

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

**FORM 10-Q**

(Mark One)

**QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the quarterly period ended June 30, 2019

or

**TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the transition period from \_\_\_\_\_ to \_\_\_\_\_ .

Commission File Number: 001-36061

**Benefitfocus, Inc.**

(Exact name of registrant as specified in its charter)

**Delaware**

(State or other jurisdiction of  
incorporation or organization)

**46-2346314**

(I.R.S. Employer  
Identification No.)

**100 Benefitfocus Way**

**Charleston, South Carolina 29492**

(Address of principal executive offices and zip code)

**(843) 849-7476**

(Registrant's telephone number, including area code)

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock, \$0.001 Par Value	BNFT	Nasdaq Global Market

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes  No

Indicate by check mark whether the registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit such files). Yes  No

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

- Large accelerated filer                       Accelerated filer                       Non-accelerated filer  
 Smaller reporting company                       Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes  No

As of August 5, 2019, there were approximately 32,696,997 shares of the registrant's common stock outstanding.

**Benefitfocus, Inc.**

**Form 10-Q**

**For the Quarterly Period Ended June 30, 2019**

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**PART I. FINANCIAL INFORMATION**  
**ITEM 1. FINANCIAL STATEMENTS**

**Benefitfocus, Inc.**  
**Unaudited Consolidated Balance Sheets**  
*(in thousands, except share and per share data)*

	As of June 30, 2019	As of December 31, 2018
<b>Assets</b>		
Current assets:		
Cash and cash equivalents	\$ 138,389	\$ 190,928
Accounts receivable, net	32,395	21,077
Contract, prepaid and other current assets	17,070	16,667
Total current assets	187,854	228,672
Property and equipment, net	28,803	69,965
Financing lease right-of-use assets	78,856	-
Operating lease right-of-use assets	2,020	-
Intangible assets, net	13,804	-
Goodwill	12,857	1,634
Deferred contract costs and other non-current assets	11,044	13,668
Total assets	<u>\$ 335,238</u>	<u>\$ 313,939</u>
<b>Liabilities and stockholders' deficit</b>		
Current liabilities:		
Accounts payable	\$ 6,623	\$ 8,687
Accrued expenses	9,217	11,461
Accrued compensation and benefits	15,358	17,269
Deferred revenue, current portion	36,937	36,540
Lease liabilities and financing obligations, current portion	6,245	4,486
Total current liabilities	74,380	78,443
Deferred revenue, net of current portion	9,613	9,323
Convertible senior notes	182,234	176,692
Lease liabilities and financing obligations, net current portion	87,952	57,116
Other non-current liabilities	138	2,575
Total liabilities	354,317	324,149
Commitments and contingencies		
Stockholders' deficit:		
Preferred stock, par value \$0.001, 5,000,000 shares authorized, no shares issued and outstanding at June 30, 2019 and December 31, 2018	-	-
Common stock, par value \$0.001, 50,000,000 shares authorized, 32,642,706 and 32,017,773 shares issued and outstanding at June 30, 2019 and December 31, 2018, respectively	33	32
Additional paid-in capital	416,221	403,631
Accumulated deficit	(435,333)	(413,873)
Total stockholders' deficit	(19,079)	(10,210)
Total liabilities and stockholders' deficit	<u>\$ 335,238</u>	<u>\$ 313,939</u>

The accompanying notes are an integral part of the Unaudited Consolidated Financial Statements.

**Benefitfocus, Inc.**  
**Unaudited Consolidated Statements of Operations and Comprehensive Loss**  
*(in thousands, except share and per share data)*

	Three Months Ended June 30,		Six Months Ended June 30,	
	2019	2018	2019	2018
Revenue	\$ 68,579	\$ 60,581	\$ 136,878	\$ 122,944
Cost of revenue	32,802	30,721	65,654	62,124
Gross profit	35,777	29,860	71,224	60,820
Operating expenses:				
Sales and marketing	19,318	18,400	38,937	38,317
Research and development	14,461	12,128	27,551	24,151
General and administrative	11,785	10,387	23,581	20,080
Total operating expenses	45,564	40,915	90,069	82,548
Loss from operations	(9,787)	(11,055)	(18,845)	(21,728)
Other income (expense):				
Interest income	762	68	1,422	126
Interest expense	(5,837)	(1,415)	(11,651)	(2,732)
Interest expense on building lease financing obligations	-	(1,867)	-	(3,733)
Other (expense) income	(73)	13	(64)	13
Total other expense, net	(5,148)	(3,201)	(10,293)	(6,326)
Loss before income taxes	(14,935)	(14,256)	(29,138)	(28,054)
Income tax expense	3	5	9	9
Net loss	\$ (14,938)	\$ (14,261)	\$ (29,147)	\$ (28,063)
Comprehensive loss	\$ (14,938)	\$ (14,261)	\$ (29,147)	\$ (28,063)
Net loss per common share:				
Basic and diluted	\$ (0.46)	\$ (0.45)	\$ (0.90)	\$ (0.89)
Weighted-average common shares outstanding:				
Basic and diluted	32,613,718	31,806,972	32,336,864	31,571,468

The accompanying notes are an integral part of the Unaudited Consolidated Financial Statements.

**Benefitfocus, Inc.**  
**Unaudited Consolidated Statements of Changes in Stockholders' Deficit**  
*(in thousands, except share and per share data)*

	Common Stock, \$0.001 Par Value		Additional Paid-in Capital	Accumulated Deficit	Total Stockholders' Deficit
	Shares	Par Value			
Balance, December 31, 2018	32,017,773	\$ 32	\$ 403,631	\$ (413,873)	\$ (10,210)
Cumulative effect adjustment from adoption of lease standard	–	–	–	7,687	7,687
Exercise of stock options	18,600	–	89	–	89
Issuance of common stock upon vesting of restricted stock units	34,255	–	–	–	–
Stock-based compensation expense	–	–	6,253	–	6,253
Net loss	–	–	–	(14,209)	(14,209)
Balance, March 31, 2019	32,070,628	\$ 32	\$ 409,973	\$ (420,395)	\$ (10,390)
Exercise of stock options	6,200	–	45	–	45
Issuance of common stock upon vesting of restricted stock units	565,878	1	–	–	1
Stock-based compensation expense	–	–	6,203	–	6,203
Net loss	–	–	–	(14,938)	(14,938)
Balance, June 30, 2019	32,642,706	\$ 33	\$ 416,221	\$ (435,333)	\$ (19,079)

  

	Common Stock, \$0.001 Par Value		Additional Paid-in Capital	Accumulated Deficit	Total Stockholders' Deficit
	Shares	Par Value			
Balance, December 31, 2017	31,307,989	\$ 31	\$ 352,496	\$ (361,246)	\$ (8,719)
Exercise of stock options	9,250	–	42	–	42
Issuance of common stock upon vesting of restricted stock units	15,208	–	–	–	–
Issuance of common stock under Employee Stock Purchase Plan, or ESPP	7,022	–	180	–	180
Stock-based compensation expense	–	–	4,325	–	4,325
Net loss	–	–	–	(13,802)	(13,802)
Balance, March 31, 2018	31,339,469	\$ 31	\$ 357,043	\$ (375,048)	\$ (17,974)
Exercise of stock options	4,578	–	48	–	48
Issuance of common stock upon vesting of restricted stock units	481,950	1	–	–	1
Stock-based compensation expense	–	–	4,674	–	4,674
Net loss	–	–	–	(14,261)	(14,261)
Balance, June 30, 2018	31,825,997	\$ 32	\$ 361,765	\$ (389,309)	\$ (27,512)

The accompanying notes are an integral part of the Unaudited Consolidated Financial Statements.

