

ADVENT INTERNATIONAL LIMITED PARTNERSHIP  
 Form 3/A  
 May 09, 2012

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

OMB APPROVAL

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**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)

|  |   |  |   |   |  |
|--|---|--|---|---|--|
| <p>1. Name and Address of Reporting Person *</p> <p>ADVENT INTERNATIONAL LIMITED PARTNERSHIP</p> <p>(Last) (First) (Middle)</p> <p>C/O ADVENT INTERNATIONAL CORPORATION, 75 STATE STREET, 29TH FLOOR</p> <p>(Street)</p> <p>BOSTON, MA 02109</p> <p>(City) (State) (Zip)</p> | <p>2. Date of Event Requiring Statement</p> <p>(Month/Day/Year)</p> <p>05/09/2012</p> | <p>3. Issuer Name and Ticker or Trading Symbol</p> <p>WAGeworks, INC. [WAGE]</p> | <p>4. Relationship of Reporting Person(s) to Issuer</p> <p>(Check all applicable)</p> <p><input type="checkbox"/> Director <input type="checkbox"/> 10% Owner<br/> <input type="checkbox"/> Officer <input checked="" type="checkbox"/> Other<br/>                 (give title below) (specify below)<br/>                 Member of group &gt; 10%</p> | <p>5. If Amendment, Date Original Filed(Month/Day/Year)</p> <p>08/04/2011</p> | <p>6. Individual or Joint/Group Filing(Check Applicable Line)</p> <p><input checked="" type="checkbox"/> Form filed by One Reporting Person<br/> <input type="checkbox"/> Form filed by More than One Reporting Person</p> |
|--|---|--|---|---|--|

**Table I - Non-Derivative Securities Beneficially Owned**

| 1. Title of Security<br>(Instr. 4) | 2. Amount of Securities Beneficially Owned<br>(Instr. 4) | 3. Ownership Form:<br>Direct (D)<br>or Indirect (I)<br>(Instr. 5) | 4. Nature of Indirect Beneficial Ownership<br>(Instr. 5) |
|------------------------------------|--|---|--|
| Common Stock                       | 43,184   | 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)

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**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

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| 1. Title of Derivative Security<br>(Instr. 4) | 2. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) |                    | 3. Title and Amount of<br>Securities Underlying<br>Derivative Security<br>(Instr. 4) |                                  | 4. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 5. Ownership<br>Form of<br>Derivative<br>Security:<br>Direct (D)<br>or Indirect<br>(I)<br>(Instr. 5) | 6. Nature of Indirect<br>Beneficial<br>Ownership<br>(Instr. 5) |
|---|--|--------------------|--|----------------------------------|--|--|--|
|   | Date<br>Exercisable  | Expiration<br>Date | Title  | Amount or<br>Number of<br>Shares |  |  |  |
| Series A-1 Preferred Stock                    | Â (2)  | Â (2)              | Common Stock   | 890                              | \$ (2)   | I  | See footnote (1)   |
| Series A-2 Preferred Stock                    | Â (3)  | Â (3)              | Common Stock   | 510                              | \$ (3)   | I  | See footnote (1)   |
| Series C Preferred Stock                      | Â (4)  | Â (4)              | Common Stock   | 2,679,178                        | \$ (4)   | I  | See footnote (1)   |
| Series D Preferred Stock                      | Â (4)  | Â (4)              | Common Stock   | 227,762                          | \$ (4)   | I  | See footnote (1)   |
| Series E Preferred Stock                      | Â (4)  | Â (4)              | Common Stock   | 555,439                          | \$ (4)   | I  | See footnote (1)   |
| Series E-1 Warrant<br>(right to buy)          | 07/30/2010   | 06/30/2014         | Series E-1<br>Preferred<br>Stock   | 916,232 (5)                      | \$ 2.29 (5)  | I  | See footnote (1)   |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |         |                       |
|---|---------------|-----------|---------|-----------------------|
|   | Director      | 10% Owner | Officer | Other                 |
| ADVENT INTERNATIONAL LIMITED PARTNERSHIP<br>C/O ADVENT INTERNATIONAL CORPORATION<br>75 STATE STREET, 29TH FLOOR<br>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 as 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)

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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.
- (5) Upon the closing of the Issuer's initial public offering, this Series E-1 Warrant to purchase 916,232 shares of E-1 preferred stock will become exercisable to purchase shares 458,114 of common stock, and will expire on June 30, 2014.

^

### Remarks:

This amended and restated report on Form 3/A is being filed to correct the transaction date 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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