

SALZMAN ALAN E
Form 4
May 17, 2012

FORM 4

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

OMB APPROVAL

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STATEMENT OF CHANGES IN 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. Issuer Name and Ticker or Trading Symbol
WAGeworks, INC. [WAGE]

3. Date of Earliest Transaction (Month/Day/Year)
05/15/2012

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check Applicable Line)

___ Form filed by One Reporting Person
X Form filed by More than One Reporting Person

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	05/15/2012		C		1,985,551	A	(5) 2,208,462
Common Stock	05/15/2012		C		200,816	A	(5) 223,132
Common Stock	05/15/2012		C		68,926	A	(5) 69,738
Common Stock	05/15/2012		C		669,088	A	(6) 2,877,550
Common Stock	05/15/2012		C		67,949	A	(6) 291,081

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Common Stock	05/15/2012	C	9,674	A	(6)	79,412	D (1) (4)
Common Stock	05/15/2012	C	6,680,118	A	(7)	9,557,668	D (1) (2)
Common Stock	05/15/2012	C	672,902	A	(7)	963,983	D (1) (3)
Common Stock	05/15/2012	C	61,636	A	(7)	141,048	D (1) (4)
Common Stock	05/15/2012	C	426,352	A	(7)	9,984,020	D (1) (2)
Common Stock	05/15/2012	C	42,682	A	(7)	1,006,665	D (1) (3)
Common Stock	05/15/2012	C	1,553	A	(7)	142,601	D (1) (4)
Common Stock	05/15/2012	C	279,521	A	(7)	10,263,541	D (1) (2)
Common Stock	05/15/2012	C	27,983	A	(7)	1,034,648	D (1) (3)
Common Stock	05/15/2012	C	1,018	A	(7)	143,619	D (1) (4)
Common Stock	05/15/2012	C	1,930,094	A	(7)	12,193,635	D (1) (2)
Common Stock	05/15/2012	C	193,222	A	(7)	1,227,870	D (1) (3)
Common Stock	05/15/2012	C	7,030	A	(7)	150,649	D (1) (4)
Common Stock						7,834	D (1)

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

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(9-02)

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 Underlying (Instr. 3 and 4)
				Code V	(A)	(D)	Title
						Date Exercisable	Expiration Date

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Series A-1 Preferred Stock	<u>(5)</u>	05/15/2012	C	1,350,175	<u>(5)</u>	<u>(5)</u>	Common Stock
Series A-1 Preferred Stock	<u>(5)</u>	05/15/2012	C	136,555	<u>(5)</u>	<u>(5)</u>	Common Stock
Series A-1 Preferred Stock	<u>(5)</u>	05/15/2012	C	46,870	<u>(5)</u>	<u>(5)</u>	Common Stock
Series A-2 Preferred Stock	<u>(6)</u>	05/15/2012	C	785,242	<u>(6)</u>	<u>(6)</u>	Common Stock
Series A-2 Preferred Stock	<u>(6)</u>	05/15/2012	C	79,745	<u>(6)</u>	<u>(6)</u>	Common Stock
Series A-2 Preferred Stock	<u>(6)</u>	05/15/2012	C	11,354	<u>(6)</u>	<u>(6)</u>	Common Stock
Series B Preferred Stock	<u>(7)</u>	05/15/2012	C	13,360,237	<u>(7)</u>	<u>(7)</u>	Common Stock
Series B Preferred Stock	<u>(7)</u>	05/15/2012	C	1,345,804	<u>(7)</u>	<u>(7)</u>	Common Stock
Series B Preferred Stock	<u>(7)</u>	05/15/2012	C	123,272	<u>(7)</u>	<u>(7)</u>	Common Stock
Series C Preferred Stock	<u>(7)</u>	05/15/2012	C	852,705	<u>(7)</u>	<u>(7)</u>	Common Stock
Series C Preferred Stock	<u>(7)</u>	05/15/2012	C	85,365	<u>(7)</u>	<u>(7)</u>	Common Stock
Series C Preferred Stock	<u>(7)</u>	05/15/2012	C	3,106	<u>(7)</u>	<u>(7)</u>	Common Stock
	<u>(7)</u>	05/15/2012	C	559,043	<u>(7)</u>	<u>(7)</u>	

