

WAGeworks, INC.

Form 4

February 16, 2016

**FORM 4****UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

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

## OMB APPROVAL

OMB  
Number: 3235-0287  
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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Jackson Joseph L.

(Last) (First) (Middle)

1100 PARK PLACE, 4TH FLOOR

(Street)

SAN MATEO, CA 94403

(City) (State) (Zip)

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

3. Date of Earliest Transaction  
(Month/Day/Year)  
02/11/2016

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)

Chief Executive Officer

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
\_X\_ 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 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 <sup>(4)</sup>	02/11/2016		M	(A) or (D) Amount 90,000 <sup>(2)</sup>	\$ 0	94,547	D
Common Stock	02/11/2016		F	43,642	\$ 43.63	50,905	D
Common Stock <sup>(6)</sup>	02/12/2016		J V	242	\$ 36.05	51,147	D

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

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SEC 1474  
(9-02)

number.

**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 Underlying Security (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title
Employee Stock Option (Right to Buy)	\$ 43.63	02/11/2016		A	100,000	(1) 02/11/2026	Common Stock
Performance Rights	(2)	02/11/2016		A	75,000	(3) (3)	Common Stock
Performance Rights	(2)	02/11/2016		M	90,000	(5) (5)	Common Stock

## Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Jackson Joseph L. 1100 PARK PLACE, 4TH FLOOR SAN MATEO, CA 94403	Chief Executive Officer

## 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).
- (1) 25% of the Option Shares vest on the first anniversary of the grant date, and an additional 1/48th of the total Option Shares vest on each of the 36 succeeding monthly anniversaries of the grant date.
- (2) Each restricted stock unit represents a contingent right to receive one share of WageWorks Inc. common stock.
- The restricted stock units (RSU) vest in the first quarter of the 2019 calendar year should the Company achieve certain milestones as
- (3) outlined in the RSU agreement between the Company and the reporting person. Vested Shares will be delivered to the reporting person on such vesting date.
- (4) Includes 253 shares that have been acquired under the Wageworks employee stock purchase plan on May 14, 2015.
- (5) On March 8, 2013, the Reporting Person filed a Form 4 listing the acquisition of 60,000 RSUs, which was a target number of shares based on a performance metric to be measured in the first quarter of 2016. On February 11, 2016, the Board of Directors of the Company

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determined that the Reporting Person had exceeded the performance metric by 150%. Hence, 90,000 RSUs were deemed vested as of that date.

(6) Includes 242 shares that have been acquired under the Wageworks employee stock purchase plan on February 12, 2016.

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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