DIGITAL MEDIA & COMMUNICATINS III C LTD Form 3/A May 09, 2012 UNITED STATES SECURITIES AND EXCHANGE COMMISSION **OMB APPROVAL** FORM 3 Washington, D.C. 20549 OMB 3235-0104

#### **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

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Filed(Month/Day/Year)

6. Individual or Joint/Group

Filing(Check Applicable Line) \_X\_ Form filed by One Reporting

Form filed by More than One

08/04/2011

Person

Reporting Person

(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 C LTD (Last) (First) (Middle) 4. Relationship of Reporting 5. If Amendment, Date Original

Person(s) to Issuer

Director

Officer

(Check all applicable)

(give title below) (specify below)

Member of group > 10%

10% Owner

\_X\_\_ Other

#### C/O ADVENT **INTERNATIONAL** CORPORATION, Â 75 STATE STREET, 29TH FLOOR

(Street)

### BOSTON, MAÂ 02109

(City)	(State)	(Zip)	Table I - Non-Derivative Securities Beneficially Owned				
1.Title of Secu (Instr. 4)	rity		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 St	ock		21,550	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)

1. Title of Derivative Security	2. Date Exercisable and	3. Title and Amount of	4.	5.	6. Nature of Indirect
(Instr. 4)	Expiration Date	Securities Underlying	Conversion	Ownership	Beneficial

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			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	444	\$ <u>(1)</u>	D	Â
Series A-2 Preferred Stock	(2)	(2)	Common Stock	255	\$ <u>(2)</u>	D	Â
Series C Preferred Stock	( <u>3)</u>	( <u>3)</u>	Common Stock	1,337,008	\$ (3)	D	Â
Series D Preferred Stock	( <u>3)</u>	( <u>3)</u>	Common Stock	113,659	\$ (3)	D	Â
Series E Preferred Stock	(3)	( <u>3)</u>	Common Stock	277,185	\$ <u>(3)</u>	D	Â
Series E-1 Warrant (right to buy)	07/30/2010	06/30/2014	Series E-1 Preferred Stock	457,233 <u>(4)</u>	\$ 2.29 <u>(4)</u>	D	Â

# **Reporting Owners**

<b>Reporting Owner Name / Address</b>	Relationships				
I Start and the start	Director	10% Owner	Officer	Other	
DIGITAL MEDIA & COMMUNICATINS III C LTD 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 05/09/2012 Officer

<u>\*\*</u>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 457,233 shares of E-1 preferred stock will become exercisable to purchase 228,616 shares of common stock, and will expire on June 30, 2014.

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## 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.