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Series D Preferred Stock									Common Stock
Series D Preferred Stock	(7)	05/15/2012	C		55,967	(7)	(7)		Common Stock
Series D Preferred Stock	(7)	05/15/2012	C		2,036	(7)	(7)		Common Stock
Series E Preferred Stock	(7)	05/15/2012	C		3,860,189	(7)	(7)		Common Stock
Series E Preferred Stock	(7)	05/15/2012	C		386,444	(7)	(7)		Common Stock
Series E Preferred Stock	(7)	05/15/2012	C		14,060	(7)	(7)		Common Stock
Series E-1 Preferred Stock Warrant (right to buy)	\$ 2.29 (8)	05/15/2012	C		6,367,609	(8)	06/30/2014		Series E-1 Preferred Stock
Common Stock Warrant (right to buy)	\$ 4.58 (8)	05/15/2012	C	3,183,804		(8)	06/30/2014		Common Stock
Series E-1 Preferred Stock Warrant (right to buy)	\$ 2.29 (8)	05/15/2012	C		637,463	(8)	06/30/2014		Series E-1 Preferred Stock
Common Stock Warrant (right to buy)	\$ 4.58 (8)	05/15/2012	C	318,731		(8)	06/30/2014		Common Stock
Series E-1 Preferred Stock	\$ 2.29 (8)	05/15/2012	C		23,193	(8)	06/30/2014		Series E-1 Preferred Stock

Warrant
(right to
buy)

Common
Stock

Warrant	\$ 4.58 <u>(8)</u>	05/15/2012	C	11,596	<u>(8)</u>	06/30/2014	Common Stock
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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		X		
VANTAGEPOINT VENTURE PARTNERS IV Q LP C/O VANTAGEPOINT CAPITAL PARTNERS 1001 BAYHILL DRIVE, SUITE 300 SAN BRUNO, CA 94066		X		
VANTAGEPOINT VENTURE PARTNERS IV LP C/O VANTAGEPOINT CAPITAL PARTNERS 1001 BAYHILL DRIVE, SUITE 300 SAN BRUNO, CA 94066		X		
VANTAGEPOINT VENTURE PARTNERS IV PRINCIPALS FUND LP C/O VANTAGEPOINT CAPITAL PARTNERS 1001 BAYHILL DRIVE, SUITE 300 SAN BRUNO, CA 94066		X		
SALZMAN ALAN E C/O VANTAGEPOINT CAPITAL PARTNERS 1001 BAYHILL DRIVE, SUITE 300 SAN BRUNO, CA 94066		X		

Signatures

VantagePoint Venture Associates IV, L.L.C., By: Alan E. Salzman, Managing Member	05/17/2012
____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	05/17/2012
____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	05/17/2012
____Signature of Reporting Person	Date
	05/17/2012

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VantagePoint Venture Partners IV Principals Fund, L.P., By: VantagePoint Venture Associates IV, L.L.C., By: Alan E. Salzman, Managing Member

__Signature of Reporting Person

Date

Alan E. Salzman

05/17/2012

**Signature of Reporting Person

Date

Explanation of Responses:

- * 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).

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
- (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) Each share of Series A-1 Preferred Stock automatically converted into 1.47059 shares of Common Stock upon closing of the Issuer's initial public offering and had no expiration date.
- (6) Each share of Series A-2 Preferred Stock automatically converted into 0.85208 shares of Common Stock upon closing of the Issuer's initial public offering and had no expiration date.
- (7) Each share of Preferred Stock automatically converted into 0.5 shares of Common Stock upon closing of the Issuer's initial public offering and had no expiration date.
- (8) Preferred Warrant is immediately exercisable and automatically converted into warrant to purchase 0.5 shares of common stock upon closing of the Issuer's initial public offering.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.