Edgar Filing: ADVENT PARTNERS DMC III LIMITED PARTNERSHIP - Form 4

ADVENT PARTNERS DMC III LIMITED PARTNERSHIP

Form 4 May 17, 2012

FORM 4

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

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES** Form 4 or

Form 5 obligations may continue. See Instruction 1(b).

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 * ADVENT PARTNERS DMC III LIMITED PARTNERSHIP

> (First) (Middle) (Last)

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

(Street)

2. Issuer Name and Ticker or Trading Symbol

WAGEWORKS, INC. [WAGE]

3. Date of Earliest Transaction (Month/Day/Year) 05/15/2012

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

OMB APPROVAL

3235-0287

January 31,

2005

0.5

OMB

Number:

Expires:

response...

Estimated average

burden hours per

(Check all applicable)

Director 10% Owner Officer (give title __X_ Other (specify below) below) Member of group no longer >10%

6. Individual or Joint/Group Filing(Check Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

BOSTON, MA 02109

(City)	(State)	Zip) Table	e I - Non-D	erivative S	ecurit	ies Acc	quired, Disposed	of, or Beneficial	lly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	execution Date, if Transaction(A) or Dis ny Code (D)			of	5. Amount of Securities Beneficially Owned Following	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code V	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)		
Common Stock	05/15/2012		C	19	A	<u>(1)</u>	632	D	
Common Stock	05/15/2012		C	5	A	(2)	637	D	
Common Stock	05/15/2012		С	18,999	A	<u>(3)</u>	19,636	D	
Common Stock	05/15/2012		C	1,610	A	<u>(3)</u>	21,246	D	
Common Stock	05/15/2012		С	3,938	A	<u>(3)</u>	25,184	D	

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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474 (9-02)

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

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	4. Transaction Code (Instr. 8)	TransactionDerivative Code Securities		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amoun Underlying Securiti (Instr. 3 and 4)	
			Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amou or Numb of Sha
Series A-1 Preferred Stock	Ш	05/15/2012	С		13	<u>(1)</u>	<u>(1)</u>	Common Stock	19
Series A-2 Preferred Stock	(2)	05/15/2012	С		7	(2)	(2)	Common Stock	5
Series C Preferred Stock	(3)	05/15/2012	C		37,999	(3)	(3)	Common Stock	18,9
Series D Preferred Stock	(3)	05/15/2012	С		3,220	(3)	(3)	Common Stock	1,61
Series E Preferred Stock	(3)	05/15/2012	С		7,876	(3)	(3)	Common Stock	3,93
Series E-1 Warrant (Right to Buy)	\$ 2.29	05/15/2012	C <u>(4)</u>		12,992	07/30/2010	06/30/2014	Series E-1 Preferred Stock	12,9
Common Stock Warrant (Right to Buy)	\$ 4.58	05/15/2012	C(4)	6,496		07/30/2010	06/30/2014	Common Stock	6,49

Reporting Owners

Relationships

Reporting Owner Name / Address

Director 10% Owner Officer Other

ADVENT PARTNERS DMC III LIMITED PARTNERSHIP C/O ADVENT INTERNATIONAL CORPORATION 75 STATE STREET, 29TH FLOOR BOSTON, MA 02109

Member of group no longer >10%

Signatures

/s/ Jarlyth H. Gibson, Compliance Officer

05/17/2012

**Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 4(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 automatically converted into 1.47059 shares of common stock immediately prior to the closing of the Issuer's initial public offering and had no expiration date.
- (2) Each share of the Issuer's Series A-2 preferred stock automatically converted into 0.85208 shares of common stock immediately prior to the closing of the Issuer's initial public offering and had no expiration date.
- (3) Each share of the Issuer's Series C preferred stock, Series D preferred stock and Series E preferred stock automatically converted into 0.50 shares of common stock immediately prior to the closing of the Issuer's initial public offering and had no expiration date.
- (4) The Series E-1 warrants to purchase shares of Series E preferred stock automatically converted into warrants to purchase 0.50 shares of common stock, at an exercise price of \$4.58 per share, immediately prior to the closing of the Issuer's initial public offering.

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.

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