

DIGITAL MEDIA & COMMUNICATIONS III LTD 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>Â DIGITAL MEDIA &amp; COMMUNICATIONS III LTD PARTNERSHIP</p> <p>(Last) (First) (Middle)</p> <p>C/O ADVENT INTERNATIONAL CORPORATION,Â 75 STATE STREET, 29TH FLOOR</p> <p>(Street)</p> <p>BOSTON,Â MAÂ 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  <input type="checkbox"/> Officer <input checked="" type="checkbox"/> Other                  (give title below) (specify below)                  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  <input type="checkbox"/> Form filed by More than One Reporting Person</p>
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**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	9,758	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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**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

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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 Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Seris A-1 Preferred Stock	Â (1)	Â (1)	Common Stock	201	\$ (1)	D	Â
Series A-2 Preferred Stock	Â (2)	Â (2)	Common Stock	115	\$ (2)	D	Â
Series C Preferred Stock	Â (3)	Â (3)	Common Stock	605,405	\$ (3)	D	Â
Series D Preferred Stock	Â (3)	Â (3)	Common Stock	51,470	\$ (3)	D	Â
Series E Preferred Stock	Â (3)	Â (3)	Common Stock	125,511	\$ (3)	D	Â
Series E-1 Warrants (right to buy)	07/30/2010	06/30/2014	Series E-1 Preferred Stock	207,038 (4)	\$ 2.29 (4)	D	Â

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
DIGITAL MEDIA & COMMUNICATIONS III LTD PARTNERSHIP C/O ADVENT INTERNATIONAL CORPORATION 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) 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)

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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 207,038 shares of E-1 preferred stock will become exercisable to purchase 103,519 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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