Company’s 2018 annual meeting of stockholders.

Mr. Harvey has served as the Chairman of Paysafe Group, a multinational payments company, since April 2018. Prior to joining the Company, Mr. Harvey served as the President and Chief Operating Officer of Piper Jaffray Companies. In this role, he led the operations of the firm’s global investment banking, equities, public finance, fixed income and asset management businesses. Mr. Harvey rejoined Piper Jaffray in 2015 as a partner in its merchant banking group, having previously served as a managing director at Piper Jaffray in its investment banking group from 1993 to 2003. From 2010 to 2013, Mr. Harvey served as the Chairman, CEO and President of Ceridian Corporation, a provider of human capital management software and services. In 2013, he became the Chairman, CEO and President of Comdata, Inc., a subsidiary that was split off by Ceridian that managed fleet and corporate card payments and services, while continuing to serve as

Executive Chairman of Ceridian. Mr. Harvey also serves on the board of directors of Trustwave Holdings, Inc. and the board of trustees of Saint John's University. There are no arrangements or understandings between Mr. Harvey and any other persons pursuant to which he was selected as Executive Chairman and a member of the Board. There are also no family relationships between Mr. Harvey and any director or executive officer of the Company, and the Company has not entered into any transactions with Mr. Harvey that are reportable pursuant to Item 404(a) of Regulation S-K.

In connection with Mr. Harvey's appointment as Executive Chairman, Mr. Harvey will be paid a base salary at the annualized rate of \$300,000, will be eligible to receive a cash bonus at a target amount of 100% of Mr. Harvey's base salary, subject to a pro-rated amount of \$100,000 for fiscal 2018. The Company will pay to Mr. Harvey on a monthly basis the first \$2,500 per month for reasonable and substantiated costs for Mr. Harvey's meals and lodging in Atlanta, GA for the first 12 months of his employment. Mr. Harvey will additionally receive an equity award of (i) a one-time grant of an option to purchase 75,000 shares of the Company's common stock (the "**Option**") at an exercise price per share equal to the closing price per share of the Company's common stock on the date the Option is granted, and (ii) a one-time grant of 15,000 restricted stock units (the "**RSU Award**") (each, an "**Equity Award**"). Each Equity Award will be granted on the first trading day following the Company's next filing of a registration statement on Form S-8 and shall vest 50% of the Equity Award on the one-year anniversary of the Start Date and the remaining 50% of the Equity Award on the two-year anniversary of the Start Date, subject to Mr. Harvey's continued service with the Company through the applicable vesting date. In addition, if, during the period beginning on the date we execute a definitive agreement for a "change in control" (as defined in the Company's 2010 Equity Incentive Plan) and ending on the date that is 24 months following the closing date of such change in control (such period, the "**Change in Control Period**"), Mr. Harvey has an "involuntary termination," then subject to an effective release of claims and his continued compliance with his restrictive covenants, 100% of each Equity Award shall vest pursuant to an accelerated vesting provision. If, outside of the Change in Control Period, Mr. Harvey has an "involuntary termination," then subject to an effective release of claims and his continued compliance with his restrictive covenants, he is entitled to accelerated vesting of (i) the portion of his Option that otherwise would vest had he completed an additional twelve (12) months of continued employment and (ii) the portion of his RSU Award that otherwise would vest had he been vesting monthly in the RSU Award over the full twenty-four (24) month vesting period, *less* any restricted stock units that previously vested under the RSU Award. The Company entered into an employment letter with Mr. Harvey memorializing the terms set forth herein. The foregoing description of Mr. Harvey's employment letter does not purport to be complete and is qualified in its entirety by reference to the full text of the agreement.

Resignation of Mariann Byerwalter as Director

On September 6, 2018, Mariann Byerwalter resigned from her position as a Class II director of the Board of the Company due to family reasons. Ms. Byerwalter was a member of the Company's audit committee of the Board ("**Audit Committee**").

Ms. Byerwalter was appointed a member of the Company's Board in May 2010. Ms. Byerwalter's resignation is not the result of any material disagreement with the Company relating to the Company's operations, policies or practices.

