

Green Richard T.  
Form 3/A  
May 09, 2012

**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 <b>and</b> Ticker or Trading Symbol	
Â Green Richard T.		(Month/Day/Year)	WAGeworks, INC. [WAGE]	
(Last)	(First)	(Middle)	05/09/2012	
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)	08/04/2011
SAN MATEO,Â CAÂ 94403			<input 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 Financial 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)

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

(Instr. 5)

Employee Stock Option (right to buy)	Â (1)	05/29/2019	Common Stock	150,000	\$ 6.14	D	Â
Employee Stock Option (right to buy)	Â (2)	05/06/2020	Common Stock	87,500	\$ 5.32	D	Â
Employee Stock Option (right to buy)	Â (3)	11/04/2020	Common Stock	30,000	\$ 6.18	D	Â
Employee Stock Option (right to buy)	Â (4)	02/09/2022	Common Stock	40,000	\$ 9.59	D	Â

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Green Richard T. C/O WAGWORKS, INC., 1100 PARK PLACE 4TH FLOOR SAN MATEO, CA 94403	Â	Â	Â Chief Financial Officer	Â

## Signatures

/s/ Kimberly L. Jackson, by power of attorney 05/09/2012

    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) The option is subject to an early exercise provision and is immediately exercisable. One-fourth of the shares subject to the option vested on December 15, 2009 and one forty-eighth of the shares vest monthly thereafter.
- (2) The option is subject to an early exercise provision and is immediately exercisable. One-fourth of the shares subject to the option vested on May 6, 2011 and one forty-eighth of the shares vest monthly thereafter.  
  
The option is subject to an early exercise provision and is immediately exercisable. Shares subject to the option vest in full on November 4, 2017; provided, however, (i) 25% of the shares subject to the option shall vest upon the closing of the Issuer's initial public offering of common stock; (ii) 25% of the shares subject to the option shall vest upon the achievement of certain financial performance goals; and (iii) the remaining 50% of of the shares subject to the option shall vest upon the achievement of both (i) and (ii).
- (4) The option is subject to an early exercise provision and is immediately exercisable. Shares subject to the option vest in full on February 9, 2019; provided, however, (i) 25% of the shares subject to the option shall vest upon the closing of the Issuer's initial public offering of common stock; (ii) 25% of the shares subject to the option shall vest upon the achievement of certain financial performance goals; and (iii) the remaining 50% of the shares subject to the option shall vest upon the achievement of both (i) and (ii).

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### Remarks:

This amended and restated report on Form 3/A is being filed to (i) correct the transaction date o

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.