

DIGITAL MEDIA & COMMUNICATIONS III LTD PARTNERSHIP

Form 3/A

May 09, 2012

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

OMB APPROVAL

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INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIESFiled 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 &
COMMUNICATIONS III LTD
PARTNERSHIP

(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)
05/09/20123. 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 ☒ 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)
☒ 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

9,758

D Â

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)**

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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,Â MAÂ 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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