

WAGeworks, INC.

Form 3/A

May 09, 2012

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

OMB APPROVAL

OMB  
Number: 3235-0104Expires: January 31,  
2005Estimated 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 \*

ADVENT

INTERNATIONAL CORP/MA

(Last) (First) (Middle)

75 STATE STREET,, 29TH  
FLOOR

(Street)

BOSTON, MA 02109

(City) (State) (Zip)

2. Date of Event Requiring  
Statement

(Month/Day/Year)

05/09/2012

3. Issuer Name and Ticker or Trading Symbol  
WAGeworks, INC. [WAGE]4. Relationship of Reporting  
Person(s) to Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_ 10% Owner  
\_\_\_\_ Officer \_\_\_\_X\_\_\_\_ Other  
(give title below) (specify below)  
Member of group > 10%5. If Amendment, Date Original  
Filed(Month/Day/Year)  
08/04/20116. 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

44,562

I

See footnote <sup>(1)</sup>Reminder: Report on a separate line for each class of securities beneficially  
owned directly or indirectly.

SEC 1473 (7-02)

**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.****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 Date  
(Month/Day/Year)3. Title and Amount of  
Securities Underlying  
Derivative Security  
(Instr. 4)4. Conversion  
or Exercise  
Price of  
Derivative5. Ownership  
Form of  
Derivative  
Security:6. Nature of Indirect  
Beneficial  
Ownership  
(Instr. 5)

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	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Security	Direct (D) or Indirect (I) (Instr. 5)	
Series A-1 Preferred Stock	Â (2)	Â (2)	Common Stock	919	\$ (2)	I	See footnote (1)
Series A-2 Preferred Stock	Â (3)	Â (3)	Common Stock	526	\$ (3)	I	See footnote (1)
Series C Preferred Stock	Â (4)	Â (4)	Common Stock	2,764,706	\$ (4)	I	See footnote (1)
Series D Preferred Stock	Â (4)	Â (4)	Common Stock	235,025	\$ (4)	I	See footnote (1)
Series E Preferred Stock	Â (4)	Â (4)	Common Stock	573,168	\$ (4)	I	See footnote (1)
Series E-1 Warrant (right to buy)	07/30/2010	06/30/2014	Series E-1 Preferred Stock	945,477 (5)	\$ 2.29 (5)	I	See footnote (1)

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ADVENT INTERNATIONAL CORP/MA 75 STATE STREET, 29TH FLOOR BOSTON, MA 02109	Â	Â	Â	Member of group > 10%

## Signatures

/s/ Jarlyth H. Gibson, Compliance Officer 05/09/2012

\_\_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) These securities are indirectly beneficially owned in the following capacities; as General Partner of Advent Partners DMC III Limited Partnership, Advent Partners II Limited Partnership, and Advent Partners II-A Limited Partnership and as General Partner of Advent International Limited Partnership, which in turn is the General Partner of the following entities: Digital Media & Communications III Limited Partnership, Digital Media & Communications III-A Limited Partnership, Digital Media & Communications III-B Limited Partnership, Digital Media & Communications III-C Limited Partnership, Digital Media & Communications III-D C.V., and Digital Media & Communications III-E C.V.
- (2) 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.
- (3) 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.
- (4) 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.

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- (5) Upon the closing of the Issuer's initial public offering, this Series E-1 Warrant to purchase 945,477 shares of E-1 preferred stock will become exercisable to purchase 472,736 shares of common stock, and will expire on June 30, 2014.

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### Remarks:

ThisÂ amendedÂ andÂ restatedÂ reportÂ onÂ FormÂ 3/AÂ isÂ beingÂ filedÂ toÂ correctÂ theÂ transactionÂ dateÂ origin

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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