

WAGWORKS, INC.
Form SC 13G/A
February 12, 2015

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

SCHEDULE 13G

**Under the Securities Exchange Act of 1934
(Amendment No. 2 Exit Filing)***

WageWorks, Inc.

(Name of Issuer)

Common Stock

(Title of Class of Securities)

930427109

(CUSIP Number)

December 31, 2014

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- Rule 13d-1(b)
- Rule 13d-1(c)
- Rule 13d-1(d)

*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be filed for the purpose of Section 18 of the Securities Exchange Act of 1934 (Act) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1745 (3-06)

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CUSIP No. 930427109

1. Names of Reporting Persons.
I.R.S. Identification Nos. of above persons (entities only).

VantagePoint Venture Partners IV (Q), L.P.

2. Check the Appropriate Box if a Member of a Group (See Instructions)
(a)
(b)

3. SEC Use Only

4. Citizenship or Place of Organization
United States of America

Number of Shares Beneficially by Owned by Each Reporting Person With:	5.	Sole Voting Power 0
	6.	Shared Voting Power 610,830
	7.	Sole Dispositive Power 0
	8.	Shared Dispositive Power 610,830
9.	Aggregate Amount Beneficially Owned by Each Reporting Person 610,830	
10.	Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions).	<input type="radio"/>
11.	Percent of Class Represented by Amount in Row (9) 1.73%	
12.	Type of Reporting Person (See Instructions) PN	

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CUSIP No. 930427109

1. Names of Reporting Persons.
I.R.S. Identification Nos. of above persons (entities only).

VantagePoint Venture Partners IV Principals Fund, L.P.

2. Check the Appropriate Box if a Member of a Group (See Instructions)
(a)
(b)

3. SEC Use Only

4. Citizenship or Place of Organization
United States of America

Number of Shares Beneficially by Owned by Each Reporting Person With:	5.	Sole Voting Power 0
	6.	Shared Voting Power 18,368
	7.	Sole Dispositive Power 0
	8.	Shared Dispositive Power 18,368
9.	Aggregate Amount Beneficially Owned by Each Reporting Person 18,368	
10.	Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions).	<input type="radio"/>
11.	Percent of Class Represented by Amount in Row (9) 0.05%	
12.	Type of Reporting Person (See Instructions) PN	

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CUSIP No. 930427109

1. Names of Reporting Persons.
I.R.S. Identification Nos. of above persons (entities only).

VantagePoint Venture Partners IV, L.P.

2. Check the Appropriate Box if a Member of a Group (See Instructions)
(a)
(b)

3. SEC Use Only

4. Citizenship or Place of Organization
United States of America

Number of Shares Beneficially by Owned by Each Reporting Person With:	5.	Sole Voting Power 0
	6.	Shared Voting Power 76,593
	7.	Sole Dispositive Power 0
	8.	Shared Dispositive Power 76,593
9.	Aggregate Amount Beneficially Owned by Each Reporting Person 76,593	
10.	Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions). <input type="radio"/>	
11.	Percent of Class Represented by Amount in Row (9) 0.22%	
12.	Type of Reporting Person (See Instructions) PN	

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CUSIP No. 930427109

1. Names of Reporting Persons.
I.R.S. Identification Nos. of above persons (entities only).

VantagePoint Venture Associates IV, L.L.C.

2. Check the Appropriate Box if a Member of a Group (See Instructions)
(a)
(b)

3. SEC Use Only

4. Citizenship or Place of Organization
United States of America

Number of Shares Beneficially by Owned by Each Reporting Person With:	5.	Sole Voting Power 0
	6.	Shared Voting Power 739,642
	7.	Sole Dispositive Power 0
	8.	Shared Dispositive Power 739,642
	9.	Aggregate Amount Beneficially Owned by Each Reporting Person 739,642*
	10.	Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions). <input type="radio"/>
	11.	Percent of Class Represented by Amount in Row (9) 2.09%
	12.	Type of Reporting Person (See Instructions) PN

