

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

FORM S-1
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

Benefitfocus, Inc.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

7372
(Primary Standard Industrial
Classification Code Number)

46-2346314
(I.R.S. Employer
Identification Number)

**100 Benefitfocus Way
Charleston, SC 29492
(843) 849-7476**

(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

**Paris Cavic, Esq.
General Counsel
100 Benefitfocus Way
Charleston, SC 29492
(843) 849-7476**

(Name, address, including zip code, and telephone number, including area code, of agent for service)

Copies to:

**Donald R. Reynolds, Esq.
S. Halle Vakani, Esq.
David P. Creekman, Esq.
Wyrick Robbins Yates & Ponton LLP
4101 Lake Boone Trail, Suite 300
Raleigh, NC 27607
(919) 781-4000**

**Christopher J. Austin, Esq.
Goodwin Procter LLP
Exchange Place
53 State Street
Boston, MA 02109
(617) 570-1000**

Approximate date of commencement of proposed sale to the public: As soon as practicable after the effective date of this registration statement.

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933 check the following box.

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. File (No. 333-190610)

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer", "accelerated filer", and "smaller reporting company" in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer Accelerated filer Non-accelerated filer Smaller reporting company
(Do not check if a smaller reporting company)

CALCULATION OF REGISTRATION FEE

Title of Each Class of Security to be Registered	Amount to be Registered(1)	Proposed Maximum Offering Price Per Share(2)	Proposed Maximum Aggregate Offering Price(1)(2)	Amount of Registration Fee
Common Stock, par value \$0.001 per share	500,250	\$26.50	\$13,256,625	\$1809

- (1) Represents only the additional number of shares being registered. Includes 65,250 shares the underwriters have the option to purchase. Does not include the securities that the registrant previously registered on the Registration Statement on Form S-1 (File No. 333-190610).
- (2) Calculated in accordance with Rule 457(a) under the Securities Act, as amended. Based on the public offering price per share of \$26.50, the price to the public set forth on the cover page of the Registrant's Prospectus dated September 17, 2013 relating to its initial public offering pursuant to the Registrant's Registration Statement on Form S-1 (File No. 333-190610).

This Registration Statement shall become effective upon filing in accordance with Rule 462(b) under the Securities Act of 1933, as amended.

EXPLANATORY NOTE AND INCORPORATION OF CERTAIN INFORMATION BY REFERENCE

This Registration Statement is being filed with the United States Securities and Exchange Commission (the "Commission") pursuant to Rule 462(b) of the Securities Act of 1933, as amended. This Registration Statement relates to the public offering of common stock of the Registrant contemplated by the Registration Statement on Form S-1 (File No. 333-190610), declared effective by the Commission on September 17, 2013 (the "Prior Registration Statement"), and is being filed for the sole purpose of registering 500,250 additional securities of the same class as were included in the Prior Registration Statement. The contents of the Prior Registration Statement, including exhibits thereto, are hereby incorporated by reference.

CERTIFICATION

The Registrant hereby certifies to the Commission that (i) it has instructed its bank to transmit to the Commission the filing fee set forth on the cover page of this Registration Statement by a wire transfer of such amount to the Commission's account as soon as practicable (but no later than the close of business on September 18, 2013), (ii) it will not revoke such instructions, (iii) it has sufficient funds in the relevant account to cover the amount of such filing fee, and (iv) it will confirm receipt of such instructions by its bank during regular business hours on September 18, 2013.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized in Charleston, South Carolina on September 17, 2013.

Benefitfocus, Inc.

By: /s/ Shawn A. Jenkins
Shawn A. Jenkins,
President and Chief Executive Officer

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities and on the dates indicated.

SIGNATURE	TITLE	DATE
<u>*</u> Mason R. Holland, Jr.	Chairman of the Board of Directors	September 17, 2013
<u>/s/ Shawn A. Jenkins</u> Shawn A. Jenkins	President and Chief Executive Officer (principal executive officer) and Director	September 17, 2013
<u>/s/ Milton A. Alpern</u> Milton A. Alpern	Chief Financial Officer (principal financial and accounting officer)	September 17, 2013
<u>*</u> Joseph P. DiSabato	Director	September 17, 2013
<u>*</u> Ann H. Lamont	Director	September 17, 2013
<u>*</u> Francis J. Pelzer V	Director	September 17, 2013
<u>*</u> Raheel Zia	Director	September 17, 2013
<u>*By: /s/ Paris Cavic</u> Paris Cavic, as Attorney-in-Fact		September 17, 2013

EXHIBIT INDEX

Exhibit Number	Description of Document
5.1	Opinion of Wyrick Robbins Yates & Ponton LLP.
23.1	Consent of Ernst and Young LLP.
23.2	Consent of Wyrick Robbins Yates & Ponton LLP (included as part of Exhibit 5.1).
24.1	Power of Attorney.*

* Previously filed in connection with Registrant's Registration Statement on Form S-1 (File No. 333-190610).