**Benefitfocus, Inc.**  
**Unaudited Consolidated Statements of Cash Flows**  
*(in thousands)*

	Six Months Ended June 30,	
	2019	2018
<b>Cash flows from operating activities</b>		
Net loss	\$ (29,147)	\$ (28,063)
Adjustments to reconcile net loss to net cash and cash equivalents used in operating activities:		
Depreciation and amortization	10,949	7,957
Stock-based compensation expense	10,086	8,999
Accretion of interest on convertible senior notes	5,541	—
Interest accrual on financing obligations (prior to adoption of ASC 842)	—	3,758
Rent expense in excess of payments	3	—
Provision for doubtful accounts	265	364
Changes in operating assets and liabilities:		
Accounts receivable, net	(10,671)	2,956
Contract, prepaid and other current assets	(476)	2,182
Deferred costs and other non-current assets	2,851	2,003
Accounts payable and accrued expenses	(4,085)	(1,110)
Accrued compensation and benefits	273	458
Deferred revenue	(6,004)	(4,059)
Other non-current liabilities	(46)	(218)
Net cash and cash equivalents used in operating activities	(20,461)	(4,773)
<b>Cash flows from investing activities</b>		
Business combination, net of cash acquired	(20,914)	—
Purchases of property and equipment	(7,401)	(3,561)
Net cash and cash equivalents used in investing activities	(28,315)	(3,561)
<b>Cash flows from financing activities</b>		
Draws on revolving line of credit	—	59,000
Payments on revolving line of credit	—	(48,000)
Payments of debt issuance costs	(357)	—
Proceeds from exercises of stock options and ESPP	134	270
Payments on capital lease and financing obligations	(841)	(4,979)
Payments of principal on financing lease obligations	(2,699)	—
Net cash and cash equivalents (used in) provided by financing activities	(3,763)	6,291
<b>Net decrease in cash and cash equivalents</b>	(52,539)	(2,043)
Cash and cash equivalents, beginning of period	190,928	55,335
<b>Cash and cash equivalents, end of period</b>	<u>\$ 138,389</u>	<u>\$ 53,292</u>
<b>Supplemental disclosure of non-cash investing and financing activities</b>		
Property and equipment purchases in accounts payable and accrued expenses	\$ 437	\$ 272
Property and equipment purchased with financing and capital lease obligations	\$ —	\$ 3,085
Post contract support purchased with financing obligations	\$ —	\$ 275

The accompanying notes are an integral part of the Unaudited Consolidated Financial Statements.

**BENEFITFOCUS, INC.**  
**NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS**  
(in thousands, except share and per share data)

**1. Organization and Description of Business**

Benefitfocus, Inc. (the "Company") provides a leading cloud-based benefits management platform for consumers, employers, insurance carriers and brokers under a software-as-a-service ("SaaS") model. The financial statements of the Company include the financial position and operations of its wholly owned subsidiaries, Benefitfocus.com, Inc. and BenefitStore, Inc.

**2. Summary of Significant Accounting Policies**

***Principles of Consolidation***

These consolidated financial statements have been prepared in accordance with U.S. generally accepted accounting principles ("GAAP"). The consolidated financial statements include the accounts of the Company and its wholly owned subsidiaries. All intercompany accounts and transactions have been eliminated in consolidation. The Company is not the primary beneficiary of, nor does it have a controlling financial interest in, any variable interest entity. Accordingly, the Company has not consolidated any variable interest entity.

***Interim Unaudited Consolidated Financial Information***

The accompanying unaudited consolidated financial statements and footnotes have been prepared in accordance with GAAP as contained in the Financial Accounting Standards Board ("FASB") Accounting Standards Codification (the "Codification" or "ASC") for interim financial information, and with Article 10 of Regulation S-X. Accordingly, they do not include all of the information and footnotes required by GAAP for complete financial statements. In the opinion of management, the interim financial information includes all adjustments of a normal recurring nature necessary for a fair presentation of the results of operations, financial position, changes in stockholders' deficit and cash flows. The results of operations for the three- and six-month periods ended June 30, 2019 are not necessarily indicative of the results for the full year or for any other future period. These unaudited consolidated financial statements should be read in conjunction with the audited financial statements and related footnotes for the year ended December 31, 2018 included in the Company's Annual Report on Form 10-K.

***Use of Estimates***

The preparation of financial statements in conformity with GAAP requires the Company to make estimates and assumptions that affect the reported amounts in the consolidated financial statements and accompanying notes. Such estimates include allowances for doubtful accounts and returns, valuations of deferred income taxes, long-lived assets, capitalizable software development costs and the related amortization, incremental borrowing rate used in lease accounting, the determination of the useful lives of assets and the impairment assessment of goodwill as well as the estimates disclosed in association with revenue recognition. Determination of these transactions and account balances are based on, among other things, the Company's estimates and judgments. These estimates are based on the Company's knowledge of current events and actions it may undertake in the future as well as on various other assumptions that it believes to be reasonable. Actual results could differ materially from these estimates.

On January 1, 2019, the Company implemented a self-insured health benefits plan, which provides medical benefits to employees electing coverage under the plan. The Company maintains a reserve for incurred but not reported medical claims and claim development. The reserve is an estimate based on historical experience, current claims and actuarial data. The Company will adjust its self-insured medical benefits reserve as its loss experience changes due to medical inflation, changes in the number of plan participants and demographic composition of its employee base.

***Revenue and Deferred Revenue***

The Company derives its revenues primarily from fees for software services and professional services sold to employers and insurance carriers. Revenues are recognized when control of these services is transferred to customers, in an amount that reflects the consideration the Company expects to be entitled to in exchange for those services. Taxes collected from customers relating to services and remitted to governmental authorities are excluded from revenues.

The Company determines revenue recognition through the following steps:

- Identification of each contract with a customer;
- Identification of the performance obligations in the contract;
- Determination of the transaction price;
- Allocation of the transaction price to the performance obligations in the contract; and
- Recognition of revenue when, or as, performance obligations are satisfied.

***Software Services Revenues***

Software services revenues primarily consist of monthly subscription fees paid to the Company by its employer and insurance carrier customers for access to, and usage of, cloud-based benefits software solutions for a specified contract term. Fees are generally charged based on the number of employees or subscribers with access to the solution. Software services revenue also includes certain other revenue which is generated from the value of policies or products enrolled in through the Company's marketplace.

Software services revenues are generally recognized on a ratable basis over the contract term beginning on the date the software services are made available to the customer. The Company's software service contracts are generally three years. Revenue from insurance broker commissions and supplier transactions is recognized at a point in time when the orders for the policies are received and transferred to the insurance carrier or supplier, and is reduced by estimates for risks from collectability, policy cancellation and termination.

#### *Professional Services Revenues*

Professional services revenues primarily consist of fees related to the implementation of software products purchased by customers. Professional services typically include discovery, configuration and deployment, integration, testing, and training. Fees from consulting services, support services and training are also included in professional services revenue.

Revenue from implementation services with insurance carrier customers are generally recognized over the contract term of the associated software services contract, including any extension periods representing a material right. In certain arrangements, the Company utilizes estimates of hours as a measure of progress to determine revenue.

Revenues from implementation services with employer customers are generally recognized as those services are performed.

Revenues from support and training fees are recognized over the service period.

#### *Contracts with Multiple Performance Obligations*

Certain of the Company's contracts with customers contain multiple performance obligations. For these contracts, the individual performance obligations are accounted for separately if they are distinct. The Company allocates the transaction price to the separate performance obligations based on their relative standalone selling prices. The Company determines the standalone selling prices based on its overall pricing objectives, taking into consideration market conditions and other factors, including the value of its contracts, the software services sold, customer size and complexity, and the number and types of users under the contracts.

