

Jackson Joseph L.
Form 3
August 04, 2011

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 *		2. Date of Event Requiring Statement	3. Issuer Name and Ticker or Trading Symbol	
Â Jackson Joseph L.		(Month/Day/Year)	WAGeworks, INC. [WAGE]	
(Last)	(First)	(Middle)	08/04/2011	
C/O WAGeworks, INC., Â 1100 PARK PLACE, 4TH FLOOR			4. Relationship of Reporting Person(s) to Issuer	5. If Amendment, Date Original Filed(Month/Day/Year)
(Street)			(Check all applicable)	
SAN MATEO, Â CA Â 94403			<input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner	6. Individual or Joint/Group Filing(Check Applicable Line)
(City)	(State)	(Zip)	<input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other	<input checked="" type="checkbox"/> Form filed by One Reporting Person
			(give title below) (specify below)	<input type="checkbox"/> Form filed by More than One Reporting Person
			Chief Executive Officer	

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)
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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)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of	

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				Shares		or Indirect (I) (Instr. 5)	
Option to Buy (Common Stock)	Â (1)	05/25/2017	Common Stock	675,000	\$ 9.42	D	Â
Option to Buy (Common Stock)	Â (2)	02/07/2018	Common Stock	50,000	\$ 8.28	D	Â
Option to Buy (Common Stock)	Â (3)	05/07/2019	Common Stock	100,000	\$ 6.14	D	Â
Option to Buy (Common Stock)	Â (4)	05/06/2020	Common Stock	187,500	\$ 5.32	D	Â
Option to Buy (Common Stock)	Â (5)	05/06/2020	Common Stock	187,500	\$ 5.32	D	Â
Option to Buy (Common Stock)	Â (5)	11/04/2020	Common Stock	150,000	\$ 6.18	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Jackson Joseph L. C/O WAGeworks, INC. 1100 PARK PLACE, 4TH FLOOR SAN MATEO, CA 94403	Â X	Â	Â Chief Executive Officer	Â

Signatures

/s/ Kimberly L. Jackson, Attorney-in-fact for Joseph L. Jackson

08/04/2011

**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).

(1) All of the shares subject to these options are currently vested.

(2) 1/4th of the shares subject to the option became vested on 2/7/2009, and 1/48th of the shares subject to the option shall become vested each month thereafter.

(3) 1/4th of the shares subject to the option became vested on 5/7/2010, and 1/48th of the shares subject to the option shall become vested each month thereafter.

(4) 1/4th of the shares subject to the option became vested on 5/6/2011, and 1/48th of the shares subject to the option shall become vested each month thereafter.

(5) Shares subject to the option become vested upon the achievement of certain performance objectives set forth in the option agreement.

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Remarks:

The anticipated effective date of the Issuer's initial public offering is Thursday, August 4, 2011.

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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