Benefitfocus,Inc.

Form 3/A August 28, 2014 UNITED STATES SECURITIES AND EXCHANGE COMMISSION **OMB APPROVAL** FORM 3 Washington, D.C. 20549 OMB 3235-0104 Number: January 31, **INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF** Expires: 2005 **SECURITIES** Estimated average burden hours per Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, response... 0.5 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 2. Date of Event Requiring 3. Issuer Name and Ticker or Trading Symbol Person * Statement Benefitfocus, Inc. [BNFT] Howell Andrew L (Month/Day/Year) 09/17/2013 (Last) (First) (Middle) 4. Relationship of Reporting 5. If Amendment, Date Original Person(s) to Issuer Filed(Month/Day/Year) **100 BENEFITFOCUS WAY** 09/17/2013 (Check all applicable) (Street) 6. Individual or Joint/Group Filing(Check Applicable Line) 10% Owner Director _X_ Form filed by One Reporting _X__Officer Other Person (give title below) (specify below) CHARLESTON, SCÂ 29492 Form filed by More than One Chief Commercial Officer Reporting Person (City) (State) (Zip) Table I - Non-Derivative Securities Beneficially Owned 2. Amount of Securities 4. Nature of Indirect Beneficial 1.Title of Security 3. (Instr. 4) Beneficially Owned Ownership Ownership (Instr. 4) Form: (Instr. 5) Direct (D) or Indirect **(I)** (Instr. 5) Reminder: Report on a separate line for each class of securities beneficially SEC 1473 (7-02) 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 Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security		4. Conversion or Exercise	5. Ownership Form of	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	(Instr. 4) Title	Amount or Number of Shares	Price of Derivative Security	Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	

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Stock Option (Right to	$\hat{\mathbf{\lambda}}$ (1)	06/30/2020 Commo Stock	72,000 (2) \$ 5.38	D	Â
Buy)	A <u>(-)</u>	Stock	72,000 <u>~</u> \$ 5.58	D	A

- **□**:::...

Reporting Owners

Reporting Owner Name / Address	Relationships				
F8	Director	10% Owner	Officer	Other	
Howell Andrew L 100 BENEFITFOCUS WAY CHARLESTON, SC 29492	Â	Â	Chief Commercial Officer	Â	
Signatures					
/s/ Donald R. Reynolds, Attorney-in-Fact	(08/28/2014			
**Signature of Reporting Person		Date			

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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).

This option was granted on July 1, 2010 and vests over a four-year period with one-fourth (1/4) of the option granted vesting on July 1,(1) 2011, the first anniversary of the vesting commencement date, and the balance of the option granted vesting ratably on a monthly basis over the following 36 months.

The reporting person's Form 3 filed September 17, 2013 mistakenly indicated the total number of derivative securities beneficially owned
(2) with respect to the option granted on July 1, 2010 was 75,000 instead of 72,000. The reporting person's derivative security holdings reported herein with respect to the option granted on July 1, 2010 reflect the correct information.

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.