#### **Contract Costs**

The Company capitalizes costs to obtain contracts that are considered incremental and recoverable, such as sales commissions. Payments of sales commissions generally include multiple payments. The Company capitalizes only those payments made within an insignificant time from the contract inception, typically three months or less. Subsequent payments are expensed as incurred. The capitalized costs are amortized to sales and marketing expense over the estimated period of benefit of the asset, which is generally four to five years. The Company expenses the costs to obtain a contract when the amortization period is less than one year. The balance of deferred costs related to obtaining contracts included in deferred contract costs and other non-current assets was \$6,492 and \$7,506 as of June 30, 2019 and December 31, 2018, respectively. Sales and marketing expense includes \$870 and \$1,059 of amortization for the three months ended June 30, 2019 and 2018, respectively, and \$1,917 and \$2,161 of amortization for the six months ended June 30, 2019 and 2018, respectively.

The Company capitalizes contract fulfillment costs directly associated with customer contracts that are not related to satisfying performance obligations. The costs are amortized to cost of revenue expense over the estimated period of benefit, which is generally five years. The balance of deferred fulfillment costs included in deferred contract costs and other non-current assets was \$4,034 and \$5,235 as of June 30, 2019 and December 31, 2018, respectively. Cost of revenue expense includes \$802 and \$884 of amortization for the three months ended June 30, 2019 and 2018, respectively, and \$1,604 and \$1,779 for the six months ended June 30, 2019 and 2018, respectively.

#### **Concentrations of Credit Risk**

The Company's financial instruments that are exposed to concentrations of credit risk consist primarily of cash equivalents and accounts receivable. All of the Company's cash and cash equivalents are held at financial institutions that management believes to be of high credit quality. The bank deposits of the Company might, at times, exceed federally insured limits and are generally uninsured and uncollateralized. The Company has not experienced any losses on cash and cash equivalents to date.

To manage accounts receivable risk, the Company evaluates the creditworthiness of its customers and maintains an allowance for doubtful accounts. Accounts receivable are unsecured and derived from revenue earned from customers located in the United States. Revenue from one customer was approximately 16% and 14% of the total revenue in the three- and six-month periods ended June 30, 2018, respectively. No customer exceeded 10% of total revenue in the three- and six-month periods ended June 30, 2019.

#### **Accounts Receivable and Allowance for Doubtful Accounts and Returns**

Accounts receivable are stated at realizable value, net of allowances for doubtful accounts and returns. The Company utilizes the allowance method to provide for doubtful accounts based on management's evaluation of the collectability of amounts due, and other relevant factors. Bad debt expense is recorded in general and administrative expense in the consolidated statements of operations and



comprehensive loss. The Company's estimate is based on historical collection experience and a review of the current status of accounts receivable. Historically, actual write-offs for uncollectible accounts have not significantly differed from the Company's estimates. The Company removes recorded receivables and the associated allowances when they are deemed permanently uncollectible. However, higher than expected bad debts may result in future write-offs that are greater than the Company's estimates. The allowance for doubtful accounts was \$338 and \$392 as of June 30, 2019 and December 31, 2018, respectively.

The allowances for returns are accounted for as reductions of revenue and are estimated based on the Company's periodic assessment of historical experience and trends. The Company considers factors such as the time lag since the initiation of revenue recognition, historical reasons for adjustments, new customer volume, delivery issues or delays, and past due customer billings. The allowance for returns was \$2,855 and \$3,191 as of June 30, 2019 and December 31, 2018, respectively.

#### **Capitalized Software Development Costs**

The Company capitalizes certain costs related to its software developed or obtained for internal use. Costs related to preliminary project activities and post-implementation activities are expensed as incurred. Internal and external costs incurred during the application development stage, including upgrades and enhancements representing modifications that will result in significant additional functionality, are capitalized. Software maintenance and training costs are expensed as incurred. Capitalized costs are recorded as part of property and equipment and are amortized on a straight-line basis to cost of revenue over the software's estimated useful life, which is three years. The Company evaluates these assets for impairment whenever events or changes in circumstances occur that could impact the recoverability of these assets.

In the three months ended June 30, 2019 and 2018, the Company capitalized software development costs of \$2,620 and \$1,319, respectively, and amortized capitalized software development costs of \$1,319 and \$964, respectively. In the six months ended June 30, 2019 and 2018, the Company capitalized software development costs of \$4,683 and \$2,599, respectively, and amortized capitalized software development costs of \$2,497 and \$1,853, respectively. The net book value of capitalized software development costs was \$11,992 and \$9,806 at June 30, 2019 and December 31, 2018, respectively.

#### **Leases (after adoption of ASC 842)**

The Company regularly enters into finance leases for property and equipment. The leasing arrangements for the Company's office space at its headquarters campus are classified as finance leases. The Company also leases office space under operating leases.

The Company determines if an arrangement is a lease at inception. Right of use, or ROU, assets represent the Company's right to use an underlying asset for the lease term. Lease liabilities represent an obligation to make lease payments arising from the lease. Leases with a term of 12 months or less are not included in the recognized ROU assets and lease liabilities for all classes of assets.

ROU assets and lease liabilities are recognized at the lease commencement date based on the present value of lease payments over the lease term. As the Company's operating leases do not provide an implicit interest rate, the Company uses its incremental borrowing rate based on information available at commencement date to determine the present value of lease payments. The ROU asset also consists of any prepaid lease payments, lease incentives, or initial direct costs. The lease terms used to calculate the ROU asset and related lease liability include options to extend or terminate the lease when it is reasonably certain that the Company will exercise that option.

Lease expense for operating leases is recognized on a straight-line basis over the lease term as an operating expense while the expense for finance leases is recognized as depreciation expense and interest expense. The Company has lease agreements which require payments for lease and non-lease components (e.g. common area maintenance and equipment maintenance) that are accounted for as a single lease component. Variable lease payment amounts that cannot be determined at the commencement of the lease, such as maintenance costs based on future obligations, are not included in the ROU assets or liabilities. These are expensed as incurred and recorded as variable lease expense.

#### **Comprehensive Loss**

The Company's net loss equals comprehensive loss for all periods presented.

#### **Recently Adopted Accounting Standards**

##### *Leases*

On January 1, 2019, the Company adopted Accounting Standards Update ("ASU") No. 2016-02, "Leases (Topic 842)," codified as ASC 842. The amendments in this update require lessees, among other things, to recognize lease assets and lease liabilities on the balance sheet for those leases classified as operating leases under previous authoritative guidance. ASC 842 introduces new disclosure requirements for leasing arrangements. The Company adopted this update using the modified transition method at the beginning of the period of adoption. Accordingly, the Company did not adjust prior period financial statements, and recognized a cumulative-effect adjustment to the opening balance of accumulated deficit in 2019 in the amount of \$7,687. The Company utilized the following additional significant policy elections:

- Elected the package of three transition practical expedients to not reassess:

- whether any expired or existing contracts are or contain a lease;
- the classification of any expired or existing leases; and
- the treatment of initial direct costs.
- Adopted a policy to not separate lease and associated nonlease components for all classes of assets. The Company applied this policy to all existing leases on transition as well as new leases going forward.
- Adopted a policy to not include leases with a term of 12 months or less in the recognized ROU assets and lease liabilities for all classes of assets.

