

LARSON JOHN WILLIAM  
 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 and Ticker or Trading Symbol	
Â LARSON JOHN WILLIAM		(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 CA Â 94403		<input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner		6. Individual or Joint/Group Filing(Check Applicable Line)
(City)	(State)	(Zip)	<input type="checkbox"/> Officer <input type="checkbox"/> Other	
		(give title below) (specify below)		<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	38,646	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	19,750	\$ 8.28	D	Â
Stock Option (right to buy)	Â (1)	05/07/2019	Common Stock	9,750	\$ 6.14	D	Â
Stock Option (right to buy)	Â (1)	05/06/2020	Common Stock	9,750	\$ 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	19,500	\$ 9.59	D	Â
Series A-1 Preferred Stock	Â (3)	Â (3)	Common Stock	44,074	\$ (3)	D	Â
Series A-2 Preferred Stock	Â (4)	Â (4)	Common Stock	25,185	\$ (4)	D	Â
Series D Preferred Stock	Â (5)	Â (5)	Common Stock	14,441	\$ (5)	D	Â

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
LARSON JOHN WILLIAM C/O WAGWORKS, 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.
- (3) Each share of the Issuer's Series A-1 preferred stock will automatically convert into 1.47059 shares of common stock immediately prior to the closing of the Issuer's initial public offering and has no expiration date.
- (4) Each share of the Issuer's Series A-2 preferred stock will automatically convert into 0.85208 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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- (5) 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:**

ThisÂ amendedÂ andÂ restatedÂ reportÂ onÂ FormÂ 3/AÂ isÂ beingÂ filedÂ toÂ (i)Â correctÂ theÂ transactionÂ dateÂ o

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure.

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