***Pursuant to Rule 13d-4, the Reporting Person disclaims beneficial ownership of all but 13,900 of the shares of common stock reflected herein and, as such, declares that the statement shall not be construed as an admission that such person is the beneficial owner of any securities covered hereby.**

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CUSIP No. 930427109

1. Names of Reporting Persons.
I.R.S. Identification Nos. of above persons (entities only).

Alan E. Salzman

2. Check the Appropriate Box if a Member of a Group (See Instructions)
(a)
(b)

3. SEC Use Only

4. Citizenship or Place of Organization
Canada

Number of Shares Beneficially by Owned by Each Reporting Person With:	5.	Sole Voting Power 9,966
	6.	Shared Voting Power 749,608
	7.	Sole Dispositive Power 9,966
	8.	Shared Dispositive Power 749,608
9.	Aggregate Amount Beneficially Owned by Each Reporting Person 749,608*	
10.	Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions).	<input type="radio"/>
11.	Percent of Class Represented by Amount in Row (9) 2.12%	
12.	Type of Reporting Person (See Instructions) IN	

***Pursuant to Rule 13d-4, the Reporting Person disclaims beneficial ownership of the shares of common stock reflected herein and, as such, declares that the statement shall not be construed as an admission that such person is the beneficial owner of any securities covered hereby.**

Item 1.

- (a) Name of Issuer
WageWorks, Inc.
- (b) Address of Issuer's Principal Executive Offices
1100 Park Place, 4th Floor, San Mateo, CA 94403

Item 2.

- (a) Name of Person Filing
VantagePoint Venture Partners IV (Q), L.P.

VantagePoint Venture Partners IV Principals Fund, L.P.

VantagePoint Venture Partners IV, L.P.

VantagePoint Venture Associates IV, L.L.C.

Alan E. Salzman
- (b) Address of Principal Business Office or, if none, Residence
1001 Bayhill Drive Suite 300, San Bruno, CA 94066
- (c) Citizenship
United States of America (Except Mr. Alan E. Salzman - Canada)
- (d) Title of Class of Securities
Common Stock
- (e) CUSIP Number
930427109

Item 3.

If this statement is filed pursuant to §§240.13d-1(b) or 240.13d-2(b) or (c), check whether the person filing is a:
Not applicable.

Item 4.

Ownership.

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

- (a) Amount beneficially owned:

VantagePoint Venture Partners IV (Q), L.P.: 610,830

VantagePoint Venture Partners IV Principals Fund, L.P.: 18,368

VantagePoint Venture Partners IV, L.P.: 76,593

VantagePoint Venture Associates IV, L.L.C.*: 739,642

Alan E. Salzman**: 749,608
- (b) Percent of class:

VantagePoint Venture Partners IV (Q), L.P.: 1.73%

VantagePoint Venture Partners IV Principals Fund, L.P.: 0.05%

VantagePoint Venture Partners IV, L.P.: 0.22%

VantagePoint Venture Associates IV, L.L.C.*: 2.09%

Alan E. Salzman**: 2.12%
- (c) Number of shares as to which the person has:

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- (i) Sole power to vote or to direct the vote
 - VantagePoint Venture Partners IV (Q), L.P.: 0
 - VantagePoint Venture Partners IV Principals Fund, L.P.: 0
 - VantagePoint Venture Partners IV, L.P.: 0
 - VantagePoint Venture Associates IV, L.L.C.*: 0

- (ii) Alan E. Salzman**: 9,966
Shared power to vote or to direct the vote
 - VantagePoint Venture Partners IV (Q), L.P.: 610,830
 - VantagePoint Venture Partners IV Principals Fund, L.P.: 18,368
 - VantagePoint Venture Partners IV, L.P.: 76,593
 - VantagePoint Venture Associates IV, L.L.C.*: 739,642
 - Alan E. Salzman**: 749,608

