

WAGeworks, INC.
Form 4
June 21, 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 *
Green Richard T.

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
C/O WAGeworks, INC, 1100
PARK PLACE 4TH FLOOR
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
06/19/2013

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Chief Financial Officer

SAN MATEO, CA 94403

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

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

(City) (State) (Zip)

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 or Price		
Common Stock	06/19/2013		M		5,000 A \$ 6.18	8,707 ⁽¹⁾	D
Common Stock	06/19/2013		S		5,000 D \$ 32.32	3,707	D
Common Stock	06/20/2013		M		10,000 A \$ 9.59	13,707	D
Common Stock	06/20/2013		S		10,000 D \$ 33.32	3,707	D

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

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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)	Amount or Number of Shares
				Code	V (A) (D)	Date Exercisable Expiration Date	Title	
Employee Stock Option (Right to Buy)	\$ 6.18	06/19/2013		M	5,000	<u>(2)</u> 11/04/2020	Common Stock	5,000
Employee Stock Option (Right to Buy)	\$ 9.59	06/20/2013		M	10,000	<u>(3)</u> 02/09/2022	Common Stock	10,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Green Richard T. C/O WAGWORKS, INC 1100 PARK PLACE 4TH FLOOR SAN MATEO, CA 94403			Chief Financial Officer	

Signatures

/s/ Kimberly L. Jackson,
attorney-in-fact

06/21/2013

**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)

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Includes an aggregate of 3,707 shares acquired under the WageWorks employee stock purchase plan between August 14, 2012 and May 14, 2013.

- (2) Shares subject to the option vest in full on November 4, 2017; provided, however, (i) 25% of the shares subject to the option vested upon the closing of the Issuer's initial public offering; (ii) 25% of the shares subject to the option shall vest upon the achievement of certain financial performance goals; and (iii) the remaining 50% of the shares subject to the option shall vest upon the achievement of both (i) and (ii).

- (3) Shares subject to the option vest in full on February 9, 2019; provided, however, (i) 25% of the shares subject to the option vested upon the closing of the Issuer's initial public offering; (ii) 25% of the shares subject to the option shall vest upon the achievement of certain financial performance goals; and (iii) the remaining 50% of the shares subject to the option shall vest upon the achievement of both (i) and (ii).

Remarks:

The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on Mar

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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