
**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) August 20, 2014

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))
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Item 5.02. Departure of Directors or Principal Officers; Election of Directors; Appointment of Principal Officers.

(b) Departure of Directors

On August 20, 2014, Raheel Zia resigned as a member of the Board of Directors of Benefitfocus, Inc. (the “Company”).

(d) Election of Directors

On August 20, 2014, the Company’s Board of Directors (the “Board”) appointed Douglas A. Dennerline as a Class III director, to hold office until the Company’s 2016 Annual Meeting of Stockholders or until his successor is duly elected and qualified.

The Nominating and Corporate Governance Committee of the Board conducted the search for director candidates. It has not formulated any specific minimum qualifications for director candidates, but has determined certain desirable characteristics including strength of character, mature judgment, career specialization, relevant technical skills and independence. The Nominating and Corporate Governance Committee also considers diversity to be an additional desirable characteristic in potential nominees. After reviewing several director candidates, the Nominating and Corporate Governance Committee recommended Mr. Dennerline for appointment to the Board. Mr. Dennerline was also appointed to serve on the Audit Committee of the Board, along with Francis J. Pelzer V (Chair) and Stephen M. Swad. There are no related party transactions with respect to Mr. Dennerline and the Company, and the Company believes that Mr. Dennerline satisfies the independence requirements of Rule 5605(a)(2) of the NASDAQ Stock Market listing rules and Rule 10A-3 under the Securities Exchange Act.

On August 20, 2014, Mr. Dennerline entered into an Independent Director Compensation Agreement in substantially the form filed by the Company with the Securities and Exchange Commission as Exhibit 10.21 to its Form 8-K on June 23, 2014.

Mr. Dennerline is currently Chief Executive Officer of Alfresco Software, Inc. and was previously President and a director of SuccessFactors, Inc. Prior to joining SuccessFactors, Mr. Dennerline was Executive Vice President of Sales, Americas and EMEA for Salesforce.com, Inc. Mr. Dennerline holds a B.S. in Business Administration from Arizona State University.

A copy of the press release regarding the matters described above is attached hereto as Exhibit 99.1.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press release dated August 20, 2014.

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: August 20, 2014

/s/ Milton A. Alpern

Milton A. Alpern, Chief Financial Officer

FOR IMMEDIATE RELEASE

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Benefitfocus Announces Board of Directors Changes
Adds Another Independent Director to Audit Committee

Charleston, S.C. – AUGUST 20, 2014 – Benefitfocus, Inc. (NASDAQ: BNFT), a leading provider of cloud-based benefits software solutions, today announced the appointment of independent director Douglas Dennerline to its Board of Directors.

Doug is currently Chief Executive Officer of Alfresco Software, Inc., an open source content management company with over 7 million users globally. Prior to joining Alfresco, Doug served as President and a director of SuccessFactors, Inc., a multinational company that provides cloud-based human capital management software solutions. Previously, Doug was also Executive Vice President of Sales, Americas and EMEA for Salesforce.com, Inc., the world's largest provider of customer relationship management software. Doug holds a B.S. in Business Administration from Arizona State University.

“On behalf of our entire Board of Directors, we are extremely excited that Doug has joined our Board. With his significant technology background and experience leading and serving as a director of relevant companies, we look forward to his contributions to Benefitfocus,” said Mason Holland, Executive Chairman of the Board. In addition, Raheel Zia, of Goldman Sachs, resigned from the Board as he is moving on to other opportunities. “We also thank Raz Zia for his 7 years of service on the Benefitfocus Board. Raz played an important role in growing our Company and we wish him continued success,” said Mr. Holland.

Doug has also been appointed to serve on the Benefitfocus Board's Audit Committee, along with current independent directors Frank Pelzer (Chair) and Steve Swad, making the Committee fully independent for SEC and NASDAQ purposes within the transitional timeline permitted subsequent to the Company's IPO last fall.

About Benefitfocus

Benefitfocus, Inc. (NASDAQ: BNFT) is a leading provider of cloud-based benefits software solutions for consumers, employers, insurance carriers and brokers. Benefitfocus has served more than 23 million consumers on its platform that consists of an integrated portfolio of products and services enabling clients to more efficiently shop, enroll, manage and exchange benefits information. With a user-friendly interface and consumer-centric design, the Benefitfocus Platform provides one place for consumers to access all their benefits. Benefitfocus solutions support the administration of all types of benefits including core medical, dental and other voluntary benefits plans as well as wellness programs. For more information, visit www.benefitfocus.com.

Except for historical information, all of the statements, expectations, and assumptions contained in this press release are forward-looking statements. Actual results might differ materially from those explicit or implicit in the forward-looking statements. Important factors that could cause actual results to differ materially include: our ability to maintain our culture and recruit and retain qualified personnel; reliance on key personnel; the need to innovate and provide useful products and services; changes in government regulations; the immature and volatile nature of the market for our products and services and other factors that could impact our anticipated growth; management of growth; fluctuations in our financial results; general economic risks; our ability to compete effectively; privacy, security and other

risks associated with our business; and the other risk factors set forth from time to time in our SEC filings, copies of which are available free of charge within the Investor Relations section of the Benefitfocus website at <http://investor.benefitfocus.com/sec.cfm> or upon request from our investor relations department. Benefitfocus assumes no obligation and does not intend to update these forward-looking statements, except as required by law.

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