- (iii) Sole power to dispose or to direct the disposition of
- VantagePoint Venture Partners IV (Q), L.P.: 0
- VantagePoint Venture Partners IV Principals Fund, L.P.: 0
- VantagePoint Venture Partners IV, L.P.: 0
- VantagePoint Venture Associates IV, L.L.C.*: 0
- Alan E. Salzman**: 9,966
- (iv) Shared power to dispose or to direct the disposition of
- VantagePoint Venture Partners IV (Q), L.P.: 610,830
- VantagePoint Venture Partners IV Principals Fund, L.P.: 18,368
- VantagePoint Venture Partners IV, L.P.: 76,593
- VantagePoint Venture Associates IV, L.L.C.*: 739,642
- Alan E. Salzman**: 749,608

* VantagePoint Venture Associates IV, L.L.C. is the general partner for VantagePoint Venture Partners IV Principals Fund, L.P., VantagePoint Venture Partners IV (Q), L.P. and VantagePoint Venture Partners IV, L.P. VantagePoint Venture Associates IV, L.L.C. disclaims beneficial ownership of all but 33,851 of such shares.

** Mr. Alan Salzman is a Managing Member of VantagePoint Venture Associates IV, L.L.C. Mr. Salzman disclaims beneficial ownership of all but 9,966 of such shares.

Item 5. Ownership of Five Percent or Less of a Class

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following .

Item 6. Ownership of More than Five Percent on Behalf of Another Person.

Not applicable.

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company

Not applicable.

Item 8. Identification and Classification of Members of the Group

Not applicable.

Item 9. Notice of Dissolution of Group

Not applicable.

Item 10. Certification

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: February 12, 2015

VANTAGEPOINT VENTURE
PARTNERS IV PRINCIPALS FUND, L.P.
By: VantagePoint Venture Associates IV, L.L.C.
Its General Partner

By: /s/ Alan E. Salzman
Name: Alan E. Salzman,
Managing Member

VANTAGEPOINT VENTURE
PARTNERS IV (Q), L.P.
By: VantagePoint Venture Associates IV, L.L.C.
Its General Partner

By: /s/ Alan E. Salzman
Name: Alan E. Salzman,
Managing Member

VANTAGEPOINT VENTURE
PARTNERS IV, L.P.
By: VantagePoint Venture Associates IV, L.L.C.
Its General Partner

By: /s/ Alan E. Salzman
Name: Alan E. Salzman,
Managing Member

VANTAGEPOINT VENTURE
ASSOCIATES IV, L.L.C.

By: /s/ Alan E. Salzman
Name: Alan E. Salzman,
Managing Member

/s/ Alan E. Salzman
Alan E. Salzman

Attention: Intentional misstatements or omissions of fact constitute Federal Criminal Violations (See 18 U.S.C. 1001)

EXHIBIT A

JOINT FILING AGREEMENT

In accordance with Rule 13d-1(k) under the Securities Exchange Act of 1934, as amended, the persons named below agree to the joint filing on behalf of each of them of the Schedule 13G to which this Agreement is an exhibit (and any further amendment filed by them) with respect to the shares of Common Stock of WageWorks, Inc.

This agreement may be executed simultaneously in any number of counterparts, all of which together shall constitute one and the same instrument.

Dated: February 12, 2015

VANTAGEPOINT VENTURE
PARTNERS IV PRINCIPALS FUND, L.P.
By: VantagePoint Venture Associates IV, L.L.C.
Its General Partner

By: /s/ Alan E. Salzman
Name: Alan E. Salzman,
Managing Member

VANTAGEPOINT VENTURE
PARTNERS IV (Q), L.P.
By: VantagePoint Venture Associates IV, L.L.C.
Its General Partner

By: /s/ Alan E. Salzman
Name: Alan E. Salzman,
Managing Member

VANTAGEPOINT VENTURE
PARTNERS IV, L.P.
By: VantagePoint Venture Associates IV, L.L.C.
Its General Partner

By: /s/ Alan E. Salzman
Name: Alan E. Salzman,
Managing Member

VANTAGEPOINT VENTURE
ASSOCIATES IV, L.L.C.

By: /s/ Alan E. Salzman
Name: Alan E. Salzman,
Managing Member

/s/ Alan E. Salzman
Alan E. Salzman