

WAGWORKS, INC.  
Form 4  
August 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 \*  
Bevilacqua Thomas A

(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)  
08/19/2013

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)

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) |            |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--------|---|--|---|------------|
|                                 |                                      |  |                                | Code  | V | Amount |   |  |   | (A) or (D) |
| Common Stock                    | 08/19/2013                           |  | M                              |   |   | 13,000 | \$ 9.59   | 13,000   | D   |            |
| Common Stock                    | 08/19/2013                           |  | M                              |   |   | 1,000  | \$ 5.32   | 1,000  | D   |            |
| Common Stock                    | 08/19/2013                           |  | S                              |   |   | 13,000 | \$ 40.45  | 0  | D   |            |
| Common Stock                    | 08/19/2013                           |  | S                              |   |   | 1,000  | \$ 40.45  | 0  | D   |            |

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.

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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 |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| Stock Option (Right to Buy)                | \$ 9.59  | 08/19/2013                           |  | M                              | 13,000  | 02/09/2012 02/09/2022                                    | Common Stock  | 13,000                     |
| Stock Option (Right to Buy)                | \$ 5.32  | 08/19/2013                           |  | M                              | 1,000   | 05/06/2010 05/06/2020                                    | Common Stock  | 6,500                      |

## Reporting Owners

### Reporting Owner Name / Address

### Relationships

Director 10% Owner Officer Other

Bevilacqua Thomas A  
C/O VANTAGEPOINT CAPITAL PARTNERS  
1001 BAYHILL DRIVE, SUITE 300  
SAN BRUNO, CA 94066

X

## Signatures

Thomas A.  
Bevilacqua 08/21/2013

\*\*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) VantagePoint Venture Associates IV, L.L.C. has the sole power to exercise the options, and sole voting and investment power with respect to the shares underlying the options. Mr. Bevilacqua disclaims beneficial ownership thereof except to the extent of his pecuniary

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interest therein.

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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