

WAGeworks, INC.
Form 4
November 18, 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 EAST 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)
11/15/2013

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)
Common Stock	11/15/2013		S	V Amount (D) \$ 16,000 55.6373	0	I	See Remarks

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

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

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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 Owned Following Transaction (Instr. 5)
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Reporting Owners

Reporting Owner Name / Address	Relationships				Amount or Number of Shares
	Director	10% Owner	Officer	Other	
BERKELEY RICHARD M C/O CAMDEN PARTNERS HOLDINGS, LLC 500 EAST PRATT STREET, SUITE 1200 BALTIMORE, MD 21202	X				See Remarks
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/ Joseph T Sherman, Attorney-in-Fact for Richard M. Berkeley
 **Signature of Reporting Person
 Date 11/18/2013

/s/ By Camden Partners Holdings, LLC, By Joseph T Sherman, VP of Finance
 **Signature of Reporting Person
 Date 11/18/2013

/s/ Joseph T Sherman, Attorney-in-Fact for David L. Warnock
 **Signature of Reporting Person
 Date 11/18/2013

/s/ Joseph T Sherman, Attorney-in-Fact for Donald W. Hughes

11/18/2013

__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).

Remarks:

This Form 4 is being filed jointly by (i) Mr. Richard M. Berkeley, a director of the issuer and former managing member of Ca

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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