Wyrick Robbins Yates & Ponton LLP
4101 Lake Boone Trail, Suite 300
Raleigh, North Carolina 27607

September 17, 2013

Benefitfocus, Inc.
100 Benefitfocus Way
Charleston, SC 29492

**Re: Registrations Statement on Form S-1
Filed pursuant to Rule 462(b) under the Securities Act of 1933, as amended**

Ladies and Gentlemen:

At your request, we have examined the Registration Statement on Form S-1 (the "Registration Statement") of Benefitfocus, Inc., a Delaware corporation (the "Company"), filed with the United States Securities and Exchange Commission (the "Commission") on September 17, 2013 pursuant to Rule 462(b) under the Securities Act of 1933, as amended (the "Securities Act"), relating to the registration under the Securities Act of an additional 500,250 shares (the "Additional Shares") of the Company's common stock, \$0.001 par value per share, that will be sold by the selling stockholder's of the Company (the "Selling Stockholders") (which includes shares purchasable by the underwriters upon exercise of an over-allotment option granted to the underwriters by the Company). An aggregate of 5,175,000 shares of the Company's common stock was registered pursuant to the Company's Registration Statement on Form S-1 (File No. 333-190610), which was declared effective by the Commission on September 17, 2013. The Additional Shares are to be sold to the underwriters named in the Registration Statement for resale to the public.

This opinion is being furnished in accordance with the requirements of Item 16 of Form S-1 and Item 601(b)(5)(i) of Regulation S-K.

In connection with the foregoing, we have relied upon, among other things, our examination of such documents, records of the Company and certificates of its officers and public officials as we deemed necessary for purposes of the opinion expressed below. In our examination of documents for purposes of this opinion, we have assumed, and express no opinion as to, the authenticity and completeness of all documents submitted to us as originals, the conformity to originals and completeness of all documents submitted to us as copies, the legal capacity of all persons or entities executing the same, the lack of any undisclosed termination, modification, waiver or amendment to any document reviewed by us, and the due authorization, execution and delivery of all documents by the stockholders where due authorization, execution and delivery are prerequisites to the effectiveness thereof.

Some of the Additional Shares will be uncertificated as of the closing of the offering described in the Registration Statement and the Prospectus included or incorporated by reference therein. We assume that issued Additional Shares will not be reissued by the Company in uncertificated form until any previously issued stock certificate representing any such issued Additional Shares has been surrendered to the Company in accordance with Section 158 of the Delaware General Corporation Law.

We render this opinion only with respect to, and express no opinion herein concerning the application or effect of the laws of any jurisdiction other than the existing Delaware General Corporation Law and reported judicial decisions relating thereto.

In connection with our opinion expressed below, we have assumed that, at or prior to the time of the issuance, if not already outstanding, and the delivery of any Additional Shares, the Registration Statement will have been declared effective under the Act, and the Additional Shares will have been registered under the Act pursuant to the Registration Statement and that such registration will not have been modified or rescinded, that no stop order suspending the effectiveness of the Registration Statement or any post-effective amendment thereto shall have been issued in connection with the Registration Statement, and that there will not have occurred any change in law affecting the validity of the issuance of the Additional Shares.

In accordance with Section 95 of the American Law Institute's Restatement (Third) of the Law Governing Lawyers (2000), this opinion letter is to be interpreted in accordance with customary practices of lawyers rendering opinions to third parties in connection with the filing of a registration statement with the Commission of the type described herein.

Based upon the foregoing, it is our opinion that the Additional Shares to be sold by the Selling Stockholders pursuant to the Registration Statement and the Prospectus included or incorporated by reference therein are validly issued, fully paid and nonassessable.

We hereby consent to the filing of this opinion with the Commission as Exhibit 5.1 to the Registration Statement and reference to our firm under the heading "Legal Matters" in the Prospectus included or incorporated by reference therein. In giving this consent, we do not admit that we are within the category of persons whose consent is required by Section 7 of the Act or the rules and regulations promulgated thereunder by the Commission.

This opinion is intended solely for use in connection with issuance and sale of the Additional Shares subject to the Registration Statement and is not to be relied upon for any other purpose. This opinion is rendered as of the date first written above and based solely on our understanding of facts in existence as of such date after the aforementioned examination. We assume no obligation to advise you of any fact, circumstance, event or change in the law or the facts that may hereafter be brought to our attention whether or not such occurrence would affect or modify any of the opinions expressed herein.

Very truly yours,

/s/ Wyrick Robbins Yates & Ponton LLP

Consent of Independent Registered Public Accounting Firm

We consent to the incorporation by reference in the Registration Statement on Form S-1 of Benefitfocus, Inc. for the registration of 500,250 shares of its common stock of the reference to our firm under the caption "Experts" and our report dated May 6, 2013 (except Note 1, as to which the date is September 13, 2013), with respect to the consolidated financial statements and schedule of Benefitfocus, Inc., included in Amendment No. 2 to the Registration Statement (Form S-1 No. 333-190610) and related Prospectus of Benefitfocus, Inc. for the registration of 5,175,000 shares of its common stock.

/s/ Ernst & Young LLP

Raleigh, North Carolina
September 16, 2013