

WAGWORKS, INC.  
Form 4  
April 01, 2016

**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  
WAGWORKS, INC. [WAGE]

3. Date of Earliest Transaction  
(Month/Day/Year)  
03/30/2016

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)  Other (specify below)

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 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 or Price		
Common Stock	03/30/2016		J(1)		\$ 610,830	D	
Common Stock	03/30/2016		J(2)		\$ 76,593	D	
Common Stock	03/30/2016		J(3)		\$ 18,368	D	
Common Stock	03/30/2016		J(4)		\$ 4,601	A	
Common Stock	03/30/2016		J(5)		\$ 7,916	A	
					\$ 51.21		
					\$ 51.21		
					\$ 51.21		
					\$ 51.21		
					\$ 51.21		

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

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SEC 1474  
(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 (Instr. 3 and 4)
				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

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

Footnote 4

SAN BRUNO, CA 94066

## Signatures

VantagePoint Venture Associates IV, L.L.C., By: Alan E. Salzman, Managing Member	04/01/2016
__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	04/01/2016
__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	04/01/2016
__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	04/01/2016
__Signature of Reporting Person	Date
Alan E. Salzman	04/01/2016
__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 610,830 shares of Common Stock of the Issuer to its partners on March 30, 2016.
- (2) VantagePoint Venture Partners IV, L.P. made a pro rata distribution for no consideration of an aggregate of 76,593 shares of Common Stock of the Issuer to its partners on March 30, 2016.
- (3) VantagePoint Venture Partners IV Principals Fund, L.P. made a pro rata distribution for no consideration of an aggregate of 18,368 shares of Common Stock of the Issuer to its partners on March 30, 2016.
- (4) Alan E. Salzman and the Alan E. Salzman 2003 Annuity Trust dated 12/31/03 received 4,601 shares of Common Stock of the Issuer in these distributions. Mr. Salzman is the grantor and the trustee of the Alan E. Salzman 2003 Annuity Trust dated 12/31/03 and may be deemed to have voting and investment power with respect to these securities.
- (5) VantagePoint Venture Associates IV, L.L.C. received 7,916 shares of Common Stock of the Issuer in these distributions.

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.