

ADVENT PARTNERS II L P
 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 ADVENT PARTNERS II L P</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>___ Director ___ 10% Owner ___ Officer ___X___ Other (give title below) (specify below) Member of group > 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>__X__ Form filed by One Reporting Person ___ Form filed by More than One Reporting Person</p> |
|---|---|--|--|---|---|

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 | 192 | 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 (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security | 4. Conversion or Exercise | 5. Ownership Form of | 6. Nature of Indirect Beneficial Ownership |
|---|---|--|---------------------------|----------------------|--|
|---|---|--|---------------------------|----------------------|--|

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| | Date Exercisable | Expiration Date | (Instr. 4) Title | Amount or Number of Shares | Price of Derivative Security | Derivative Security: Direct (D) or Indirect (I) (Instr. 5) | (Instr. 5) |
|-----------------------------------|------------------|-----------------|----------------------------|----------------------------|------------------------------|--|------------|
| Series A-1 Preferred Stock | Â (1) | Â (1) | Common Stock | 4 | \$ (1) | D | Â |
| Series A-2 Preferred Stock | Â (2) | Â (2) | Common Stock | 2 | \$ (2) | D | Â |
| Series C Preferred Stock | Â (3) | Â (3) | Common Stock | 12,000 | \$ (3) | D | Â |
| Series D Preferred Stock | Â (3) | Â (3) | Common Stock | 1,011 | \$ (3) | D | Â |
| Series E Preferred Stock | Â (3) | Â (3) | Common Stock | 2,485 | \$ (3) | D | Â |
| Series E-1 Warrant (right to buy) | 07/30/2010 | 06/30/2014 | Series E-1 Preferred Stock | 4,099 (4) | \$ 2.29 (4) | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-----------------------|
| | Director | 10% Owner | Officer | Other |
| ADVENT PARTNERS II L P 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) 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 4,099 shares of E-1 preferred stock will become exercisable to purchase 2,049 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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