

WAGEWORKS, INC.

Form 4

June 13, 2013

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

Check this box
if no longer
subject to
Section 16.
Form 4 or
Form 5
obligations
may continue.
See Instruction
1(b).

**STATEMENT OF CHANGES IN 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

OMB APPROVAL

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Number: 3235-0287
Expires: January 31,
2005
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(Print or Type Responses)

1. Name and Address of Reporting Person *
BERKELEY RICHARD M

(Last) (First) (Middle)

**C/O CAMDEN PARTNERS
HOLDINGS, LLC, 500 E. PRATT
STREET SUITE 1200**

(Street)

BALTIMORE, MD 21202

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
WAGEWORKS, INC. [WAGE]

3. Date of Earliest Transaction
(Month/Day/Year)
06/11/2013

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

See Remarks

6. Individual or Joint/Group Filing(Check
Applicable Line)
☐ Form filed by One Reporting Person
☒ Form filed by More than One Reporting
Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
			Code	V	Amount	(A) or (D)	Price			
Common Stock	06/11/2013		S		227,485	D	\$ 28.27	314,146	I	See footnote (1)
Common Stock	06/11/2013		S		9,454	D	\$ 28.27	13,054	I	See footnote (2)
Common Stock	06/11/2013		S		44,040	D	\$ 28.27	60,816	I	See footnote (3)
Common	06/11/2013		S		2,612	D	\$	3,608	I	See

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Stock					28.27				footnote (4)
Common Stock	06/12/2013		S	77,332	D	\$ 28.27	236,814	I	See footnote (1)
Common Stock	06/12/2013		S	3,213	D	\$ 28.27	9,841	I	See footnote (2)
Common Stock	06/12/2013		S	14,969	D	\$ 28.27	45,847	I	See footnote (3)
Common Stock	06/12/2013		S	888	D	\$ 28.27	2,720	I	See footnote (4)

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474
(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repor Trans (Instr
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
BERKELEY RICHARD M C/O CAMDEN PARTNERS HOLDINGS, LLC 500 E. PRATT STREET SUITE 1200 BALTIMORE, MD 21202	X See Remarks

Camden Partners Strategic Manager, LLC
C/O CAMDEN PARTNERS HOLDINGS, LLC
500 EAST PRATT STREET SUITE 1200
BALTIMORE, MD 21202
See Remarks

Camden Partners Strategic III, LLC
C/O CAMDEN PARTNERS HOLDINGS, LLC
500 EAST PRATT STREET SUITE 1200
BALTIMORE, MD 21202
See Remarks

CAMDEN PARTNERS STRATEGIC II LLC
C/O CAMDEN PARTNERS HOLDINGS, LLC
500 EAST PRATT STREET SUITE 1200
BALTIMORE, MD 21202
See Remarks

CAMDEN PARTNERS STRATEGIC FUND III LP
C/O CAMDEN PARTNERS HOLDINGS, LLC
500 EAST PRATT STREET SUITE 1200
BALTIMORE, MD 21202
See Remarks

CAMDEN PARTNERS STRATEGIC FUND III-A LP
C/O CAMDEN PARTNERS HOLDINGS, LLC
500 EAST PRATT STREET SUITE 1200
BALTIMORE, MD 21202
See Remarks

CAMDEN PARTNERS STRATEGIC FUND II A LP
C/O CAMDEN PARTNERS HOLDINGS, LLC
500 EAST PRATT STREET SUITE 1200
BALTIMORE, MD 21202
See Remarks

CAMDEN PARTNERS STRATEGIC FUND II B LP
C/O CAMDEN PARTNERS HOLDINGS, LLC
500 EAST PRATT STREET SUITE 1200
BALTIMORE, MD 21202
See Remarks

WARNOCK DAVID L
C/O CAMDEN PARTNERS HOLDINGS, LLC
500 EAST PRATT STREET SUITE 1200
BALTIMORE, MD 21202
See Remarks

HUGHES DONALD W
C/O CAMDEN PARTNERS HOLDINGS, LLC
500 EAST PRATT STREET SUITE 1200
BALTIMORE, MD 21202
See Remarks

Signatures

/s/ Donald W. Hughes, Attorney-in-Fact for Richard M. Berkeley
06/13/2013
Date

Signature of Reporting Person

/s/ By Camden Partners Strategic Manager, LLC, By Donald W. Hughes, Managing Member
06/13/2013
Date

Signature of Reporting Person

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/s/ By Camden Partners Strategic III, LLC, By Camden Partners Strategic Manager, LLC, By Donald W. Hughes, Managing Member	06/13/2013
__Signature of Reporting Person	Date
/s/ By Camden Partners Strategic II, LLC, By Donald W. Hughes, Managing Member	06/13/2013
__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	06/13/2013
__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	06/13/2013
__Signature of Reporting Person	Date
/s/ By Camden Partners Strategic Fund II-A, LP, By Camden Partners Strategic II, LLC, By Donald W. Hughes, Managing Member	06/13/2013
__Signature of Reporting Person	Date
/s/ By Camden Partners Strategic Fund II-B, LP, By Camden Partners Strategic II, LLC, By Donald W. Hughes, Managing Member	06/13/2013
__Signature of Reporting Person	Date
/s/ Donald W. Hughes, Attorney-in-Fact for David L. Warnock	06/13/2013
__Signature of Reporting Person	Date
/s/ Donald W. Hughes	06/13/2013
__Signature of Reporting Person	Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 4(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) These securities are owned directly by Fund III. CPSM, CPS III, CPS II, Fund III-A, Fund II-A, Fund II-B, and the Managing Members may be deemed indirect beneficial owners of the securities held directly by Fund III as a result of their relationships described in the Remarks. CPSM, CPS III, CPS II, Fund III-A, Fund II-A, and Fund II-B and each of the Managing Members disclaims beneficial ownership of the securities held directly by Fund III, except to the extent of its or his pecuniary interest therein.
 - (2) These securities are owned directly by Fund III-A. CPSM, CPS III, CPS II, Fund III, Fund II-A, Fund II-B and the Managing Members may be deemed indirect beneficial owners of the securities held directly by Fund III-A as a result of their relationships described in the Remarks. CPSM, CPS III, CPS II, Fund III, Fund II-A and Fund II-B and each of the Managing Members disclaims beneficial ownership of the securities held directly by Fund III-A, except to the extent of its or his pecuniary interest therein.
 - (3) These securities are owned directly by Fund II-A. CPSM, CPS III, CPS II, Fund III, Fund III-A, Fund II-B and the Managing Members may be deemed indirect beneficial owners of the securities held directly by Fund II-A as a result of their relationships described in the Remarks. CPSM, CPS III, CPS II, Fund III, Fund III-A, and Fund II-B and each of the Managing Members disclaims beneficial ownership of the securities held directly by Fund II-A, except to the extent of its or his pecuniary interest therein.
 - (4) These securities are owned directly by Fund II-B. CPSM, CPS III, CPS II, Fund III, Fund III-A, Fund II-A and the Managing Members may be deemed indirect beneficial owners of the securities held directly by Fund II-B as a result of their relationships described in the Remarks. CPSM, CPS III, CPS II, Fund III, Fund III-A, and Fund II-A and each of the Managing Members disclaims beneficial ownership of the securities held directly by Fund II-B, except to the extent of its or his pecuniary interest therein.

Remarks:

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This Form 4 is being filed jointly by Camden Partners Strategic Manager, LLC ("CPSM"), Camden Partners Strategic III, LLC

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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