The adoption of this standard had a significant impact on the Company's consolidated financial statements as follows:

- Net assets of \$21,019 and related financing obligations and other noncurrent liabilities of \$34,909 for existing build-to-suit lease arrangements were derecognized. These leases were transitioned to the new standard based on an analysis of the lease balances as of the transition date as if they had been leases under ASC 840. Based on this analysis, the land component of these leases was combined with the remainder of the lease obligations. Historically, these obligations were accounted for separately and recognized as part of facilities expense and allocated to cost of revenue and operating expenses. Amounts recognized included \$56,422 of net ROU assets, \$2,848 of net leasehold improvements, and \$63,952 of total finance lease liabilities. The net cumulative adjustment to accumulated deficit to derecognize and transition these leases was \$7,687.
- Finance lease liabilities and ROU assets of \$3,589 were recorded related to payment obligations for nonlease components (e.g. common area maintenance and equipment maintenance) associated with existing capital leases.
- Operating lease liabilities and ROU assets of \$1,169 were recorded related to existing operating lease obligations.

### **Accounting Standards Not Yet Adopted**

In August 2018, the FASB issued ASU 2018-13, "Fair Value Measurement (Topic 820): Disclosure Framework - Changes to the Disclosure Requirements for Fair Value Measurement." The ASU modifies the disclosure requirements required for fair value measurements. This ASU is effective for the Company for the interim and annual reporting periods starting January 1, 2020. Early adoption is permitted. The Company does not expect this guidance to have a material impact on its consolidated financial statements.

In June 2016, the FASB issued ASU No. 2016-13, "Financial Instruments – Credit Losses (Topic 326): Measurement of Credit Losses on Financial Instruments." The purpose of this ASU is to require a financial asset measured at amortized cost basis to be presented at the net amount expected to be collected. Credit losses relating to available-for-sale debt securities should be recorded through an allowance for credit losses. This ASU is effective for interim and annual reporting periods starting January 1, 2020. The Company is currently evaluating the impact of this guidance on its consolidated financial statements.

### **3. Net Loss Per Common Share**

Diluted loss per common share is the same as basic loss per common share for all periods presented because the effects of potentially dilutive items were anti-dilutive given the Company's net loss. The following common share equivalent securities have been excluded from the calculation of weighted average common shares outstanding because the effect is anti-dilutive for the periods presented:

	Three Months Ended June 30,		Six Months Ended June 30,	
	2019	2018	2019	2018
<b>Anti-Dilutive Common Share Equivalents</b>				
Restricted stock units	2,139,570	2,087,753	2,139,570	2,087,753
Stock options	208,447	249,327	208,447	249,327
Convertible senior notes	4,513,824	-	4,513,824	-
Employee Stock Purchase Plan	6,650	5,591	6,650	5,591
<b>Total anti-dilutive common share equivalents</b>	<b>6,868,491</b>	<b>2,342,671</b>	<b>6,868,491</b>	<b>2,342,671</b>

Basic and diluted net loss per common share is calculated as follows:

	Three Months Ended June 30,		Six Months Ended June 30,	
	2019	2018	2019	2018
Numerator:				
Net loss	\$ (14,938)	\$ (14,261)	\$ (29,147)	\$ (28,063)
Net loss attributable to common stockholders	\$ (14,938)	\$ (14,261)	\$ (29,147)	\$ (28,063)
Denominator:				
Weighted-average common shares outstanding, basic and diluted	32,613,718	31,806,972	32,336,864	31,571,468
Net loss per common share, basic and diluted	\$ (0.46)	\$ (0.45)	\$ (0.90)	\$ (0.89)

#### 4. Fair Value Measurement

The carrying amounts of certain of the Company's financial instruments, including cash and cash equivalents, net accounts receivable, accounts payable and other accrued liabilities, and accrued compensation and benefits, approximate fair value due to their short-term nature. The carrying value of the Company's financing obligations approximates fair value, considering the borrowing rates currently available to the Company with similar terms and credit risks.

The Company uses a three-tier fair value hierarchy to classify and disclose all assets and liabilities measured at fair value on a recurring basis, as well as assets and liabilities measured at fair value on a non-recurring basis, in periods subsequent to their initial measurement. The hierarchy requires the Company to use observable inputs when available, and to minimize the use of unobservable inputs when determining fair value. The three tiers are defined as follows:

- Level 1.** Quoted prices (unadjusted) in active markets for identical assets or liabilities.
- Level 2.** Other inputs that are directly or indirectly observable in the marketplace.
- Level 3.** Unobservable inputs for which there is little or no market data, which require the Company to develop its own assumptions.

#### Assets and Liabilities Measured at Fair Value on a Recurring Basis

The Company evaluates its financial assets and liabilities subject to fair value measurements on a recurring basis to determine the appropriate level to classify them for each reporting period. This determination requires significant judgments to be made.

The following tables present information about the Company's assets and liabilities that are measured at fair value on a recurring basis using the above categories, as of the periods presented.

Description	June 30, 2019			
	Level 1	Level 2	Level 3	Total
Cash Equivalents:				
Money market mutual funds (1)	\$ 132,277	\$ —	\$ —	\$ 132,277
Total assets	\$ 132,277	\$ —	\$ —	\$ 132,277
Description	December 31, 2018			
	Level 1	Level 2	Level 3	Total
Cash Equivalents:				
Money market mutual funds (1)	\$ 182,748	\$ —	\$ —	\$ 182,748
Total assets	\$ 182,748	\$ —	\$ —	\$ 182,748

- (1) Money market funds are classified as cash equivalents in the Company's unaudited consolidated balance sheets. As short-term, highly liquid investments readily convertible to known amounts of cash with remaining maturities of three months or less at the time of purchase, the Company's cash equivalent money market funds have carrying values that approximate fair value.

#### 5. Business Combination

On February 25, 2019, the Company purchased certain operating assets and liabilities, intellectual property and intangible assets, including the workforce in place, of the commercial business of Connecture, Inc., for \$20,915 (\$24,000 before working capital adjustments). This acquisition added technology to potentially strengthen the Company's platform, expand its customer reach, and enhance the value the Company delivers to its carrier customers.

The following table summarizes the fair value of the consideration paid and the amounts of the assets acquired and liabilities assumed recognized at the acquisition date:

<b><u>Consideration Transferred</u></b>	
Cash	\$ 19,915
Contingent consideration arrangement	1,000
Fair value of total consideration transferred	<u>\$ 20,915</u>
<b><u>Recognized Amounts of Identifiable Assets Acquired and Liabilities Assumed</u></b>	
Accounts receivable, net	\$ 913
Contract, prepaid and other current assets	611
Property and equipment, net	198
Operating lease right-of-use assets	1,107
Intangible assets, net	14,600
Deferred contract costs and other non-current assets	250
Accrued expenses	(2)
Accrued compensation and benefits	(186)
Deferred revenue, current portion	(6,692)
Operating lease ROU liabilities, current portion	(84)
Operating lease ROU liabilities, net of current portion	(1,023)
Total identifiable net assets	9,692
Goodwill	11,223
Total identifiable net assets and goodwill	<u>\$ 20,915</u>

The goodwill of \$11,223 arising from the acquisition consists largely of the value of the acquired organized workforce as well as economies of scale. During the three months ended June 30, 2019, goodwill increased \$553 from the Company's continued review of supporting records which resulted in the identification of additional deferred revenue and other changes in the fair value of assets purchased and liabilities assumed. The goodwill recognized is expected to be deductible for income tax purposes.

The identifiable intangible assets acquired have a weighted average amortization period of 6.5 years and include developed technology, customer relationships, and trade name. The Company did not acquire any contingent liabilities as part of the transaction.