In addition, the Company announced that the Board is actively searching for an independent board member who will have the right skill set to complement the current Board.

Item 9.01 Financial Statements and Exhibits.

<u>Exhibits</u>	<u>Description of Exhibits</u>
99.1	Registrant's press release dated September 12, 2018.

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.

WAGEWORKS, INC.

Dated: September 12, 2018

By: /s/ Ismail Dawood

Name: Ismail Dawood

Title: Interim Chief Financial Officer

WageWorks Announces Changes to the Board of Directors

SAN MATEO, Calif., September 12, 2018 — WageWorks, Inc. (NYSE: WAGE), a leader in administering Consumer-Directed Benefits, today announced the appointment of Stuart C. Harvey Jr. as Executive Chairman of the Board of Directors. He replaces Joseph L. Jackson, who resigned as Executive Chairman of the Company and Class III director on September 6, 2018.

John Larson, WageWorks' Lead Independent Director, stated, "On behalf of the entire Board and the Company, we wish to thank Joe for his leadership as our Chief Executive Officer and as our Executive Chairman. Joe helped build WageWorks to be a leading provider of administering Consumer-Directed Benefits. During his tenure as our Chief Executive Officer, Joe successfully guided us through our IPO and beyond. Through his executive leadership, Joe was integral to the Company's significant expansion and growth. We thank Joe for his support and dedication, and valuable contributions over the past years. We wish him success in his future endeavors."

"I would also like to thank Joe for all of his contributions in establishing our company as a market leader over the past 11 years and for supporting me during this transition," said Mr. Edgar Montes, WageWorks' President and Chief Executive Officer.

Mr. Harvey has served as the Chairman of Paysafe Group, a multinational payments company, since April 2018. Prior to joining the Company, Mr. Harvey served as the President and Chief Operating Officer of Piper Jaffray Companies. In this role, he led the operations of the firm's global investment banking, equities, public finance, fixed income and asset management businesses. Mr. Harvey rejoined Piper Jaffray in 2015 as a partner in its merchant banking group, having previously served as a managing director at Piper Jaffray in its investment banking group from 1993 to 2003. From 2010 to 2013, Mr. Harvey served as the Chairman, CEO and President of Ceridian Corporation, a provider of human capital management software and services. In 2013, he became the Chairman, CEO and President of Comdata, Inc., a subsidiary that was split off by Ceridian that managed fleet and corporate card payments and services, while continuing to serve as Executive Chairman of Ceridian. During his tenure at Ceridian, Mr. Harvey was responsible for driving significant improvements in the company's performance through the development of advanced service offerings and increased operating and sales efficiency. He directed Ceridian's acquisition of Dayforce Corp. in 2012, and the sale of Comdata, Inc. to Fleetcor Technologies, Inc. in 2014.

"I'm delighted to welcome Stuart as our Executive Chairman. Stuart has an impressive track record and exceptional experience for WageWorks given his performance-driven approach and deep understanding of the business," said Mr. Montes. Mr. Montes will continue to report to the Board of Directors.

WageWorks also announced that Mariann Byerwalter resigned as a Class II director, effective September 6, 2018, due to family reasons. Mr. Larson stated, "Mariann has brought a unique and valuable perspective to the Board of WageWorks over the past 8 years. On behalf of the Board, we are deeply grateful for her distinguished service as a Board member."

WageWorks announced that the Board is actively searching for an independent board member who will have the right skill set to complement the current Board.

About WageWorks

WageWorks, Inc. (NYSE: WAGE) is a leader in administering Consumer-Directed Benefits (CDBs). WageWorks is solely dedicated to administering CDBs, including pre-tax spending accounts, such as Health Savings Accounts (HSAs), health and dependent care Flexible Spending Accounts (FSAs), Health Reimbursement Arrangements (HRAs), as well as Commuter Benefit Services, including transit and parking programs, wellness programs, COBRA, and other employee benefits. WageWorks is headquartered in San Mateo, California, with offices in major locations throughout the United States. For more information, visit www.wageworks.com.

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