#### Edgar Filing: DIGITAL MEDIA & COMMUNICATINS III D CV - Form 4

#### DIGITAL MEDIA & COMMUNICATINS III D CV

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. Form 4 or

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES** 

WAGEWORKS, INC. [WAGE]

3. Date of Earliest Transaction

(Month/Day/Year)

05/15/2012

Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction 1(b).

(Print or Type Responses)

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

> (First) (Middle) (Last)

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

(Street)

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

5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading Issuer Symbol

(Check all applicable)

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

**OMB APPROVAL** 

Estimated average

burden hours per

3235-0287

January 31,

2005

0.5

OMB

Number:

Expires:

response...

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 I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned |  |         |                  |            |  |  |   |  |  |
|--------------------------------------|---|--|--|---------|------------------|------------|--|--|---|--|--|
| 1.Title of<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year)                            | 3.<br>Transactio<br>Code<br>(Instr. 8) | tr. 8)  |                  |            | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported | 6. Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |  |  |
|                                      |   |  | Code V                                 | Amount  | (A)<br>or<br>(D) | Price      | Transaction(s) (Instr. 3 and 4)  |  |   |  |  |
| Common<br>Stock                      | 05/15/2012                              |  | C                                      | 104     | A                | <u>(1)</u> | 3,530  | D  |   |  |  |
| Common<br>Stock                      | 05/15/2012                              |  | C                                      | 34      | A                | <u>(2)</u> | 3,564  | D  |   |  |  |
| Common<br>Stock                      | 05/15/2012                              |  | C                                      | 106,257 | A                | <u>(3)</u> | 109,821  | D  |   |  |  |
| Common<br>Stock                      | 05/15/2012                              |  | C                                      | 9,036   | A                | <u>(3)</u> | 118,857  | D  |   |  |  |
| Common<br>Stock                      | 05/15/2012                              |  | C                                      | 22,029  | A                | <u>(3)</u> | 140,886  | 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<br>Derivative<br>Security<br>(Instr. 3) | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. 5. Number of TransactiorDerivative Securities Code Acquired (A) or (Instr. 8) Disposed of (D) (Instr. 3, 4, and 5) |        | 6. Date Exercisable and Expiration Date (Month/Day/Year) |                     | 7. Title and Amo<br>Underlying Secu<br>(Instr. 3 and 4) |                                     |                |
|---|---|--------------------------------------|---|---|--------|--|---------------------|---|-------------------------------------|----------------|
|   | ·   |                                      |   | Code V  | (A)    | (D)  | Date<br>Exercisable | Expiration<br>Date                                      | Title                               | Ar<br>Nu<br>Sh |
| Series<br>A-1<br>Preferred<br>Stock                 | (1)   | 05/15/2012                           |   | C   | (-2)   | 71   | <u>(1)</u>          | <u>(1)</u>  | Common<br>Stock                     |                |
| Series<br>A-2<br>Preferred<br>Stock                 | (2)   | 05/15/2012                           |   | С   |        | 40   | (2)                 | (2)   | Common<br>Stock                     |                |
| Series C<br>Preferred<br>Stock                      | <u>(3)</u>  | 05/15/2012                           |   | C   |        | 212,514  | (3)                 | (3)   | Common<br>Stock                     | 10             |
| Series D<br>Preferred<br>Stock                      | (3)   | 05/15/2012                           |   | C   |        | 18,073   | <u>(3)</u>          | (3)   | Common<br>Stock                     | Ç              |
| Series E<br>Preferred<br>Stock                      | (3)   | 05/15/2012                           |   | C   |        | 44,059   | <u>(3)</u>          | (3)   | Common<br>Stock                     | 2              |
| Series<br>E-1<br>Warrant<br>(Right to<br>Buy)       | \$ 2.29   | 05/15/2012                           |   | C(4)  |        | 72,679   | 07/30/2010          | 06/30/2014  | Series<br>E-1<br>Preferred<br>Stock | 7              |
| Common<br>Stock<br>Warrant<br>(Right to<br>Buy)     | \$ 4.58   | 05/15/2012                           |   | C(4)  | 36,339 |  | 07/30/2010          | 06/30/2014  | Common<br>Stock                     | 3              |
|   |   |                                      |   |   |        |  |                     |   |                                     |                |

# **Reporting Owners**

**Reporting Owner Name / Address** 

Relationships

Director 10% Owner Officer Other

DIGITAL MEDIA & COMMUNICATINS III D

CV

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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