The cash transferred includes \$1,000 in contingent consideration placed into a third-party escrow. These escrowed funds are released to Connecture as required contractual consents to the assignment of service arrangements are obtained from specified customers. The undiscounted consideration distributable to Connecture under this arrangement ranges from \$0 to \$1,000. As customer consents are obtained, the amount of the undiscounted consideration associated with the customer is transferred to Connecture. For any specified service contracts that, at the end of one year, are continuing to be honored by the customer, whether or not affirmative consent has been received from such customer, the related escrowed funds will be distributed to Connecture. If during the first year after the closing date of the acquisition, a customer refuses to consent to the assignment of the contract, or fails to deliver consent and stops performing under the contract or otherwise terminates the contract, the portion of the escrow related to that customer contract will then be distributable back to the Company. The Company expects all of the contingent consideration will be distributed to Connecture within one year of acquisition. Therefore, the full \$1,000 undiscounted escrow balance is included in the fair value of the consideration transferred for the acquisition. As of June 30, 2019, \$600 of these escrow funds have been released to Connecture.

The fair value of the assets and liabilities assumed is provisional pending finalization of the Company's review of supporting records for these assets and liabilities.

The Company incurred \$450 in costs related to completing the acquisition of which \$259 and \$450 are recognized in General and administrative expense for the three and six months ended June 30, 2019, respectively.

Revenues recognized by the Company related to the operations of the acquired business were \$5,920 and \$7,801 for the three and six months ended June 30, 2019, respectively. Identifiable expenses recognized by the Company related to the operations of the acquired business were \$5,672 and \$8,382 for the three and six months ended June 30, 2019, respectively.

Coincident with the acquisition, the Company entered into two additional agreements with Connecture each of which are accounted for separately at contracted prices as described below:

- Transition Services Agreement where each party provides certain transition services to the other for a 12-month period to facilitate an orderly transition the acquired business.
- An agreement for the Company to provide interim services to Connecture as a subcontractor under a master services agreement maintained by Connecture that includes service commitments related to both the acquired business and Connecture's retained business while the parties work together with the customer to legally separate the contract.

Supplemental pro forma revenue and earnings information are not presented since historical records for the acquired business are not available. Therefore, determining the amount of revenue and earnings of the combined entity as though the business combination had occurred as of the beginning of the comparable periods would require significant estimates of amounts that the Company cannot independently substantiate. The Company estimates that the difference between pro forma information compared to reported results would not be significant.

## 6. Convertible Senior Notes

In December 2018, the Company issued \$240,000 aggregate principal amount of 1.25% convertible senior notes ("Notes") due December 15, 2023, unless earlier repurchased by the Company or converted by the holder pursuant to their terms. Interest is payable semiannually in arrears on June 15 and December 15 of each year, commencing on June 15, 2019.

The Notes are governed by an Indenture between the Company, as issuer, and U.S. Bank, National Association, as trustee. The Notes are unsecured and rank: senior in right of payment to the Company's future indebtedness that is expressly subordinated in right of payment to the Notes; equal in right of payment to the Company's unsecured indebtedness that is not so subordinated; effectively junior in right of payment to any of the Company's senior, secured indebtedness to the extent of the value of the assets securing such indebtedness; and structurally junior to all indebtedness and other liabilities incurred by the Company's subsidiaries.

Upon conversion, the Company will pay or deliver, as the case may be, cash, shares of the Company's common stock or a combination of cash and shares of common stock, at the Company's election.

The Notes have an initial conversion rate of 18.8076 shares of common stock per \$1 principal amount of Notes. This represents an initial effective conversion price of approximately \$53.17 per share of common stock and 4,513,824 shares issuable upon conversion. Throughout the term of the Notes, the conversion rate may be adjusted upon the occurrence of certain events. Holders of the Notes will not receive any cash payment representing accrued and unpaid interest, if any, upon conversion of a Note, except in limited circumstances. Accrued but unpaid interest will be deemed to be paid by cash, shares of the Company's common stock or a combination of cash and shares of the Company's common stock paid or delivered, as the case may be, to the holder upon conversion of Notes.

Prior to the close of business on September 14, 2023, the Notes will be convertible at the option of holders during certain periods, only upon satisfaction of certain conditions set forth below. On or after September 15, 2023, until the close of business on the second scheduled trading day immediately preceding the maturity date, holders may convert all or any portion of their Notes at the conversion price at any time regardless of whether the conditions set forth below have been met.

Holders may convert all or a portion of their Notes prior to the close of business on September 14, 2023, in multiples of \$1 principal amount, only under the following circumstances:

- during any calendar quarter commencing after the calendar quarter ending on March 31, 2019 (and only during such calendar quarter), if the last reported sales price of the common stock for at least 20 trading days (whether or not consecutive) during a period of 30 consecutive trading days ending on, and including, the last trading day of the immediately preceding calendar quarter is greater than or equal to 130% of the conversion price on each applicable trading day;
- during the five business day period after any five consecutive trading day period, or the Notes measurement period, in which the "trading price" (as defined in the Indenture) per \$1 principal amount of notes for each trading day of the Notes measurement period was less than 98% of the product of the last reported sale price of the Company's common stock and the conversion rate on each such trading day;
- if the Company calls any or all of the Notes for redemption, at any time prior to the close of business on September 14, 2023; or
- upon the occurrence of specified corporate events.

As of June 30, 2019, the Notes were not convertible.

Based on market data available for publicly traded, senior, unsecured corporate bonds issued by companies in the same industry and with similar maturity, the Company estimated the implied market interest rate of its Notes to be approximately 7.30%, assuming no conversion option. Assumptions used in the estimate represent what market participants would use in pricing the liability component of the Notes, including market interest rates, credit standing, and yield curves, all of which are defined as Level 2 observable inputs. The estimated implied interest rate was applied to the Notes, which resulted in a fair value of the liability component of \$181,500 upon issuance, calculated as the present value of future contractual payments based on the \$240,000 aggregate principal amount. The excess of the principal amount of the liability component over its carrying amount, or the debt discount, is amortized to interest expense over the term of the Notes. The \$58,500 difference between the gross proceeds received from issuance of the Notes of \$240,000 and the estimated fair value of the liability component represents the equity component of the Notes and was recorded in additional paid-in capital. The equity component is not remeasured as long as it continues to meet the conditions for equity classification.

In accounting for the transaction costs related to the issuance of the Notes, the Company allocated the total amount incurred to the liability and equity components in proportion to the allocation of proceeds. Transaction costs attributable to the liability component, totaling \$4,808, are being amortized to expense over the term of the Notes, and transaction costs attributable to the equity component, totaling \$1,550, and were included with the equity component in shareholders' equity.

The Notes consist of the following as of:

	As of	
	June 30, 2019	December 31, 2018
<b>Liability Component:</b>		
Principal	\$ 240,000	\$ 240,000
Less: debt discount, net of amortization	(57,766)	(63,308)
Net carrying amount	\$ 182,234	\$ 176,692
Equity component (a)	56,950	56,950

(a) Recorded in the consolidated balance sheet within additional paid-in capital, net of \$1,550 transaction costs in equity.

The following table sets forth total interest expense recognized related to the Notes:

	Three Months Ended	Six Months Ended
	June 30, 2019	June 30, 2019
1.25% coupon	\$ 742	\$ 1,492
Amortization of debt discount and transaction costs	2,792	5,541
	\$ 3,534	\$ 7,033

As of June 30, 2019, the fair value of the Notes, which was determined based on inputs that are observable in the market or that could be derived from, or corroborated with, observable market data, quoted price of the Notes in an over-the-counter market (Level 2), and carrying value of debt instruments (carrying value excludes the equity component of the Company's Notes classified in equity) were as follows:

	June 30, 2019		December 31, 2018	
	Fair Value	Carrying Value	Fair Value	Carrying Value
Convertible senior notes	\$ 211,200	\$ 182,234	\$ 254,400	\$ 176,692

In connection with the issuance of the Notes, the Company entered into capped call transactions with certain counterparties affiliated with the initial purchasers and others. The capped call transactions are expected to reduce potential dilution of earnings per share upon conversion of the Notes. Under the capped call transactions, the Company purchased capped call options that in the aggregate relate to the total number of shares of the Company's common stock underlying the Notes, with an initial strike price of approximately \$53.17 per share, which corresponds to the initial conversion price of the Notes and is subject to anti-dilution adjustments substantially similar to those applicable to the conversion rate of the Notes, and have a cap price of approximately \$89.98. The cost of the purchased capped calls of \$33,024 was recorded to stockholders' deficit and will not be re-measured provided it continues to meet the conditions for equity classification.

