

DIGITAL MEDIA &amp; COMMUNICATINS III E CV

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)

1. Name and Address of Reporting  
Person \*Â DIGITAL MEDIA &  
COMMUNICATINS III E CV

(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

2,284

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)**1. Title of Derivative Security  
(Instr. 4)2. Date Exercisable and  
Expiration Date3. Title and Amount of  
Securities Underlying

4. Conversion

5. Ownership

6. Nature of Indirect  
Beneficial

# Edgar Filing: DIGITAL MEDIA & COMMUNICATINS III E CV - Form 3/A

(Month/Day/Year)		Derivative Security (Instr. 4)		or Exercise Price of Derivative Security	Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	Ownership (Instr. 5)
Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Series A-1 Preferred Stock	Â (1)	Â (1)	Common Stock	47	\$ (1)	D Â
Series A-2 Preferred Stock	Â (2)	Â (2)	Common Stock	27	\$ (2)	D Â
Series C Preferred Stock	Â (3)	Â (3)	Common Stock	141,678	\$ (3)	D Â
Series D Preferred Stock	Â (3)	Â (3)	Common Stock	12,033	\$ (3)	D Â
Series E Preferred Stock	Â (3)	Â (3)	Common Stock	29,370	\$ (3)	D Â
Series E-1 Warrant (right to buy)	07/30/2010	06/30/2014	Series E-1 Preferred Stock	48,448 (4)	\$ 2.29 (4)	D Â

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
DIGITAL MEDIA & COMMUNICATINS III E CV 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) 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 48,448 shares of E-1 preferred stock will become exercisable to purchase 24,224 shares of common stock, and will expire on June 30, 2014.

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**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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