

WAGWORKS, INC.  
Form 4  
June 24, 2013

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

OMB APPROVAL

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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

(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  
**WAGWORKS, INC. [WAGE]**

3. Date of Earliest Transaction (Month/Day/Year)  
06/20/2013

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 Ownership (Instr. 4)
				(A) or (D)	Price		
				Code V	Amount		
Common Stock	06/20/2013		S	83,112 D	\$ 32.5	2,425	I See footnote <sup>(1)</sup>
Common Stock	06/20/2013		S	3,454 D	\$ 32.5	136	I See footnote <sup>(2)</sup>
Common Stock	06/20/2013		S	16,091 D	\$ 32.5	470	I See footnote <sup>(3)</sup>
Common Stock	06/20/2013		S	955 D	\$ 32.5	28	I See footnote <sup>(4)</sup>

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

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.

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(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. Number of Derivative Securities Beneficially Owned (Instr. 5)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

## Reporting Owners

### Relationships

#### Reporting Owner Name / Address

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  
 06/24/2013  
 \_\_Signature of Reporting Person Date

/s/ By Camden Partners Strategic Manager, LLC, By Donald W. Hughes, Managing Member  
 06/24/2013  
 \_\_Signature of Reporting Person Date

/s/ By Camden Partners Strategic III, LLC, By Camden Partners Strategic Manager, LLC, By Donald W. Hughes, Managing Member  
 06/24/2013  
 \_\_Signature of Reporting Person Date

/s/ By Camden Partners Strategic II, LLC, By Donald W. Hughes, Managing Member  
 06/24/2013  
 \_\_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  
 06/24/2013  
 \_\_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  
 06/24/2013  
 \_\_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  
 06/24/2013  
 \_\_Signature of Reporting Person Date

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/s/ By Camden Partners Strategic Fund II-B, LP, By Camden Partners Strategic II, LLC, By Donald W. Hughes, Managing Member	06/24/2013
__Signature of Reporting Person	Date
/s/ Donald W. Hughes, Attorney-in-Fact for David L. Warnock	06/24/2013
__Signature of Reporting Person	Date
/s/ Donald W. Hughes	06/24/2013
__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:**

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. 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.