

Benefitfocus, Inc.
Form SC 13D
March 06, 2015

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

SCHEDULE 13D

Under the Securities Exchange Act of 1934

(Amendment No. n/a)*

Benefitfocus, Inc.

(Name of Issuer)

Common Stock, par value \$0.001 per share

(Title of Class of Securities)

08180D106

(CUSIP Number)

Edward F. Glassmeyer

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Oak Management Corporation

901 Main Avenue, Suite 600

Norwalk, CT 06880

(203) 226-8346

(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)

Copies to:

Michael J. Herling, Esq.

Finn Dixon & Herling LLP

177 Broad Street

Stamford, CT 06901-2048

(203) 325-5000

February 24, 2015

(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(e), 13d-1(f) or 13d-1(g), check the following box [].

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Rule 13d-7 for other parties to whom copies are to be sent.

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities and for any subsequent amendment containing information which would alter disclosures provided in the cover page.

13D

The information required on the remainder of this cover page shall not be deemed to be filed for the purposes of Section 18 of the Securities Exchange Act of 1934 (**Act**) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

(Continued on following pages)

CUSIP No. 08180D106

Page 1 of 10

1. Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only)
Oak Investment Partners XII, Limited Partnership
20-4960838
2. Check the Appropriate Box if a Member of a Group (See Instructions)
(a)
(b)
3. SEC Use Only
4. Source of Funds

WC
5. Check Box if Disclosure of Legal Proceedings is Required

Pursuant to Items 2(d) or 2(e)

6. Citizenship or Place of Organization
Delaware

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With

7. Sole Voting Power
2,441,009 Shares of Common Stock
8. Shared Voting Power
Not applicable
9. Sole Dispositive Power
2,441,009 Shares of Common Stock
10. Shared Dispositive Power
Not applicable

11. Aggregate Amount Beneficially Owned by Each Reporting Person
2,441,009 Shares of Common Stock

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12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) []
13. Percent of Class Represented by Amount in Row (11)
8.6%
14. Type of Reporting Person (See Instructions)
PN

1. Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only)
Oak Associates XII, LLC
20-4961045
2. Check the Appropriate Box if a Member of a Group (See Instructions)
(a)
(b)
3. SEC Use Only
4. Source of Funds

WC
5. Check Box is Disclosure of Legal Proceedings is Required

Pursuant to Items 2(d) or 2(e)

6. Citizenship or Place of Organization
Delaware

Number of
Shares
Beneficially

7.

Sole Voting Power
Not applicable

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- | | | |
|-------------------------------------|-----|--|
| Owned by Each Reporting Person With | 8. | Shared Voting Power
2,441,009 Shares of Common Stock |
| | 9. | Sole Dispositive Power
Not applicable |
| | 10. | Shared Dispositive Power
2,441,009 Shares of Common Stock |
11. Aggregate Amount Beneficially Owned by Each Reporting Person
2,441,009 Shares of Common Stock
12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)
13. Percent of Class Represented by Amount in Row (11)
8.6%
14. Type of Reporting Person (See Instructions)
OO-LLC

CUSIP No. 08180D106

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1. Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only)
Oak Management Corporation
06-0990851
2. Check the Appropriate Box if a Member of a Group (See Instructions)
(a)
(b)
3. SEC Use Only
4. Source of Funds
WC
5. Check Box is Disclosure of Legal Proceedings is Required

Pursuant to Items 2(d) or 2(e)

[]

- | | | | |
|---|--|-----|--|
| 6. | Citizenship or Place of Organization
Delaware | 7. | Sole Voting Power
Not applicable |
| Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With | 8. | 8. | Shared Voting Power
2,441,009 Shares of Common Stock |
| | 9. | 9. | Sole Dispositive Power
Not applicable |
| | 10. | 10. | Shared Dispositive Power
2,441,009 Shares of Common Stock |
| 11. | Aggregate Amount Beneficially Owned by Each Reporting Person
2,441,009 Shares of Common Stock | | |
| 12. | Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) [] | | |
| 13. | Percent of Class Represented by Amount in Row (11)
8.6% | | |
| 14. | Type of Reporting Person (See Instructions)
CO | | |