Based on the closing price of our common stock of \$27.15 on June 28, 2019, the last trading day of the quarter, the if-converted value of the Notes was less than their respective principal amounts.

## 7. Revolving Line of Credit

The Company executed a loan and security agreement with a syndicate of lenders led by Silicon Valley Bank for a senior revolving credit agreement in February 2015 (as subsequently amended, the "Senior Revolver"). The Company is bound by customary affirmative and negative covenants in connection with the Senior Revolver, including financial covenants related to liquidity and EBITDA. In the event of a default, the lenders may declare all obligations immediately due and stop advancing money or extending credit under the line of credit. The line of credit is collateralized by substantially all of the Company's tangible and intangible assets, including intellectual property and the equity of subsidiaries.

As of June 30, 2019 and December 31, 2018, there were no amounts outstanding under the Senior Revolver. As of June 30, 2019, the amount available to borrow was \$84,381.

## 8. Commitments

Total net cash flows were not impacted by adoption of ASC 842; however, classification of some transactions moved between operating and financing activities. Supplemental cash flow information related to the Company's operating and finance leases was as follows:

	Six Months Ended June 30, 2019	
<b>Cash Paid for Amounts Included in the Measurement of Lease Liabilities</b>		
Financing cash flows from finance leases	\$	2,699
Operating cash flows from finance leases	\$	4,299
Operating cash flows from operating leases	\$	394
<b>ROU Assets Obtained in Exchange for New Lease Obligations</b>		
Finance lease liabilities	\$	-
Operating lease liabilities	\$	1,107

As of June 30, 2019, the Company had no additional significant operating or finance leases that had not yet commenced.

### Operating Leases

The Company leases office facilities under various non-cancelable operating lease agreements with original lease periods expiring between 2020 and 2027. Some of the leases provide for renewal terms at the Company's option. Certain future minimum lease payments due under these operating lease agreements contain free rent periods or escalating rent payment provisions. These leases generally do not contain purchase options. Lease expense is recognized on a straight-line basis over the lease term as an operating expense.

The components of operating lease expense were as follows:

	Three Months Ended June 30, 2019		Six Months Ended June 30, 2019	
Fixed operating lease expense	\$	185	\$	340
Short-term lease expense		-		33
Variable operating lease expense		38		65
Total operating lease expense		223		438
Sublease income		(19)		(28)
Total operating lease cost	\$	204	\$	410

The following table presents the lease balances within the Consolidated Balance Sheet, weighted average remaining lease term, and weighted average discount rates related to the Company's operating leases:

<b>Lease Assets and Liabilities</b>	<b>Classification</b>	<b>As of June 30, 2019</b>
<b>Assets</b>		
Operating lease ROU asset - Buildings	Operating lease right-of-use assets	\$ 2,020
<b>Liabilities</b>		
Operating lease ROU liabilities, current portion	Lease liabilities, current	\$ 525
Operating lease ROU liabilities, net of current portion	Lease liabilities, non-current	1,710
Total operating lease liabilities		2,235
Weighted average remaining lease term (in years)		5.84
Weighted average discount rate		5.79%

The following table presents the maturity of the Company's operating lease liabilities as of June 30, 2019:

	<b>Operating Leases</b>
Year Ending December 31,	
Remainder of 2019	\$ 384
2020	445
2021	385
2022	391
2023	398
Thereafter	660
Total minimum lease payments	2,663
Less: imputed interest	(428)
Total operating lease liabilities	\$ 2,235

### Finance Leases

The Company leases three buildings on its Charleston, South Carolina campus. Under ASC 840, one leasing arrangements was accounted for as a capital lease while the remaining two lease agreements were accounted for as build-to-suit, failed sale-leaseback

arrangements. Accordingly, the Company recognized liabilities for the lease payments related to these two buildings, which were recorded as financing obligations. Pursuant to ASC 842, the assets and related financing obligations for the existing build-to-suit lease arrangements were derecognized with a cumulative adjustment of \$7,687 to accumulated deficit. These leases were transitioned to the new standard based on an analysis of the lease balances as of the transition date as if they had been a lease under ASC 840. Based on this analysis, the land components of these leases were combined with the remainder of the lease obligation whereas this obligation was previously accounted for separately and recognized as part of facility expense. To calculate the present value of lease payments, the Company used an incremental borrowing rate based on third-party valuation results as of December 2016. All three leasing arrangements are classified as finance leases under ASC 842.

As a result of the adoption of ASC 842, operating expenses increased as depreciation expense related to the buildings increased due to shortening the period of depreciation from the estimated life of the asset to the expected term of the lease. Additionally, interest expense decreased as a result of a discount rate that is lower than the rate required for build-to-suit accounting. Additional information regarding these three leases is incorporated in the following disclosures.

The Company has entered into various purchase agreements to obtain property and equipment for operations that are accounted for as finance leases. These arrangements have original terms ranging from 3 to 5 years with interest rates ranging from 5.25% to 14.09%. The leases are secured by the underlying leased property and equipment.

The components of finance lease expense were as follows:

	Three Months Ended June 30, 2019	Six Months Ended June 30, 2019
Amortization of ROU assets	\$ 1,988	\$ 4,023
Interest on lease liabilities	2,124	4,249
Variable finance lease expense	29	37
Total finance lease expense	<u>\$ 4,141</u>	<u>\$ 8,309</u>

The following table presents the lease balances within the Consolidated Balance Sheet, weighted average remaining lease term, and weighted average discount rates related to the Company's finance leases:

<u>Lease Assets and Liabilities</u>	<u>Classification</u>	<u>As of June 30, 2019</u>
<b>Assets</b>		
Finance lease ROU asset	Finance lease right-of-use assets, net	\$ 82,827
Finance lease ROU accumulated amortization	Finance lease right-of-use assets, net	(3,971)
Finance lease ROU assets, net		78,856
<b>Liabilities</b>		
Finance lease ROU liabilities, current portion	Lease liabilities, current	\$ 4,930
Finance lease ROU liabilities, net of current portion	Lease liabilities, non-current	85,601
Total finance lease liabilities		90,531
Weighted average remaining lease term (in years)		12.00
Weighted average discount rate		9.39%

The following table presents the maturity of the Company's finance lease liabilities as of June 30, 2019:

	<u>Finance Leases</u>
Year Ending December 31,	
Remainder of 2019	\$ 6,968
2020	11,968
2021	11,430
2022	11,176
2023	11,506
Thereafter	103,616
Total minimum lease payments	156,664
Less: imputed interest	(66,133)
Total finance lease liabilities	<u>\$ 90,531</u>



## 9. Stock-based Compensation

### Restricted Stock Units

During the six months ended June 30, 2019, the Company granted 438,322 restricted stock units, or RSUs, to employees and officers with an aggregate grant date fair value of \$20,142. These RSUs generally vest in equal annual installments over various periods ranging from less than one year to up to four years from the grant date, subject to continued service to the Company. The Company amortizes the grant date fair value of the stock subject to the RSUs on a straight-line basis over the period of vesting. The weighted-average vesting period for these RSU's is approximately 3.41 years from the date of grant.

