

WAGWORKS, INC.  
Form 8-K  
October 28, 2016

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
**Washington, DC 20549**

**FORM 8-K**

**CURRENT REPORT**

**Pursuant to Section 13 or 15(d) of**  
**The Securities Exchange Act of 1934**

Date of Report (Date of earliest event reported)

**October 26, 2016**

**WageWorks, Inc.**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction  
of incorporation)

**001-35232**  
(Commission  
File Number)

**94-3351864**  
(IRS Employer  
Identification No.)

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**1100 Park Place, 4th Floor**

**San Mateo, California 94403**

(Address of principal executive offices, including zip code)

**(650) 577-5200**

(Registrant's telephone number, including area code)

(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2):

Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

**Item 5.03 Amendments to Articles of Incorporation or Bylaws; Changes in Fiscal Year**

On October 26, 2016, the Board of Directors (the Board ) of WageWorks, Inc. (the Company ) amended and restated the Company s bylaws (as so amended and restated, the Bylaws ). The amendments provide that, at uncontested stockholder meetings, a nominee for director will be elected to the Board if the votes cast for such nominee s election exceed the votes cast against such nominee s election (previously, the Company had plurality voting in director elections).

The foregoing description of the amendments to the Bylaws is qualified in its entirety by reference to the full text of the Bylaws, a copy of which is attached as Exhibit 3.1 and incorporated herein by reference.

**Item 9.01. Financial Statements and Exhibits.**

(d) Exhibits.

The following exhibit is filed herewith:

Exhibit No.	Description
3.1	Amended and Restated Bylaws of WageWorks, Inc.

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

**WAGWORKS, INC.**

By: /s/ Joseph L. Jackson  
Name: Joseph L. Jackson  
Title: Chief Executive Officer

Date: October 28, 2016

**EXHIBIT INDEX**

<b>Exhibit No. Under Regulation S-K, Item 601</b>	<b>Description</b>
3.1	Amended and Restated Bylaws of WageWorks, Inc.