

Bodaken Bruce G.
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)

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)	05/09/2012	
C/O WAGeworks, INC., 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)		08/04/2011
SAN MATEO, CA 94403		<input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below)		6. Individual or Joint/Group Filing(Check Applicable Line)
(City)	(State)	(Zip)	<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)

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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)
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	Date Exercisable	Expiration Date		Amount or Number of Shares		or Indirect (I) (Instr. 5)	
Stock Option (right to buy)	Â (1)	02/07/2018	Common Stock	6,500	\$ 8.28	D	Â
Stock Option (right to buy)	Â (1)	05/07/2019	Common Stock	6,500	\$ 6.14	D	Â
Stock Option (right to buy)	Â (1)	05/06/2020	Common Stock	6,500	\$ 5.32	D	Â
Stock Option (right to buy)	Â (1)	11/04/2020	Common Stock	11,000	\$ 6.18	D	Â
Stock Option (right to buy)	Â (2)	02/09/2022	Common Stock	13,000	\$ 9.59	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, 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) Shares subject to the option are fully vested and immediately exercisable.
- (2) 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 amended and restated report on Form 3/A is being filed to (i) correct the transaction date of

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.