Edgar Filing: Benefitfocus, Inc. - Form 4

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Form 4												
FORM 4 UNITED STATES SECURITI					TIES AND EXCHANGE COMMISSION					OMB APPROVAL		
Check this if no long	er	Washington, D.C. 20549 STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF								3235-0287 January 31, 2005		
subject to Section 10 Form 4 or Form 5 obligation	5. Filed p	oursuant to S	(a) of the Securities Exchange Act of lity Holding Company Act of 1935 o				e Act of 1934,	Estimated a burden hou response n				
may conti <i>See</i> Instru 1(b).	nue.			vestment								
(Print or Type R	esponses)											
Swad Stephen M Symbol Benefitfe			r Name and Ticker or Trading				5. Relationship of Reporting Person(s) to Issuer					
				ocus,Inc.				(Check all applicable)				
			e of Earliest Transaction n/Day/Year) /2014				X_ Director 10% Owner Officer (give title Other (specify below)below)					
				ndment, Date Original th/Day/Year)				 6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting 				
CHARLEST	ON, SC 29492	2						Person	Aore than One Re	porting		
(City)	(State)	(Zip)	Table	e I - Non-Do	erivative S	ecurit	ies Acq	uired, Disposed of	f, or Beneficial	ly Owned		
1.Title of Security (Instr. 3)2. Transaction Date (Month/Day/Year)2A. Deemed Execution Date, if any (Month/Day/Year)		3. 4. Securities Acquired Transaction(A) or Disposed of Code (D) (Instr. 8) (Instr. 3, 4 and 5) (A)			Securities Beneficially Owned	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)						
Common	06/17/2014			Code V A	13,011	or (D) A	Price \$ 0	(Instr. 3 and 4) 13,011	D			
Stock					<u>(1)</u>							

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.

 Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned

 (e.g., puts, calls, warrants, options, convertible securities)

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1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	4. Transactio Code (Instr. 8)	5. orNumber of Derivativ Securitie: Acquired (A) or Disposed of (D)	Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secu Bene Owne Follo Repo Trans (Instr
			Code V	(Instr. 3, 4, and 5)		Expiration Date	Title Amount or Number of Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships					
1	Director	10% Owner	Officer	Other		
Swad Stephen M 100 BENEFITFOCUS WAY CHARLESTON, SC 29492	Х					
Signatures						
/s/ Donald R. Reynolds, Attorney-in-Fact		06/19	/2014			
**Signature of Reporting Person		Da	te			

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).

Represents restricted stock units which vest in three equal annual installments beginning on the earlier of the anniversary date of the grant

(1) or that year's annual meeting of stockholders of the Issuer, subject to the Reporting Person's continued service on the Issuer's Board of Directors.

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.