

DIGITAL MEDIA & COMMUNICATINS III C LTD

Form 3

August 04, 2011

FORM 3**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

OMB Number: 3235-0104

Expires: January 31, 2005

Estimated average burden hours per response... 0.5

**INITIAL STATEMENT OF 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 *Â DIGITAL MEDIA &
COMMUNICATINS III C LTD

(Last) (First) (Middle)

C/O ADVENT
INTERNATIONAL
CORPORATION,Â 75 STATE
STREET, 29TH FLOOR

(Street)

BOSTON,Â MAÂ 02109

(City) (State) (Zip)

2. Date of Event Requiring
Statement(Month/Day/Year)
08/04/20113. Issuer Name **and** Ticker or Trading Symbol
WAGeworks, INC. [WAGE]4. Relationship of Reporting
Person(s) to Issuer5. If Amendment, Date Original
Filed(Month/Day/Year)

(Check all applicable)

____ Director ____ 10% Owner
____ Officer ____X____ Other
(give title below) (specify below)
Member of group > 10%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 Beneficially Owned**1. Title of Security
(Instr. 4)2. Amount of Securities
Beneficially Owned
(Instr. 4)3. Ownership
Form:
Direct (D)
or Indirect
(I)
(Instr. 5)4. Nature of Indirect Beneficial
Ownership
(Instr. 5)

Common Stock

21,550

D Â

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

SEC 1473 (7-02)

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information contained in this form are not
required to respond unless the form displays a
currently valid OMB control number.****Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**1. Title of Derivative Security
(Instr. 4)2. Date Exercisable and
Expiration Date3. Title and Amount of
Securities Underlying

4. Conversion

5. Ownership

6. Nature of Indirect
Beneficial

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	(Month/Day/Year)		Derivative Security (Instr. 4)		or Exercise Price of Derivative Security	Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Series A-1 Preferred Stock	Â (1)	Â (1)	Common Stock	444	\$ (1)	D	Â
Series A-2 Preferred Stock	Â (2)	Â (2)	Common Stock	255	\$ (2)	D	Â
Series C Preferred Stock	Â (3)	Â (3)	Common Stock	1,337,008	\$ (3)	D	Â
Series D Preferred Stock	Â (3)	Â (3)	Common Stock	113,659	\$ (3)	D	Â
Series E Preferred Stock	Â (3)	Â (3)	Common Stock	277,185	\$ (3)	D	Â
Series E-1 Warrant (right to buy)	07/30/2010	06/30/2014	Series E-1 Preferred Stock	457,233 (4)	\$ 2.29 (4)	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
DIGITAL MEDIA & COMMUNICATINS III C LTD C/O ADVENT INTERNATIONAL CORPORATION 75 STATE STREET, 29TH FLOOR BOSTON,Â MAÂ 02109	Â	Â	Â	Member of group > 10%

Signatures

/s/ Jarlyth H. Gibson, Compliance Officer 08/04/2011

**Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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) Each share of the Issuer's Series A-1 preferred stock will automatically convert into 1.47059 shares of common stock upon the closing of the Issuer's initial public offering.
- (2) Each share of the Issuer's Series A-2 preferred stock will automatically convert into 0.85208 shares of common stock upon the closing of the Issuer's initial public offering.
- (3) Each share of the Issuer's Series C preferred stock, Series D preferred stock and Series E preferred stock will automatically convert into 0.50000 shares of common stock upon the closing of the Issuer's initial public offering.
- (4) Upon the closing of the Issuer's initial public offering, this Series E-1 Warrant to purchase 457,233 shares of E-1 preferred stock will become exercisable to purchase 228,616 shares of common stock, and will expire on June 30, 2014.

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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