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1. Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only)
Bandel L. Carano
2. Check the Appropriate Box if a Member of a Group (See Instructions)
(a)
(b)
3. SEC Use Only
4. Source of Funds

WC
5. Check Box is Disclosure of Legal Proceedings is Required

Pursuant to Items 2(d) or 2(e)

[]

- | | | | |
|---|---|-----|--|
| 6. | Citizenship or Place of Organization
United States | 7. | Sole Voting Power
0 Shares of Common Stock |
| Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With | 8. | 9. | Shared Voting Power
2,441,009 Shares of Common Stock

Sole Dispositive Power
0 Shares of Common Stock |
| | 10. | 11. | Shared Dispositive Power
2,441,009 Shares of Common Stock

Aggregate Amount Beneficially Owned by Each Reporting Person
2,441,009 Shares of Common Stock |
| | | 12. | Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) [] |
| | | 13. | Percent of Class Represented by Amount in Row (11)
8.6% |
| | | 14. | Type of Reporting Person (See Instructions)
IN |

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Page 5 of 10

1. Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only)
Edward F. Glassmeyer

2. Check the Appropriate Box if a Member of a Group (See Instructions)
(a)
(b)

3. SEC Use Only

4. Source of Funds

WC

5. Check Box is Disclosure of Legal Proceedings is Required

Pursuant to Items 2(d) or 2(e)

[]

6. Citizenship or Place of Organization
United States

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With

- | | |
|-----|--|
| 7. | Sole Voting Power
0 Shares of Common Stock |
| 8. | Shared Voting Power
2,441,009 Shares of Common Stock |
| 9. | Sole Dispositive Power
0 Shares of Common Stock |
| 10. | Shared Dispositive Power
2,441,009 Shares of Common Stock |

11. Aggregate Amount Beneficially Owned by Each Reporting Person
2,441,009 Shares of Common Stock

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) []

13. Percent of Class Represented by Amount in Row (11)
8.6%

14. Type of Reporting Person (See Instructions)
IN

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1. Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only)
Fredric W. Harman
2. Check the Appropriate Box if a Member of a Group (See Instructions)
(a)
(b)
3. SEC Use Only
4. Source of Funds

WC
5. Check Box is Disclosure of Legal Proceedings is Required

Pursuant to Items 2(d) or 2(e)

6. Citizenship or Place of Organization
United States

Number of Shares Beneficially Owned by Each Reporting Person With	7.	Sole Voting Power 0 Shares of Common Stock
	8.	Shared Voting Power 2,441,009 Shares of Common Stock
	9.	Sole Dispositive Power 0 Shares of Common Stock
	10.	Shared Dispositive Power 2,441,009 Shares of Common Stock

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11. Aggregate Amount Beneficially Owned by Each Reporting Person
2,441,009 Shares of Common Stock
12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) []
13. Percent of Class Represented by Amount in Row (11)
8.6%
14. Type of Reporting Person (See Instructions)
IN

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1. Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only)
Ann H. Lamont
2. Check the Appropriate Box if a Member of a Group (See Instructions)
(a) []
(b) [X]
3. SEC Use Only
4. Source of Funds

WC
5. Check Box is Disclosure of Legal Proceedings is Required

Pursuant to Items 2(d) or 2(e)

[]

- | | | | |
|---|--|--|---|
| 6. | Citizenship or Place of Organization
United States | 7. | Sole Voting Power
0 Shares of Common Stock |
| Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With | 8. | Shared Voting Power
2,441,009 Shares of Common Stock | |
| | 9. | Sole Dispositive Power
0 Shares of Common Stock | |
| | 10. | Shared Dispositive Power
2,441,009 Shares of Common Stock | |
| 11. | Aggregate Amount Beneficially Owned by Each Reporting Person
2,441,009 Shares of Common Stock | | |
| 12. | Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) [] | | |
| 13. | Percent of Class Represented by Amount in Row (11)
8.6% | | |
| 14. | Type of Reporting Person (See Instructions)
IN | | |

