

1.) CORPORATION NAME:

**WageWorks, Inc.**

DUE DATE: **12/31/2013**

2.) VA REGISTERED AGENT NAME AND OFFICE ADDRESS:

**NATIONAL REGISTERED AGENTS, INC.  
4701 COX ROAD, SUITE 285  
GLEN ALLEN, VA**

SCC ID NO: **F1692526**

5.) STOCK INFORMATION

CLASS	AUTHORIZED
PREF	26,430,567
COMMON	38,804,656

3.) CITY OR COUNTY OF VA REGISTERED OFFICE:

**HENRICO COUNTY**

4.) STATE OR COUNTRY OF INCORPORATION:

**DE**

6.) PRINCIPAL OFFICE ADDRESS:

ADDRESS: 1100 PARK PLACE 4TH FLOOR

CITY/ST/ZIP: SAN MATEO, CA 94403

7.) DIRECTORS AND PRINCIPAL OFFICERS: All directors and principal officers must be listed. An individual may be designated as both a director and an officer.

NAME:	EDGAR O MONTES	<input checked="" type="checkbox"/> OFFICER	<input type="checkbox"/> DIRECTOR
TITLE:	COO		
ADDRESS:	1100 PARK PLACE 4TH FLOOR		
CITY/ST/ZIP/CO:	SAN MATEO, CA 94403		
NAME:	JOSEPH LAWRENCE JACKSON	<input checked="" type="checkbox"/> OFFICER	<input checked="" type="checkbox"/> DIRECTOR
TITLE:	CEO		
ADDRESS:	1100 PARK PL 4TH FLOOR		
CITY/ST/ZIP/CO:	SAN MATEO, CA 94403		
NAME:	RICH GREEN	<input checked="" type="checkbox"/> OFFICER	<input type="checkbox"/> DIRECTOR
TITLE:	CFO		
ADDRESS:	1100 PARK PL 4TH FLOOR		
CITY/ST/ZIP/CO:	SAN MATEO, CA 94403		
NAME:	KIM JACKSON	<input checked="" type="checkbox"/> OFFICER	<input type="checkbox"/> DIRECTOR
TITLE:	GC/SRVP/SEC		
ADDRESS:	1100 PARK PL 4TH FL		
CITY/ST/ZIP/CO:	SAN MATEO, CA 94403		
NAME:	JOHN LARSON	<input type="checkbox"/> OFFICER	<input checked="" type="checkbox"/> DIRECTOR
TITLE:	DIRECTOR		
ADDRESS:	1100 PARK PL 4TH FLOOR		
CITY/ST/ZIP/CO:	SAN MATEO, CA 94403		
NAME:	RICHARD MANNING BERKELEY	<input type="checkbox"/> OFFICER	<input checked="" type="checkbox"/> DIRECTOR
TITLE:	DIRECTOR		
ADDRESS:	1100 PARK PLACE, 4TH FLOOR		
CITY/ST/ZIP/CO:	SAN MATEO, CA 94403		

NAME: TITLE: ADDRESS: CITY/ST/ZIP/CO:	BRUCE GEORGE BODAKEN DIRECTOR 1100 PARK PLACE, 4TH FLOOR SAN MATEO, CA 94403	<input type="checkbox"/> OFFICER	<input checked="" type="checkbox"/> DIRECTOR
NAME: TITLE: ADDRESS: CITY/ST/ZIP/CO:	MARIANN BYERWALTER DIRECTOR 1100 PARK PLACE, 4TH FLOOR SAN MATEO, CA 94403	<input type="checkbox"/> OFFICER	<input checked="" type="checkbox"/> DIRECTOR
NAME: TITLE: ADDRESS: CITY/ST/ZIP/CO:	JEROME DEAN GRAMAGLIA DIRECTOR 1100 PARK PLACE, 4TH FLOOR SAN MATEO, CA 94403	<input type="checkbox"/> OFFICER	<input checked="" type="checkbox"/> DIRECTOR
NAME: TITLE: ADDRESS: CITY/ST/ZIP/CO:	THOMAS ADAM BEVILACQUA DIRECTOR 1100 PARK PLACE, 4TH FLOOR SAN MATEO, CA 94403	<input type="checkbox"/> OFFICER	<input checked="" type="checkbox"/> DIRECTOR
NAME: TITLE: ADDRESS: CITY/ST/ZIP/CO:	EDWARD CLARENCE NAFUS DIRECTOR 1100 PARK PLACE, 4TH FLOOR SAN MATEO, CA 94403	<input type="checkbox"/> OFFICER	<input checked="" type="checkbox"/> DIRECTOR
I AFFIRM THAT THE INFORMATION CONTAINED IN THIS ELECTRONIC REPORT IS ACCURATE AND COMPLETE AS OF THE DATE BELOW AND THAT I AM LEGALLY AUTHORIZED TO SIGN THIS REPORT.			
/s/ KIM JACKSON SIGNATURE OF DIRECTOR/OFFICER LISTED IN THIS REPORT	KIM JACKSON, GC/SRVP/SEC PRINTED NAME AND CORPORATE TITLE	12/17/2013 DATE	
It is a Class 1 misdemeanor for any person to sign a document, which includes this electronic record, that is false in any material respect with the intent that the document be delivered to the Commission for filing.			