

Benefitfocus,Inc.  
Form 8-K  
March 01, 2019

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

**FORM 8-K**

**CURRENT REPORT**

**Pursuant to Section 13 or 15(d) of**  
**the Securities Exchange Act of 1934**

**Date of Report (Date of earliest event reported) February 28, 2019**

**BENEFITFOCUS, INC.**

**(Exact name of registrant as specified in its charter)**

**Delaware**  
**(State or other jurisdiction of**  
**incorporation)**

**001-36061**  
**(Commission File Number)**

**46-2346314**  
**(IRS Employer Identification No.)**

**100 Benefitfocus Way, Charleston, South Carolina 29492**

**(Address of principal executive offices) (Zip Code)**

**Registrant's telephone number, including area code (843) 849-7476**

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this Chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this Chapter).

Emerging Growth Company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

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**Item 1.01. Entry into a Material Definitive Agreement.**

On February 28, 2019, Benefitfocus, Inc. (the Company) entered into an underwriting agreement (the Underwriting Agreement) with J.P. Morgan Securities LLC, Goldman Sachs & Co. LLC, Merrill Lynch, Pierce, Fenner & Smith Incorporated, Piper Jaffray & Co., Raymond James & Associates, Inc., Wedbush Securities Inc., and First Analysis Corporation (the Underwriters), GS Capital Partners VI Parallel, L.P., GS Capital Partners VI Offshore Fund, L.P., GS Capital Partners VI Fund, L.P., and GS Capital Partners VI GmbH & Co. KG (collectively, the Goldman Funds) and Mercer LLC ( Mercer). Pursuant to the Underwriting Agreement, the Goldman Funds and Mercer agreed to sell 5,704,758 shares of the Company's common stock, \$0.001 par value per share (the Common Stock), to the Underwriters with an offering price to the public of \$48.25 per share. In addition, the Goldman Funds and Mercer have granted the Underwriters a 30-day option to purchase up to an additional 855,714 shares of Common Stock at the same offering price to the public.

The Underwriting Agreement contains customary representations, warranties, and covenants of the Company and also provides for customary indemnification by each of the Company, the Goldman Funds, Mercer, and the Underwriters against certain liabilities and customary contribution provisions in respect of those liabilities.

The sale of the Common Stock by the Goldman Funds and Mercer was made pursuant to the Company's Registration Statement on Form S-3 (Registration No. 333-229877), including a prospectus supplement dated February 28, 2019 to the prospectus contained therein dated February 26, 2019, filed by the Company with the Securities and Exchange Commission pursuant to Rule 424(b)(7) under the Securities Act of 1933, as amended. The sale of the Common Stock is expected to close on March 5, 2019.

The foregoing description of the Underwriting Agreement is qualified in its entirety by reference to the Underwriting Agreement, a copy of which is attached hereto as Exhibit 1.1 and incorporated herein by reference.

**Item 9.01. Financial Statements and Exhibits.**

(d) Exhibits

Exhibit No.	Description
1.1	<u>Underwriting Agreement, dated February 28, 2019, by and among Benefitfocus, Inc., J.P. Morgan Securities LLC, Goldman Sachs &amp; Co. LLC, Merrill Lynch, Pierce, Fenner &amp; Smith Incorporated, Piper Jaffray &amp; Co., Raymond James &amp; Associates, Inc., Wedbush Securities Inc., First Analysis Corporation, the Goldman Funds and Mercer.</u>

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

**BENEFITFOCUS, INC**

Date: March 1, 2019

/s/ Jonathon E. Dussault  
Jonathon E. Dussault  
Chief Financial Officer