The Company granted 544,809 performance RSUs with an aggregate grant date fair value of \$25,759 during the six months ended June 30, 2019. The aggregate grant date fair value of the performance RSUs assuming target achievement was \$18,185. The number of performance RSUs that will vest will be determined upon the achievement of certain financial targets for 2019, and vesting will then occur in equal annual installments over one- and four-year periods. The actual number of shares issued upon vesting could range between 0% and 100% of the number of awards granted. The grant date fair value of the stock subject to the performance RSUs is amortized to expense on an accelerated basis over the period of vesting. The weighted-average vesting period for these performance RSUs is approximately 3.65 years from the date of grant, respectively.

## 10. Stockholders' Deficit

### Common Stock

The holders of common stock are entitled to one vote for each share. The voting, dividend and liquidation rights of the holders of common stock are subject to and qualified by the rights, powers and preferences of the holders of preferred stock.

At June 30, 2019, the Company had reserved a total of 5,618,087 of its authorized 50,000,000 shares of common stock for future issuance as follows:

Outstanding stock options	208,447
Restricted stock units	2,139,570
Available for future issuance under stock award plans	3,151,346
Available for future issuance under ESPP	118,724
Total common shares reserved for future issuance	<u>5,618,087</u>

## 11. Revenue

### Disaggregation of Revenue

The following tables provide information about disaggregation of revenue by service line:

Service line:	Three Months Ended June 30,		Six Months Ended June 30,	
	2019	2018	2019	2018
Software services	\$ 53,098	\$ 48,288	\$ 106,110	\$ 96,458
Professional services	15,481	12,293	30,768	26,486
Total	<u>\$ 68,579</u>	<u>\$ 60,581</u>	<u>\$ 136,878</u>	<u>\$ 122,944</u>

### Contract Balances

The following table provides information about contract assets and contract liabilities from contracts with customers:

	Balance at Beginning of Period	Balance at End of Period
<b>Six Months Ended June 30, 2019</b>		
Contract assets	\$ 12,798	\$ 10,134
Contract liabilities:		
Deferred revenue	\$ 45,863	\$ 46,550
<b>Six Months Ended June 30, 2018</b>		
Contract assets	\$ 11,522	\$ 7,024
Contract liabilities:		
Deferred revenue	\$ 55,027	\$ 50,968

The Company recognizes payments from customers based on contractual billing schedules. Accounts receivable are recorded when the right to consideration becomes unconditional. Contract assets include amounts related to the Company's contractual right to consideration for completed performance objectives not yet invoiced. Contract liabilities include payments received in advance of performance under the contract and are recognized as revenue when earned under the contract. The Company had no asset impairment charges related to contract assets during the three and six months ended June 30, 2019 and 2018.

The following tables show the significant changes in contract asset balances:

<b>Contract Assets</b>	<b>Three Months Ended June 30,</b>	
	<b>2019</b>	<b>2018</b>
Transferred to receivables from contract assets	\$ 6,198	\$ 4,392
Revenue recognized from performance obligations satisfied but not billed	\$ 3,949	\$ 2,086

<b>Contract Assets</b>	<b>Six Months Ended June 30,</b>	
	<b>2019</b>	<b>2018</b>
Transferred to receivables from contract assets	\$ 10,297	\$ 9,388
Revenue recognized from performance obligations satisfied but not billed	\$ 7,633	\$ 4,891

Revenue recognized during the three and six months ended June 30, 2019 that was included in the deferred revenue balance at the beginning of the periods was \$11,094 and \$21,185, respectively.

The Company recorded favorable adjustments to revenue arising from performance obligations satisfied or partially satisfied in previous periods \$987 and \$1,980 during the three and six months ended June 30, 2019, respectively.

#### *Performance Obligations*

As of June 30, 2019, the aggregate amount of the Company's performance obligations that are unsatisfied or partially unsatisfied were approximately \$210,000, of which a majority are expected to be satisfied within the next three years. The Company excludes from its population of performance obligations contracts with original durations of one year or less, contract renewal periods that renew automatically, and amounts of variable consideration that are allocated to wholly unsatisfied distinct service that forms part of a single performance obligation and meets certain variable allocation criteria.

## **12. Income Taxes**

The Company's effective federal tax rate for the three and six months ended June 30, 2019 was less than one percent, primarily as a result of estimated tax losses for the fiscal year to date offset by the increase in the valuation allowance in the net operating loss carryforwards. Current tax expense relates to estimated state income taxes.

## **13. Segments and Geographic Information**

During the first quarter of 2019, the Company concluded that the composition of its operating segments changed as a result of changes in the structure of its internal organization. As a result of these changes, the Company views its operations and manages its business as one operating segment. Segment information matches the consolidated financial information for the current periods and prior periods reported.

## **14. Related Parties**

### ***Related Party Leasing Arrangements***

The Company leases its office space at its Charleston, South Carolina headquarters campus under the terms of three non-cancellable leases from entities affiliated with an executive who is also a Company director and significant stockholder. The Company's headquarter campus building leases are accounted for as financing lease right-of-use assets and lease liabilities on the Consolidated Balance Sheet as of June 30, 2019. The three lease agreements have 15-year terms ending on December 31, 2031, with Company options to renew for five additional years. The arrangements provide for 3.0% fixed annual rent increases. Payments under these agreements were \$2,498 and \$2,425 for the three months ended June 30, 2019 and 2018, respectively and \$5,829 and \$5,751 for the six months ended June 30, 2019 and 2018, respectively. Other amounts due to these related parties were \$446 and \$833 as of June 30, 2019 and December 31, 2018, respectively, and were recorded in "Accrued expenses."

In March 2019, the Company terminated its cancellable lease agreement to construct additional office space under its December 12, 2016 lease.

### ***Other Related Party Expenses***

The Company utilizes the services of various companies that are owned and controlled by an executive who is also a Company director and significant stockholder. The companies provide construction project management services, private air transportation and other services. Expenses related to these companies were \$36 and \$11 for the three months ended June 30, 2019 and 2018,

respectively and \$155 and \$24 for the six months ended June 30, 2019 and 2018, respectively. Amounts due to these companies were \$31 as of June 30, 2019. There were no amounts due to these companies as of December 31, 2018.

During 2018, the Company entered into an agreement to purchase software and services from a company affiliated with a Company director. The aggregate amount of payments due under this contract is \$115. Payments related to this agreement were \$23 and \$58 for the three and six months ended June 30, 2019, respectively. Amounts due to this company were \$23 and \$35 as of June 30, 2019 and December 31, 2018, respectively.

## **15. Subsequent Events**

### ***Restricted Stock Units***

During July and August 2019, the Company granted 184,755 RSUs with an aggregate grant date fair value of \$4,664. The RSUs generally vest in equal annual installments over four years from the grant date. The weighted-average vesting period for these RSUs is approximately 3.53 from the date of grant.

### ***Common Stock***

During July and August 2019, RSUs vested resulting in the issuance of 47,641 shares.

