

CAMDEN PARTNERS STRATEGIC FUND III LP  
 Form 3/A  
 May 09, 2012

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

OMB Number: 3235-0104  
 Expires: January 31, 2015  
 Estimated average burden hours per response... 0.5

**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)

<p>1. Name and Address of Reporting Person *</p> <p>Â BERKELEY RICHARD M</p> <p>(Last) (First) (Middle)</p> <p>C/O CAMDEN PARTNERS                  STRATEGIC MGR LLC,Â 500                  E. PRATT STREET, SUITE                  1200</p> <p>(Street)</p> <p>BALTIMORE,Â MDÂ 21202</p> <p>(City) (State) (Zip)</p>	<p>2. Date of Event Requiring Statement</p> <p>(Month/Day/Year)</p> <p>05/09/2012</p>	<p>3. Issuer Name and Ticker or Trading Symbol</p> <p>WAGeworks, INC. [WAGE]</p>	<p>4. Relationship of Reporting Person(s) to Issuer</p> <p>(Check all applicable)</p> <p><input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner  <input type="checkbox"/> Officer <input checked="" type="checkbox"/> Other                  (give title below) (specify below)                  See Remarks</p>	<p>5. If Amendment, Date Original Filed(Month/Day/Year)</p> <p>08/04/2011</p>	<p>6. Individual or Joint/Group Filing(Check Applicable Line)</p> <p><input type="checkbox"/> Form filed by One Reporting Person  <input checked="" type="checkbox"/> Form filed by More than One Reporting Person</p>
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**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	5. Ownership Form of Derivative Security:	6. Nature of Indirect Beneficial Ownership (Instr. 5)
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	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Security	Direct (D) or Indirect (I) (Instr. 5)	
Stock Option (right to buy)	Â <u>(1)</u>	02/09/2022	Common Stock	13,000	\$ 9.59	D	Â

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BERKELEY RICHARD M C/O CAMDEN PARTNERS STRATEGIC MGR LLC 500 E. PRATT STREET, SUITE 1200 BALTIMORE,Â MDÂ 21202	Â X	Â	Â	See Remarks
Camden Partners Strategic Manager, LLC C/O CAMDEN PARTNERS STRATEGIC MGR LLC 500 E. PRATT STREET, SUITE 1200 BALTIMORE,Â MDÂ 21202	Â	Â	Â	See Remarks
Camden Partners Strategic III, LLC C/O CAMDEN PARTNERS STRATEGIC MGR LLC 500 E. PRATT STREET, SUITE 1200 BALTIMORE,Â MDÂ 21202	Â	Â	Â	See Remarks
CAMDEN PARTNERS STRATEGIC II LLC C/O CAMDEN PARTNERS STRATEGIC MGR LLC 500 E. PRATT STREET, SUITE 1200 BALTIMORE,Â MDÂ 21202	Â	Â	Â	See Remarks
CAMDEN PARTNERS STRATEGIC FUND III LP C/O CAMDEN PARTNERS STRATEGIC MGR LLC 500 E. PRATT STREET, SUITE 1200 BALTIMORE,Â MDÂ 21202	Â	Â	Â	See Remarks
CAMDEN PARTNERS STRATEGIC FUND III-A LP C/O CAMDEN PARTNERS STRATEGIC MGR LLC 500 E. PRATT STREET, SUITE 1200 BALTIMORE,Â MDÂ 21202	Â	Â	Â	See Remarks
CAMDEN PARTNERS STRATEGIC FUND II A LP C/O CAMDEN PARTNERS STRATEGIC MGR LLC 500 E. PRATT STREET, SUITE 1200 BALTIMORE,Â MDÂ 21202	Â	Â	Â	See Remarks
CAMDEN PARTNERS STRATEGIC FUND II B LP C/O CAMDEN PARTNERS STRATEGIC MGR LLC 500 E. PRATT STREET, SUITE 1200 BALTIMORE,Â MDÂ 21202	Â	Â	Â	See Remarks
WARNOCK DAVID L C/O CAMDEN PARTNERS STRATEGIC MGR LLC	Â	Â	Â	See Remarks

500 E. PRATT STREET, SUITE 1200  
BALTIMORE, MD 21202

HUGHES DONALD W

C/O CAMDEN PARTNERS STRATEGIC MGR LLC  
500 E. PRATT STREET, SUITE 1200  
BALTIMORE, MD 21202

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See Remarks

## Signatures

/s/ Donald W. Hughes, Attorney-in-Fact for Richard M. Berkeley	05/09/2012
**Signature of Reporting Person	Date
/s/ By Camden Partners Strategic Manager, LLC, By Donald W. Hughes, Managing Member	05/09/2012
**Signature of Reporting Person	Date
/s/ By Camden Partners Strategic III, LLC, By Camden Partners Strategic Manager, LLC, By Donald W. Hughes, Managing Member	05/09/2012
**Signature of Reporting Person	Date
/s/ By Camden Partners Strategic II, LLC, By Camden Partners Strategic Manager, LLC, By Donald W. Hughes, Managing Member	05/09/2012
**Signature of Reporting Person	Date
/s/ By Camden Partners Strategic Fund III, LP, By Camden Partners Strategic III, LLC, By Camden Partners Strategic Manager, LLC, By Donald W. Hughes, Managing Member	05/09/2012
**Signature of Reporting Person	Date
/s/ By Camden Partners Strategic Fund III-A, LP, By Camden Partners Strategic III, LLC, By Camden Partners Strategic Manager, LLC, By Donald W. Hughes, Managing Member	05/09/2012
**Signature of Reporting Person	Date
/s/ By Camden Partners Strategic Fund II-A, LP, By Camden Partners Strategic II, LLC, By Camden Partners Strategic Manager, LLC, By Donald W. Hughes, Managing Member	05/09/2012
**Signature of Reporting Person	Date
/s/ By Camden Partners Strategic Fund II-B, LP, By Camden Partners Strategic II, LLC, By Camden Partners Strategic Manager, LLC, By Donald W. Hughes, Managing Member	05/09/2012
**Signature of Reporting Person	Date
/s/ Donald W. Hughes, Attorney-in-Fact for David L. Warnock	05/09/2012
**Signature of Reporting Person	Date
/s/ Donald W. Hughes	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. Shares subject to the option vest in twelve equal monthly installments beginning on March 9, 2012.

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### Remarks:

This report on Form 3/A is being filed to (i) correct the transaction date originally reported as A

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This Form 3/A is being filed jointly by Camden Partners Strategic Manager, LLC ("CPSM"), Camden

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.