

DIGITAL MEDIA & COMMUNICATINS III A LTD
 Form 4
 May 17, 2012

FORM 4

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

OMB APPROVAL

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STATEMENT OF CHANGES IN 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 *
 DIGITAL MEDIA &
 COMMUNICATINS III A LTD

(Last) (First) (Middle)

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

(Street)

BOSTON, MA 02109

(City) (State) (Zip)

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

(Check all applicable)

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

6. 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 Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|-----------------------|---|--|-----------------------------------|
| | | | | Code | V Amount or (D) Price | | | |
| Common Stock | 05/15/2012 | | C | 142 | A ① | 4,865 | D | |
| Common Stock | 05/15/2012 | | C | 47 | A ② | 4,912 | D | |
| Common Stock | 05/15/2012 | | C | 146,485 | A ③ | 151,397 | D | |
| Common Stock | 05/15/2012 | | C | 12,456 | A ③ | 163,853 | D | |
| Common Stock | 05/15/2012 | | C | 30,369 | A ③ | 194,222 | D | |

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

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.

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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) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | | 6. Date Exercisable and Expiration Date (Month/Day/Year) | | 7. Title and Amount of Underlying Security (Instr. 3 and 4) | Annual Share |
|--|--|--------------------------------------|--|--------------------------------|---|---------|--|------------------|---|--------------|
| | | | | | V | (A) | (D) | Date Exercisable | | |
| Series A-1 Preferred Stock | (1) | 05/15/2012 | | C | | 97 | (1) | (1) | Common Stock | |
| Series A-2 Preferred Stock | (2) | 05/15/2012 | | C | | 56 | (2) | (2) | Common Stock | |
| Series C Preferred Stock | (3) | 05/15/2012 | | C | | 292,970 | (3) | (3) | Common Stock | 14 |
| Series D Preferred Stock | (3) | 05/15/2012 | | C | | 24,912 | (3) | (3) | Common Stock | 1 |
| Series E Preferred Stock | (3) | 05/15/2012 | | C | | 60,739 | (3) | (3) | Common Stock | 3 |
| Series E-1 Warrant (Right to Buy) | \$ 2.29 | 05/15/2012 | | C ⁽⁴⁾ | | 100,193 | 07/30/2010 | 06/30/2014 | Series E-1 Preferred Stock | 10 |
| Common Stock Warrant (Right to Buy) | \$ 4.58 | 05/15/2012 | | C ⁽⁴⁾ | 50,096 | | 07/30/2010 | 06/30/2014 | Common Stock | 5 |

