WAGEWORKS, INC.

Form 5

February 16, 2016

OMB APPROVAL FORM 5 **OMB**

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549 Check this box if no longer subject

to Section 16. ANNUAL STATEMENT OF CHANGES IN BENEFICIAL Form 4 or Form 5 obligations OWNERSHIP OF SECURITIES may continue.

See Instruction Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, 1(b). Form 3 Holdings Section 17(a) of the Public Utility Holding Company Act of 1935 or Section

Reported Form 4

Transactions Reported

1. Name and Address of Reporting Person * 2. Issuer Name and Ticker or Trading 5. Relationship of Reporting Person(s) to Issuer NAFUS EDWARD C Symbol WAGEWORKS, INC. [WAGE] (Check all applicable) 3. Statement for Issuer's Fiscal Year Ended (Last) (First) (Middle) (Month/Day/Year) Director 10% Owner Officer (give title 12/31/2015 Other (specify below) below) 1100 PARK PLACE, 4TH FLOOR (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Reporting

30(h) of the Investment Company Act of 1940

Filed(Month/Day/Year)

(check applicable line)

SAN MATEO, CAÂ 94403

(State)

X Form Filed by One Reporting Person Form Filed by More than One Reporting

(City) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1.Title of 2. Transaction Date 2A. Deemed 3. 5. Amount of 6. Ownership 7. Nature of 4. Securities Form: Direct Indirect Security (Month/Day/Year) Execution Date, if Transaction Acquired (A) or Securities (Instr. 3) Code Disposed of (D) Beneficially (D) or Beneficial (Month/Day/Year) (Instr. 8) (Instr. 3, 4 and 5) Owned at end Indirect (I) Ownership of Issuer's (Instr. 4) (Instr. 4) (A) Fiscal Year or (Instr. 3 and 4) Price Amount (D) Common Â Â 06/09/2015 G 4.156 D \$0 8.000 D Stock

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.

SEC 2270 (9-02)

3235-0362

January 31,

2005

1.0

Number:

Expires:

response...

Estimated average

burden hours per

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

3. Transaction Date 3A. Deemed 6. Date Exercisable and 7. Title and 8. Price of (Month/Day/Year) Execution Date, if Derivative Conversion Transaction Number Expiration Date Amount of Derivative

Edgar Filing: WAGEWORKS, INC. - Form 5

D So B O

| Security (Instr. 3) | or Exercise Price of Derivative Security | any (Month/Day/Year) | Code (Instr. 8) | of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | | Year) | Underlying Securities (Instr. 3 and 4) | Security (Instr. 5) |
|---------------------|--|-------------------------|-----------------|---|---------------------|--------------------|--|---------------------|
| | | | | (A) (D) | Date Exercisable | Expiration Date | Title Amount or Number of Shares | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | | |
|---|---------------|-----------|---------|-------|--|
| | Director | 10% Owner | Officer | Other | |
| NAFUS EDWARD C 1100 PARK PLACE, 4TH FLOOR SAN MATEO, CA 94403 | Â | Â | Â | Â | |

Signatures

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

02/16/2016

**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).

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.

Reporting Owners 2