

Dussault Jonathon E
 Form 4
 April 03, 2019

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 *
 Dussault Jonathon E

(Last) (First) (Middle)

100 BENEFITFOCUS WAY

(Street)

CHARLESTON, SC 29492

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
 Benefitfocus,Inc. [BNFT]

3. Date of Earliest Transaction
 (Month/Day/Year)
 04/01/2019

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___ 10% Owner
 Officer (give title below) ___ Other (specify below)

Chief Financial Officer

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount or Price (A) or (D)		
Common Stock	04/01/2019		M		4,773 (1)	A	\$ 0 74,176 D
Common Stock	04/01/2019		M		20,616 (2)	A	\$ 0 94,792 D
Common Stock	04/01/2019		A		2,962 (3)	A	\$ 0 97,754 D
Common Stock	04/01/2019		A		4,746 (4)	A	\$ 0 102,500 D
Common Stock	04/01/2019		S		2,709 (5)	D	\$ 47.12 99,791 D

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Common Stock	04/01/2019	S	672	D	\$ 47.81 (6)	99,119	D
Common Stock	04/01/2019	S	650	D	\$ 49.04 (7)	98,469	D
Common Stock	04/01/2019	S	51	D	\$ 49.68 (8)	98,418	D
Common Stock	04/01/2019	S	2,441	D	\$ 47.9 (9)	95,977	D
Common Stock	04/01/2019	S	521	D	\$ 48.61 (10)	95,456	D

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

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(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)	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)
					(A)	(D)	Date Exercisable	Expiration Date	
Performance Restricted Stock Units	(1)	04/01/2019		M		4,773	(1)	04/01/2019	Common Stock
Performance Restricted Stock Units	(11)	04/01/2019		D		488	(11)	04/01/2019	Common Stock
Performance Restricted Stock Units	(2)	04/01/2019		M		20,616	(2)	04/01/2022	Common Stock
Performance Restricted Stock Units	(11)	04/01/2019		D		5,468	(11)	04/01/2022	Common Stock
	(12)	04/01/2019		A		2,886	(12)	04/01/2020	

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price. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer or a security holder of the issuer full information regarding the number of shares and prices at which the transactions were effected.

The sale was effected to satisfy the reporting person's tax withholding obligation upon the vesting of previously granted equity awards.

- (9) The sale was executed in multiple trades at prices ranging from \$47.50 to \$48.26. The price reported in Column 4 is a weighted average price. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer or a security holder of the issuer full information regarding the number of shares and prices at which the transactions were effected.

The sale was effected to satisfy the reporting person's tax withholding obligation upon the vesting of previously granted equity awards.

- (10) The sale was executed in multiple trades at prices ranging from \$48.50 to \$48.81. The price reported in Column 4 is a weighted average price. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer or a security holder of the issuer full information regarding the number of shares and prices at which the transactions were effected.

- (11) Represents the portion of PRSUs that were forfeited to the Issuer after determining the percentage of PRSUs that vested.

Each PRSU represents a contingent right to receive one share of Issuer common stock. The maximum number of PRSUs is presented in the table. A percentage of the PRSUs will vest upon the achievement of an annual revenue goal and an adjusted EBITDA goal, during

- (12) the period of January 1, 2019 through December 31, 2019. Vesting of the target level PRSUs will accelerate upon death or disability during the performance period in an amount equal to the proportion of days in the performance period worked. Vesting of the target PRSUs may also accelerate in certain circumstances if there is a change in control of the Issuer during the performance period.

Each PRSU represents a contingent right to receive one share of Issuer common stock. The maximum number of PRSUs is presented in the table. The PRSUs will vest upon the achievement of net annual recurring revenue bookings growth goals during the period of

- (13) January 1, 2019 through December 31, 2019, such vesting to occur in four equal annual installments beginning on April 1, 2020, if the performance metrics are met. Vesting of the target level PRSUs will accelerate upon death or disability during the performance period in an amount equal to the proportion of days in the performance period worked. Vesting will also accelerate as to the next tranche of vesting units in the event of death or disability after the performance period. Vesting of the target PRSUs may also accelerate in certain circumstances if there is a change in control of the Issuer during the performance period.

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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