Edgar Filing: DIGITAL MEDIA & COMMUNICATINS III A LTD - Form 3/A

DIGITAL MEDIA & COMMUNICATINS III A LTD

Form 3/A May 09, 2012

FORM 3

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

OMB APPROVAL

OMB Number:

3235-0104

Expires:

January 31, 2005

0.5

Estimated average burden hours per

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, response...

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 2. Date of Event Requiring 3. Issuer Name and Ticker or Trading Symbol Person * Statement WAGEWORKS, INC. [WAGE] DIGITAL MEDIA & (Month/Day/Year) 05/09/2012 **COMMUNICATINS III A LTD** 4. Relationship of Reporting (Last) (First) (Middle) 5. If Amendment, Date Original Person(s) to Issuer Filed(Month/Day/Year) C/O ADVENT 08/04/2011 (Check all applicable) **INTERNATIONAL** CORPORATION, Â 75 STATE Director 10% Owner STREET, 29TH FLOOR _X__ Other Officer (give title below) (specify below) (Street) 6. Individual or Joint/Group Member of Group > 10% Filing(Check Applicable Line) _X_ Form filed by One Reporting Person BOSTON. MAÂ 02109 Form filed by More than One Reporting Person (City) (State) (Zip) Table I - Non-Derivative Securities Beneficially Owned 4. Nature of Indirect Beneficial 1. Title of Security 2. Amount of Securities 3. (Instr. 4) Beneficially Owned Ownership Ownership (Instr. 4) Form: (Instr. 5) Direct (D) or Indirect (I) (Instr. 5) Â Common Stock D 4,723 Reminder: Report on a separate line for each class of securities beneficially SEC 1473 (7-02) owned directly or indirectly. Persons who respond to the collection of information contained in this form are not

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

required to respond unless the form displays a

currently valid OMB control number.

1. Title of Derivative Security2. Date Exercisable and
(Instr. 4)3. Title and Amount of
Securities Underlying4.5.6. Nature of Indirect
OwnershipConversionOwnershipBeneficial

Edgar Filing: DIGITAL MEDIA & COMMUNICATINS III A LTD - Form 3/A

	(Month/Day/Year)		Derivative Security (Instr. 4)		or Exercise Price of	Form of Derivative	Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Derivative Security	Security: Direct (D) or Indirect (I) (Instr. 5)	
Series A-1 Preferred Stock	(1)	(1)	Common Stock	97	\$ <u>(1)</u>	D	Â
Series A-2 Preferred Stock	(2)	(2)	Common Stock	56	\$ <u>(2)</u>	D	Â
Series C Preferred Stock	(3)	(3)	Common Stock	292,970	\$ <u>(3)</u>	D	Â
Series D Preferred Stock	(3)	(3)	Common Stock	24,912	\$ <u>(3)</u>	D	Â
Series E Preferred Stock	(3)	(3)	Common Stock	60,739	\$ <u>(3)</u>	D	Â
Series E-1 Warrants (right to buy)	07/30/2010	06/30/2014	Series E-1 Preferred Stock	100,193 (4)	\$ 2.29 (4)	D	Â

Reporting Owners

Reporting Owner Name / Address				•
	Director	10% Owner	Officer	Other
MEDIA & COMMUNICATINS III A LTD				
NIT INTERNIATIONIAI CORRODATIONI				

DIGITAL MEDIA & COMMUNICATINS III A LTD C/O ADVENT INTERNATIONAL CORPORATION 75 STATE STREET, 29TH FLOOR BOSTON, MAÂ 02109

 \hat{A} \hat{A} \hat{A} Member of Group > 10%

Relationships

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) 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 100,193 shares of E-1 preferred stock will become exercisable to purchase 50,096 shares of common stock, and will expire on June 30, 2014.

Reporting Owners 2

Edgar Filing: DIGITAL MEDIA & COMMUNICATINS III A LTD - Form 3/A

Â

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. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.