

SALZMAN ALAN E  
Form 3  
May 09, 2012

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

OMB APPROVAL

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**INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,  
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section  
30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
VANTAGEPOINT  
VENTURE ASSOCIATES IV  
LLC

(Last) (First) (Middle)

C/O VANTAGEPOINT  
CAPITAL PARTNERS, 1001  
BAYHILL DRIVE, SUITE 300

(Street)

SAN BRUNO, CA 94066

(City) (State) (Zip)

2. Date of Event Requiring Statement  
(Month/Day/Year)  
05/09/2012

3. Issuer Name and Ticker or Trading Symbol  
WAGeworks, INC. [WAGE]

4. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

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

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

**Table I - Non-Derivative Securities Beneficially Owned**

1. Title of Security (Instr. 4)	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)
Common Stock	7,834	D (1)	^
Common Stock	222,911	D (1) (2)	^
Common Stock	22,316	D (1) (3)	^
Common Stock	812	D (1) (4)	^

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

SEC 1473 (7-02)

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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 of Derivative Security: 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			
Series A-1 Preferred Stock	Â (5)	Â (5)	Common Stock	1,350,175	\$ (5)	D (1) (2)	Â
Series A-1 Preferred Stock	Â (5)	Â (5)	Common Stock	136,555	\$ (5)	D (1) (3)	Â
Series A-1 Preferred Stock	Â (5)	Â (5)	Common Stock	46,870	\$ (5)	D (1) (4)	Â
Series A-2 Preferred Stock	Â (6)	Â (6)	Common Stock	785,242	\$ (6)	D (1) (2)	Â
Series A-2 Preferred Stock	Â (6)	Â (6)	Common Stock	79,745	\$ (6)	D (1) (3)	Â
Series A-2 Preferred Stock	Â (6)	Â (6)	Common Stock	11,354	\$ (6)	D (1) (4)	Â
Series B Preferred Stock	Â (7)	Â (7)	Common Stock	13,360,237	\$ (7)	D (1) (2)	Â
Series B Preferred Stock	Â (7)	Â (7)	Common Stock	1,345,804	\$ (7)	D (1) (3)	Â
Series B Preferred Stock	Â (7)	Â (7)	Common Stock	123,272	\$ (7)	D (1) (4)	Â
Series C Preferred Stock	Â (7)	Â (7)	Common Stock	852,705	\$ (7)	D (1) (2)	Â
Series C Preferred Stock	Â (7)	Â (7)	Common Stock	85,365	\$ (7)	D (1) (3)	Â
Series C Preferred Stock	Â (7)	Â (7)	Common Stock	3,106	\$ (7)	D (1) (4)	Â
Series D Preferred Stock	Â (7)	Â (7)	Common Stock	559,043	\$ (7)	D (1) (2)	Â
Series D Preferred Stock	Â (7)	Â (7)	Common Stock	55,967	\$ (7)	D (1) (3)	Â
Series D Preferred Stock	Â (7)	Â (7)	Common Stock	2,036	\$ (7)	D (1) (4)	Â
Series E Preferred Stock	Â (7)	Â (7)	Common Stock	3,860,189	\$ (7)	D (1) (2)	Â
	Â (7)	Â (7)		386,444	\$ (7)	D (1) (3)	Â

Series E Preferred Stock			Common Stock					
Series E Preferred Stock	Â (7)	Â (7)	Common Stock	14,060	\$ (7)	D (1) (4)	Â	
Series E-1 Preferred Stock Warrant (right to buy)	Â (8)	06/30/2014	Series E-1 Preferred Stock	6,367,609	\$ 2.29 (8)	D (1) (2)	Â	
Series E-1 Preferred Stock Warrant (right to buy)	Â (8)	06/30/2014	Series E-1 Preferred Stock	637,463	\$ 2.29 (8)	D (1) (3)	Â	
Series E-1 Preferred Stock Warrant (right to buy)	Â (8)	06/30/2014	Series E-1 Preferred Stock	23,193	\$ 2.29 (8)	D (1) (4)	Â	
Stock Option (right to buy)	Â (9)	05/06/2020	Common Stock	6,500	\$ 5.32	I		By: Thomas A. Bevilacqua (10)
Stock Option (right to buy)	Â (9)	02/09/2022	Common Stock	13,000	\$ 9.59	I		By: Thomas A. Bevilacqua (10)
Stock Option (right to buy)	Â (9)	02/07/2018	Common Stock	6,500	\$ 8.28	I		By: J. Stephan Dolezalek (10)
Stock Option (right to buy)	Â (9)	05/07/2019	Common Stock	5,958	\$ 6.14	I		By: J. Stephan Dolezalek (10)
Stock Option (right to buy)	Â (9)	02/07/2018	Common Stock	6,500	\$ 8.28	I		By: Annette Bianchi (10)
Stock Option (right to buy)	Â (9)	05/07/2019	Common Stock	1,083	\$ 6.14	I		By: Annette Bianchi (10)

