Gramaglia Jerry Form 3/A May 09, 2012

FORM 3

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

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF

OMB APPROVAL

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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 *

Gramaglia Jerry

(Last)

(First)

(Middle)

Statement

(Month/Day/Year)

05/09/2012

2. Date of Event Requiring 3. Issuer Name and Ticker or Trading Symbol

WAGEWORKS, INC. [WAGE]

C/O WAGEWORKS.

INC., 1100 PARK PLACE,

4TH FLOOR

(Street)

4. Relationship of Reporting

Person(s) to Issuer

5. If Amendment, Date Original

Filed(Month/Day/Year)

08/04/2011

(Check all applicable)

10% Owner _X_ Director Officer Other (give title below) (specify below)

6. Individual or Joint/Group

Filing(Check Applicable Line) _X_ Form filed by One Reporting

Person

Form filed by More than One

Reporting Person

4. Nature of Indirect Beneficial

SAN MATEO. CAÂ 94403

(City) (State)

1. Title of Security

(Instr. 4)

(Zip)

2. Amount of Securities

Beneficially Owned

(Instr. 4)

3.

Ownership

Table I - Non-Derivative Securities Beneficially Owned

Ownership Form: (Instr. 5)

Direct (D) or Indirect (I)

(Instr. 5)

Common Stock 25,000

D

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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

5. Ownership Form of

6. Nature of Indirect Beneficial Ownership (Instr. 5)

Price of Derivative

Derivative Security:

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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)	(1)	02/07/2018	Common Stock	6,500	\$ 8.28	D	Â
Stock Option (right to buy)	(1)	05/07/2019	Common Stock	6,500	\$ 6.14	D	Â
Stock Option (right to buy)	(1)	05/06/2020	Common Stock	6,500	\$ 5.32	D	Â
Stock Option (right to buy)	(1)	11/04/2020	Common Stock	11,000	\$ 6.18	D	Â
Stock Option (right to buy)	(2)	02/09/2022	Common Stock	13,000	\$ 9.59	D	Â
Series D Preferred Stock	(3)	(3)	Common Stock	23,322	\$ (3)	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships					
1	Director	10% Owner	Officer	Other		
Gramaglia Jerry						
C/O WAGEWORKS, INC.	ÂΧ	Â	Â	Â		
1100 PARK PLACE, 4TH FLOOR	71 21	1 1	11	1 1		
SAN MATEO, CA 94403						

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.
- (3) Each share of the Issuer's Series D preferred stock will automatically convert into 0.50000 shares of common stock immediately prior to the closing of the Issuer's initial public offering and has no expiration date.

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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.

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