

Bodaken Bruce G.
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 Bodaken Bruce G.		(Month/Day/Year)	WAGeworks, INC. [WAGE]	
(Last)	(First)	(Middle)	08/04/2011	
C/O WAGeworks, INC., 1100 PARK PLACE, Â 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
(City)			<input type="checkbox"/> Officer	<input type="checkbox"/> Other
(State)			(give title below)	(specify below)
(Zip)			6. Individual or Joint/Group Filing(Check Applicable Line)	
			<input checked="" type="checkbox"/> Form filed by One Reporting Person	
			<input type="checkbox"/> 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	37,500	D	Â

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

SEC 1473 (7-02)

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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)
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	Date Exercisable	Expiration Date		Amount or Number of Shares		or Indirect (I) (Instr. 5)	
Option to Buy (Common Stock)	Â (1)	02/07/2018	Common Stock	6,500	\$ 8.28	D	Â
Option to Buy (Common Stock)	Â (1)	05/07/2019	Common Stock	6,500	\$ 6.14	D	Â
Option to Buy (Common Stock)	Â (1)	05/06/2020	Common Stock	6,500	\$ 5.32	D	Â
Option to Buy (Common Stock)	Â (2)	11/04/2020	Common Stock	11,000	\$ 6.18	D	Â

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Bodaken Bruce G.
C/O WAGeworks, INC., 1100 PARK PLACE
4TH FLOOR
SAN MATEO, CA 94403

Â X Â Â Â

Signatures

/s/ Kimberly L. Jackson, Attorney-in-Fact for Bruce G.
Bodaken

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) Option shares will vest in 12 equal monthly installments. 1/12th of the option shares will vest on the first monthly anniversary of the effective date, and shall continue to vest in equal installments on each of the succeeding monthly anniversaries of the effective date. The effective date was 11/4/2010.

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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.

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.