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
VANTAGEPOINT VENTURE ASSOCIATES IV LLC C/O VANTAGEPOINT CAPITAL PARTNERS 1001 BAYHILL DRIVE, SUITE 300 SAN BRUNO, CA 94066	Â X	Â X	Â	Â
VANTAGEPOINT VENTURE PARTNERS IV Q LP C/O VANTAGEPOINT CAPITAL PARTNERS 1001 BAYHILL DRIVE, SUITE 300 SAN BRUNO, CA 94066	Â X	Â X	Â	Â
VANTAGEPOINT VENTURE PARTNERS IV LP C/O VANTAGEPOINT CAPITAL PARTNERS 1001 BAYHILL DRIVE, SUITE 300 SAN BRUNO, CA 94066	Â X	Â X	Â	Â
	Â X	Â X	Â	Â

VANTAGEPOINT VENTURE PARTNERS IV PRINCIPALS FUND LP  
 C/O VANTAGEPOINT CAPITAL PARTNERS  
 1001 BAYHILL DRIVE, SUITE 300  
 SAN BRUNO, CA 94066

SALZMAN ALAN E  
 C/O VANTAGEPOINT CAPITAL PARTNERS  
 1001 BAYHILL DRIVE, SUITE 300  
 SAN BRUNO, CA 94066

Â X Â X Â Â

## Signatures

VantagePoint Venture Associates IV, L.L.C., By: Alan E. Salzman, Managing Member	05/09/2012
**Signature of Reporting Person	Date
VantagePoint Venture Partners IV (Q), L.P., By: VantagePoint Venture Associates IV, L.L.C., By: Alan E. Salzman, Managing Member	05/09/2012
**Signature of Reporting Person	Date
VantagePoint Venture Partners IV, L.P., By: VantagePoint Venture Associates IV, L.L.C., By: Alan E. Salzman, Managing Member	05/09/2012
**Signature of Reporting Person	Date
VantagePoint Venture Partners IV Principals Fund, L.P., By: VantagePoint Venture Associates IV, L.L.C., By: Alan E. Salzman, Managing Member	05/09/2012
**Signature of Reporting Person	Date
Alan E. Salzman	05/09/2012
**Signature of Reporting Person	Date

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, *see* Instruction 5(b)(v).
- \*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).  
 The General Partner of VantagePoint Venture Partners IV (Q), L.P., VantagePoint Venture Partners IV, L.P., and VantagePoint Venture Partners IV Principals Fund, L.P. is VantagePoint Venture Associates IV, L.L.C. Alan E. Salzman is a managing member of the General Partner and may be deemed to have voting and investment power with respect to the securities held by these entities. Mr. Salzman disclaims beneficial ownership of these securities except to the extent of his pecuniary interest therein. The Reporting Persons may be deemed to be acting as a group in relation to their respective holdings of the Issuer but do not affirm the existence of any such group.
- (1) Partner and may be deemed to have voting and investment power with respect to the securities held by these entities. Mr. Salzman disclaims beneficial ownership of these securities except to the extent of his pecuniary interest therein. The Reporting Persons may be deemed to be acting as a group in relation to their respective holdings of the Issuer but do not affirm the existence of any such group.
- (2) By: VantagePoint Venture Partners IV (Q), L.P.
- (3) By: VantagePoint Venture Partners IV, L.P.
- (4) By: VantagePoint Venture Partners IV Principals Fund, L.P.
- (5) Preferred Stock will automatically convert into 1.47059 shares of common stock immediately prior to the closing of the Issuer's initial public offering and has no expiration date.
- (6) Preferred Stock will automatically convert into .85208 shares of common stock immediately prior to the closing of the Issuer's initial public offering and has no expiration date.
- (7) Preferred Stock will automatically convert into 0.5 shares of common stock immediately prior to the closing of the Issuer's initial public offering and has no expiration date.
- (8) Preferred Warrant is immediately exercisable and will automatically convert into warrant to purchase 0.5 shares of common stock immediately prior to the closing of the Issuer's initial public offering.
- (9) Immediately exercisable as to all shares.
- (10) VantagePoint Venture Associates IV, L.L.C. has the sole power to exercise the options, and sole voting and investment power with respect to the shares underlying the options. Mr. Bevilacqua, Mr. Dolezalek and Ms. Bianchi disclaim beneficial ownership thereof

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except to the extent of their pecuniary interest therein.

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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