

WAGeworks, INC.  
Form 4  
September 26, 2014

**FORM 4** UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

OMB APPROVAL

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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 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)  
09/24/2014

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

\_\_\_ Director \_\_\_ 10% Owner  
\_\_\_ Officer (give title below) \_\_\_X\_\_\_ Other (specify below)  
Footnote 3

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)
				(A) or (D)	Price		
				Code	V	Amount	
Common Stock	09/24/2014		J(1)		898,539	D	\$ 49.9 1,341,789 D (3) (4)
Common Stock	09/24/2014		J(2)		85,363	D	\$ 49.9 146,078 D (3) (5)
Common Stock							58,368 D (3) (6)
Common Stock							24,466 D (3)

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 Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 3)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

## 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

Footnote 3

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

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

Footnote 3

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

Footnote 3

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

Footnote 3

## Signatures

VantagePoint Venture Associates IV, L.L.C., By: Alan E. Salzman, Managing Member	09/26/2014
__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	09/26/2014
__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	09/26/2014
__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	09/26/2014
__Signature of Reporting Person	Date
Alan E. Salzman	09/26/2014
__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).
- (1) VantagePoint Venture Partners IV (Q), L.P. made a pro rata distribution for no consideration of an aggregate of 898,539 shares of Common Stock of the Issuer to its partners on September 24, 2014.
  - (2) VantagePoint Venture Partners IV, L.P. made a pro rata distribution for no consideration of an aggregate of 85,363 shares of Common Stock of the Issuer to its partners on September 24, 2014.  
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 these 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 in the Issuer, but do not affirm the existence of any such group.
  - (3) By: VantagePoint Venture Partners IV (Q), L.P.
  - (5) By: VantagePoint Venture Partners IV, L.P.
  - (6) By: VantagePoint Venture Partners IV Principals Fund, L.P.

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.