

WAGWORKS, INC.  
Form 4  
November 26, 2014

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2015  
Estimated average burden hours per response... 0.5

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 \*  
VANTAGEPOINT VENTURE ASSOCIATES IV LLC

(Last) (First) (Middle)

C/O VANTAGEPOINT CAPITAL PARTNERS, 1001 BAYHILL DRIVE, SUITE 300

(Street)

SAN BRUNO, CA 94066

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)  
11/24/2014

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)  
Footnote 4

6. Individual or Joint/Group Filing(Check Applicable Line)  
 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 (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)
				(A) or (D)	Price		
				Code	V	Amount	
Common Stock	11/24/2014		J(1)		730,959	D	\$ 61.49 610,830 D (4)
Common Stock	11/24/2014		J(2)		69,485	D	\$ 61.49 76,593 D (4)
Common Stock	11/24/2014		J(3)		40,000	D	\$ 61.49 18,368 D (4)
Common Stock	11/24/2014		J(5)		6,996	A	\$ 61.49 6,996 D (4)
Common Stock	11/24/2014		J(6)		2,970	A	\$ 61.49 2,970 D (4)

Edgar Filing: WAGeworks, INC. - Form 4

Common Stock      11/24/2014      J<sup>(7)</sup>      9,385      A      \$ 61.49      33,851      D <sup>(4)</sup>

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 1474 (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)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 6)
--	--	--------------------------------------	--	--------------------------------	---	--	---	--	---

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
VANTAGEPOINT VENTURE ASSOCIATES IV LLC C/O VANTAGEPOINT CAPITAL PARTNERS 1001 BAYHILL DRIVE, SUITE 300 SAN BRUNO, CA 94066	X			Footnote 4
VANTAGEPOINT VENTURE PARTNERS IV Q LP C/O VANTAGEPOINT CAPITAL PARTNERS 1001 BAYHILL DRIVE, SUITE 300 SAN BRUNO, CA 94066	X			Footnote 4
VANTAGEPOINT VENTURE PARTNERS IV LP C/O VANTAGEPOINT CAPITAL PARTNERS 1001 BAYHILL DRIVE, SUITE 300 SAN BRUNO, CA 94066	X			Footnote 4
VANTAGEPOINT VENTURE PARTNERS IV PRINCIPALS FUND LP C/O VANTAGEPOINT CAPITAL PARTNERS 1001 BAYHILL DRIVE, SUITE 300 SAN BRUNO, CA 94066	X			Footnote 4

SALZMAN ALAN E  
 C/O VANTAGEPOINT CAPITAL PARTNERS  
 1001 BAYHILL DRIVE, SUITE 300  
 SAN BRUNO, CA 94066

Footnote 4

## Signatures

VantagePoint Venture Associates IV, L.L.C., By: Alan E. Salzman, Managing Member	11/26/2014
__Signature of Reporting Person	Date
VantagePoint Venture Partners IV (Q), L.P., By: VantagePoint Venture Associates IV, L.L.C., By: Alan E. Salzman, Managing Member	11/26/2014
__Signature of Reporting Person	Date
VantagePoint Venture Partners IV, L.P., By: VantagePoint Venture Associates IV, L.L.C., By: Alan E. Salzman, Managing Member	11/26/2014
__Signature of Reporting Person	Date
VantagePoint Venture Partners IV Principals Fund, L.P., By: VantagePoint Venture Associates IV, L.L.C., By: Alan E. Salzman, Managing Member	11/26/2014
__Signature of Reporting Person	Date
Alan E. Salzman	11/26/2014
__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) VantagePoint Venture Partners IV (Q), L.P. made a pro rata distribution for no consideration of an aggregate of 730,959 shares of Common Stock of the Issuer to its partners on November 24, 2014.
- (2) VantagePoint Venture Partners IV, L.P. made a pro rata distribution for no consideration of an aggregate of 69,485 shares of Common Stock of the Issuer to its partners on November 24, 2014.
- (3) VantagePoint Venture Partners IV Principals Fund, L.P. made a pro rata distribution for no consideration of an aggregate of 40,000 shares of Common Stock of the Issuer to its partners on November 24, 2014.
- (4) The General Partner of VantagePoint Venture Partners IV (Q), L.P., VantagePoint Venture Partners IV, L.P., and VantagePoint Venture Partners IV Principals Fund, L.P. is VantagePoint Venture Associates IV, L.L.C. Alan E. Salzman is a managing member of the General Partner and may be deemed to have voting and investment power with respect to these securities held by these entities. Mr. Salzman disclaims beneficial ownership of these securities except to the extent of his pecuniary interest therein. The Reporting Persons may be deemed to be acting as a group in relation to their respective holdings in the Issuer, but do not affirm the existence of any such group.
- (5) The Reporting Person, Alan E. Salzman, received 66 shares of Common Stock of the Issuer in the distribution of VantagePoint Venture Partners IV (Q), L.P. and 6,930 shares of Common Stock of the Issuer in the distribution of VantagePoint Venture Partners IV Principals Fund, L.P. on November 24, 2014.
- (6) The Reporting Person, Alan E. Salzman, received 2,970 shares of Common Stock of the Issuer in the distribution of VantagePoint Venture Partners IV Principals Fund, L.P. to the Alan E. Salzman 2003 Annuity Trust dated 12/31/03 on November 24, 2014. Mr. Salzman is the grantor and the trustee of the Alan E. Salzman 2003 Annuity Trust dated 12/31/03 and may be deemed to have voting and investment power with respect to these securities.
- (7) VantagePoint Venture Associates IV, L.L.C. received 8,168 shares of Common Stock of the Issuer in the distribution of VantagePoint Venture Partners IV (Q), L.P.; 817 shares of Common Stock of the Issuer in the distribution of VantagePoint Venture Partners IV, L.P.; and 400 shares of Common Stock of the Issuer in the distribution of VantagePoint Venture Partners IV Principals Fund, L.P. on November 24, 2014.

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