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1. Names of Reporting Persons. I.R.S. Identification Nos. of above persons
(entities only)
Warren B. Riley
2. Check the Appropriate Box if a Member of a Group (See Instructions)
(a)
(b)
3. SEC Use Only
4. Source of Funds

WC
5. Check Box if Disclosure of Legal Proceedings is Required

Pursuant to Items 2(d) or 2(e)

6. Citizenship or Place of Organization
United States

7. Sole Voting Power
0 Shares of Common Stock

Number of Shares Beneficially Owned by Each Reporting Person With	Net cash provided by financing activities	2,711	-	2,711
	Effect of exchange rate on cash and cash equivalents	41		41
	Net decrease in cash and cash equivalents	(553)	-	(553)
Cash and cash equivalents at beginning of period	996			996
Cash and cash equivalents at end of period	\$ 443	\$	-	\$443

“Note 16 Subsequent Events” in the June 30, 2017 10-Q the following additional disclosures will be added.

On July 7, 2017, the Company entered into an asset purchase agreement to acquire the intellectual property of Coolisys.com, consisting of the common law rights associated with the trademarks and name as well as the domain name and content of www.Coolisys.com. The aggregate purchase price of \$81 was comprised of 50,000 shares of common stock, valued at \$31 based on the closing price of the Common Stock on the date of the acquisition, and \$50.

On July 14, 2017, as a result of a notice that Microphase received from Gerber identifying several events of default under the terms of the Revolving Credit Facility, Microphase and Gerber entered into a Forbearance Agreement (See Note 8). The events of default were primarily related to (i) the change in control that occurred on June 2, 2017, when Digital Power acquired a majority interest in Microphase, and (ii) borrowings under the Revolving Credit Facility exceeding the collateral borrowing base. The Forbearance agreement accelerated the repayment of \$250, that was secured by eligible inventories and equipment, by an amount of \$20 per week until such borrowings were repaid and required the Company to provide a corporate guarantee for amounts advanced under the Revolving Credit Facility, which guarantee was provided on July 20, 2017.

Between July 6, 2017 and August 21, 2017, Milton C. Ault, III, the Company’s Executive Chairman, personally guaranteed the repayment of (i) \$1,091 to TVT Capital, (ii) \$400 from the sale of the Convertible Note and (iii) \$880 from the sale of the Convertible Notes. These personal guarantees were necessary to facilitate the consummation of these financing transactions. Mr. Ault’s payment obligations would be triggered if the Company failed to perform under these financing obligations. Our board of directors has agreed to compensate Mr. Ault for his personal guarantees. The amount of annual compensation for each of these guarantees, which will be in the form of non-cash compensation, is 2% of the amount of the obligation.

Due to the restatement described above, the Company's management and Audit Committee reevaluated Part I, Item 4 ("Controls and Procedures") in the previously filed June 30, 2017 Form 10-Q and have now concluded that the Company’s disclosure controls and procedures and internal control over financial reporting were not effective as of that date. The Board has been actively engaged in developing a remediation plan to address the identified ineffective controls that existed as of June 30, 2017. Implementation of the remediation plan is in process and consists of, among other things, redesigning the procedures to enhance the identification, capture, review, approval and recording of contract terms and required disclosures.

Item 9.01 Financial Statements and Exhibits

(d) Exhibits

7.1 Letter from Marcum, LLP regarding non-reliance on a previously completed interim review.

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.

DIGITAL POWER
CORPORATION

Date: November 14, 2017 By: /s/ Amos Kohn
Amos Kohn,
Chief Executive Officer
(Duly Authorized Officer)
