

WAGWORKS, INC.
Form 4
April 01, 2016

FORM 4

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

OMB APPROVAL

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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)
03/30/2016

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)

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 (D) Price			
Common Stock	03/30/2016		J(1)	610,830 D \$ 51.21	0	D	
Common Stock	03/30/2016		J(2)	76,593 D \$ 51.21	0	D	
Common Stock	03/30/2016		J(3)	18,368 D \$ 51.21	0	D	
Common Stock	03/30/2016		J(4)	4,601 A \$ 51.21	14,567	D	
Common Stock	03/30/2016		J(5)	7,916 A \$ 51.21	41,767	D	

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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)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Following Transaction (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

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

VANTAGEPOINT VENTURE PARTNERS IV Q LP
C/O VANTAGEPOINT CAPITAL PARTNERS
1001 BAYHILL DRIVE, SUITE 300
SAN BRUNO, CA 94066

X

VANTAGEPOINT VENTURE PARTNERS IV LP
C/O VANTAGEPOINT CAPITAL PARTNERS
1001 BAYHILL DRIVE, SUITE 300
SAN BRUNO, CA 94066

X

VANTAGEPOINT VENTURE PARTNERS IV PRINCIPALS FUND LP
C/O VANTAGEPOINT CAPITAL PARTNERS
1001 BAYHILL DRIVE, SUITE 300
SAN BRUNO, CA 94066

X

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

Footnote 4

SAN BRUNO, CA 94066

Signatures

VantagePoint Venture Associates IV, L.L.C., By: Alan E. Salzman, Managing Member	04/01/2016
__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	04/01/2016
__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	04/01/2016
__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	04/01/2016
__Signature of Reporting Person	Date
Alan E. Salzman	04/01/2016
__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) VantagePoint Venture Partners IV (Q), L.P. made a pro rata distribution for no consideration of an aggregate of 610,830 shares of Common Stock of the Issuer to its partners on March 30, 2016.
- (2) VantagePoint Venture Partners IV, L.P. made a pro rata distribution for no consideration of an aggregate of 76,593 shares of Common Stock of the Issuer to its partners on March 30, 2016.
- (3) VantagePoint Venture Partners IV Principals Fund, L.P. made a pro rata distribution for no consideration of an aggregate of 18,368 shares of Common Stock of the Issuer to its partners on March 30, 2016.
- (4) Alan E. Salzman and the Alan E. Salzman 2003 Annuity Trust dated 12/31/03 received 4,601 shares of Common Stock of the Issuer in these distributions. 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.
- (5) VantagePoint Venture Associates IV, L.L.C. received 7,916 shares of Common Stock of the Issuer in these distributions.

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.