

WAGWORKS, INC.  
Form POS EX  
October 04, 2012

As filed with the Securities and Exchange Commission on October 4, 2012

Registration No. 333-184278

# UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

**Post-Effective  
Amendment No. 1  
to  
FORM S-1  
REGISTRATION STATEMENT**

*Under The Securities Act of 1933*

**WAGWORKS, INC.**

(Exact name of Registrant as specified in its charter)

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(State or other jurisdiction of  
incorporation or organization)

(Primary Standard Industrial  
Classification Code Number)

(I.R.S. Employer  
Identification Number)

1100 Park Place, 4th Floor

San Mateo, California 94403

(650) 577-5200

(Address, including zip code, and telephone number, including area code, of Registrant's principal executive offices)

Joseph L. Jackson

Chief Executive Officer

1100 Park Place, 4th Floor

San Mateo, California 94403

(650) 577-5200

(Name, address, including zip code, and telephone number, including area code, of agent for service)

For the quarterly period ended June 30, 2012

*Copies to:*

David J. Segre, Esq.

Kimberly L. Jackson, Esq.

Christopher L. Kaufman, Esq.

Mark B. Baudler, Esq.

Senior Vice President, General Counsel

Tad J. Freese, Esq.

Wilson Sonsini Goodrich & Rosati

and Secretary

Latham & Watkins LLP

Professional Corporation

1100 Park Place, 4th Floor

140 Scott Drive

650 Page Mill Road

San Mateo, California 94403

Menlo Park, CA 94025

Palo Alto, CA 94304

(650) 577-5200

(650) 328-4600

(650) 493-9300

Approximate date of commencement of proposed sale to the public: As soon as practicable after the effective date of this Registration Statement.

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If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, check the following box. "

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. "

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. "

If this Form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. x File No. 333-184278

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act. (Check one): "

Large accelerated filer "

Accelerated filer "

Non-accelerated filer x (Do not check if a smaller reporting company)

Smaller reporting company "

**This Registration Statement shall become effective upon filing with the Securities and Exchange Commission in accordance with Rule 462(d) promulgated under the Securities Act of 1933, as amended.**

**EXPLANATORY NOTE**

This Post Effective Amendment No. 1 to the Registration Statement on Form S-1 (File No. 333-184278) is being filed with the Securities and Exchange Commission pursuant to Rule 462(d) under the Securities Act of 1933, as amended, solely for the purpose of adding Exhibit 23.1 to such Registration Statement.

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**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the Registrant has duly caused this Post-Effective Amendment No. 1 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized in the City of San Mateo, State of California, on the 4th day of October, 2012.

WAGWORKS, INC.

By /s/ Joseph L. Jackson  
**Joseph L. Jackson**

**Chief Executive Officer and Director**

Pursuant to the requirements of the Securities Act of 1933, this Post-Effective Amendment No. 1 to the Registration Statement has been signed below by the following persons in the capacities and on the dates indicated.

Signature	Title	Date
/s/ Joseph L. Jackson Joseph L. Jackson	Chief Executive Officer and Director (Principal Executive Officer)	October 4, 2012
/s/ Richard T. Green Richard T. Green	Chief Financial Officer (Principal Financial and Accounting Officer)	October 4, 2012
*	Director	October 4, 2012
Richard M. Berkeley *	Director	October 4, 2012
Thomas A. Bevilacqua *	Director	October 4, 2012
Bruce G. Bodaken *	Director	October 4, 2012
Mariann Byerwalter *	Director	October 4, 2012
Jerome D. Gramaglia *	Director	October 4, 2012
John W. Larson *	Director	October 4, 2012
Edward C. Nafus		

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\*By /s/ Joseph L. Jackson

Joseph L. Jackson  
Attorney in Fact

The Power of Attorney granted by each director was filed as an exhibit to the Registration Statement on Form S-1, as amended (File No. 333-183889), originally filed by the Registrant on September 13, 2012.

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**EXHIBIT INDEX**

<b>Exhibit Number</b>	<b>Description</b>
5.1**	Opinion of Wilson Sonsini Goodrich & Rosati, Professional Corporation
23.1	Consent of KPMG LLP, Independent Registered Public Accounting Firm
23.2**	Consent of Mayer Hoffman McCann P.C., Independent Public Accounting Firm
23.3**	Consent of EisnerAmper LLP, Independent Registered Public Accounting Firm
23.4**	Consent of Wilson Sonsini Goodrich & Rosati, Professional Corporation (included in Exhibit 5.1)
24.1*	Power of Attorney

\* Incorporated by reference from the Registration Statement on Form S-1, as amended (File No. 333-183889), originally filed by the Registrant on September 13, 2012.

\*\* Incorporated by reference from the Registration Statement on Form S-1 (File No. 333-184278), originally filed by the Registrant on October 3, 2012.