## SPECIAL NOTE REGARDING FORWARD-LOOKING STATEMENTS

This Quarterly Report on Form 10-Q contains “forward-looking statements” that involve risks and uncertainties, as well as assumptions that, if they never materialize or prove incorrect, could cause our results to differ materially from those expressed or implied by such forward-looking statements. The statements contained in this Quarterly Report on Form 10-Q that are not purely historical are forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended, or Securities Act, and Section 21E of the Securities Exchange Act of 1934, as amended, or Exchange Act. Such forward-looking statements include any expectation of earnings, revenue or other financial items; any statements of the plans, strategies and objectives of management for future operations; factors that may affect our operating results; statements about our ability to retain and hire necessary associates and appropriately staff our operations; statements about our ability to establish and maintain intellectual property rights; statements related to future capital expenditures; statements related to future economic conditions or performance; statements as to industry trends; and other matters that do not relate strictly to historical facts or statements of assumptions underlying any of the foregoing. Forward-looking statements are often identified by the use of words such as, but not limited to, “anticipate,” “believe,” “can,” “continue,” “could,” “estimate,” “expect,” “intend,” “may,” “might,” “will,” “plan,” “project,” “seek,” “should,” “target,” “would,” and similar expressions or variations intended to identify forward-looking statements. These statements are based on the beliefs and assumptions of our management based on information currently available to management. Such forward-looking statements are subject to risks, uncertainties and other important factors that could cause actual results and the timing of certain events to differ materially from future results expressed or implied by such forward-looking statements. Factors that could cause or contribute to such differences include, but are not limited to, those discussed in the section titled “Risk Factors” included in Item 1A of Part II of this Quarterly Report on Form 10-Q, and the risks discussed in our other SEC filings. Furthermore, such forward-looking statements speak only as of the date of this report. Except as required by law, we undertake no obligation to update any forward-looking statements to reflect events or circumstances after the date of such statements.

As used in this report, the terms “Benefitfocus, Inc.,” “Benefitfocus,” “Company,” “company,” “we,” “us,” and “our” mean Benefitfocus, Inc. and its subsidiaries unless the context indicates otherwise.

## ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS.

*The following discussion and analysis of our financial condition and results of operations should be read in conjunction with our consolidated financial statements and related notes appearing elsewhere in this Quarterly Report on Form 10-Q and with the financial statements, related notes and Management's Discussion and Analysis of Financial Condition and Results of Operations in our Annual Report on Form 10-K for the fiscal year ended December 31, 2018. The following discussion contains forward-looking statements that reflect our plans, estimates and beliefs. Our actual results could differ materially from those discussed in the forward-looking statements. Factors that could cause or contribute to such differences include, but are not limited to, those discussed in the section titled "Risk Factors" included in Item 1A of Part II of this Quarterly Report on Form 10-Q, and the risks discussed in our other SEC filings.*

### Overview

Benefitfocus provides a leading cloud-based benefits management platform for consumers, employers, insurance carriers, suppliers and brokers. The Benefitfocus Platform simplifies how organizations and individuals transact benefits. Our employer, carrier and supplier customers rely on our platform to manage, scale and exchange benefits data seamlessly. We believe our solutions drive value for all participants in our benefits ecosystem.

The Benefitfocus multi-tenant platform has a user-friendly interface designed for consumers to access all of their benefits in one place. Our comprehensive solutions support medical benefit plans and non-medical benefits, such as, dental, life, disability insurance, income protection, digital health and financial wellness. Our platform includes artificial intelligence functionality designed to help consumers identify and evaluate benefit options offered by their employer. As the number of employer benefits plans has increased, with each plan subject to many different business rules and requirements, demand for the Benefitfocus Platform is growing.

In 2018, we expanded our economic model to include a transaction-oriented, marketplace solution, known as BenefitsPlace, designed to align employers, brokers, carriers and suppliers around the needs of consumers on our platform from our employer, carrier and broker connections. In this model, our BenefitsPlace partners sell their voluntary benefit offerings through a holistic, multidimensional marketplace. This marketplace is designed to increase the economic value of the consumer lives on our platform by aligning platform products to consumer needs. In exchange for Benefitfocus delivering consumer access, data-driven analysis and operational efficiencies, BenefitsPlace partners pay us a percentage of the value that is transacted on our platform. BenefitsPlace carrier agreements have terms of two to four years and are typically cancellable upon breach of contract or insolvency. BenefitsPlace supplier contracts have terms of one year or less and are generally cancellable upon breach of contract, failure to cure, bankruptcy and termination for convenience.

We classify our revenue into two streams – software services revenue and professional services revenue. Software services revenue primarily consists of monthly subscription fees and BenefitsPlace transactional revenue. Monthly subscription fees are paid to us by our employer and insurance carrier customers for access to, and usage of, cloud-based benefits software solutions for a specified contract term. Subscription fees are generally charged based on the number of employees or subscribers with access to the solution. Software services revenue also includes BenefitsPlace transactional revenue, which is generated from the value of the policies or products enrolled in through our marketplace. BenefitsPlace carrier revenue is generally recognized over the policy period of the enrolled products. In arrangements where we sell policies to employees of our customers as the broker, we earn insurance broker commissions. Revenue from insurance broker commissions and BenefitsPlace supplier transactions is generally recognized at the time when open enrollment is complete and the orders for policies are transferred to the supplier. Software services revenue accounted for approximately 77% and 80% of our total revenue during the three-month period ended June 30, 2019 and 2018, respectively, and 78% for each of the six-month periods ended June 30, 2019 and 2018.

Our professional services revenue stream is largely derived from the implementation of our customers onto our platform, which typically includes discovery, configuration and deployment, integration, testing, and training. We also provide customer support services and customized media content that supports our customers' effort to educate and communicate with consumers. Professional services revenue accounted for approximately 23% and 20% of our total revenue during the three-month period ended June 30, 2019 and 2018, respectively, and 22% for each of the six-month periods ended June 30, 2019 and 2018.

Expanding our customer base is a key element of our growth strategy. We believe that our continued innovation and new solutions, such as BenefitsPlace, which extend the functionality of our mobile offerings, provide more robust data analytics capabilities, and enhance our ability to quickly respond to evolving market needs with innovative capabilities, will help us attract additional net benefit eligible lives to our platform through new employer customers, partners, and brokers, and increase our revenue from existing customers and relationships.

We believe that there is a substantial market for our services, and we have been investing in growth over the past several years. In particular, we have continued to invest in technology and services to better serve our larger employer customers, which we believe are an important source of growth for our business. We have also substantially increased our marketing and sales efforts and expect those increased efforts to continue. As we have invested in growth, we have had operating losses in each of the last eight years, and expect our operating losses to continue for at least the next year. Due to the nature of our customer relationships, which have been stable in spite of some customer losses over the past years, and our hybrid subscription and transaction-based financial model, we believe that our current investment in growth should lead to substantially increased revenue, which may allow us to achieve profitability in the relatively near future. Of course, our ability to achieve profitability will continue to be subject to many factors beyond our control.

## Key Financial and Operating Performance Metrics

We regularly monitor a number of financial and operating metrics in order to measure our current performance and project our future performance. These metrics help us develop and refine our growth strategies and make strategic decisions. We discuss revenue, gross margin, and the components of operating loss in "Management's Discussion and Analysis of Financial Condition and Results of Operations—Components of Operating Results". In addition, we utilize other key metrics as described below.

### Adjusted EBITDA

Adjusted EBITDA represents our earnings before net interest and other expenses, taxes, and depreciation and amortization expense, adjusted to eliminate stock-based compensation and impairment of goodwill and intangible assets, transaction and acquisition-related costs expensed and costs not core to our business. We believe that the exclusion of the expenses eliminated in calculating adjusted EBITDA can provide a useful measure for period-to-period comparisons of our core business. Accordingly, we believe that adjusted EBITDA provides useful information to investors and others in understanding and evaluating our operating results. However, adjusted EBITDA is not a measure calculated in accordance with United States generally accepted accounting principles, or GAAP, and should not be considered as an alternative to any measure of financial performance calculated and presented in accordance with GAAP.

Our use of adjusted EBITDA as an analytical tool has limitations, and you should not consider it in isolation or as a substitute for analysis of our financial results as reported under GAAP. Some of these limitations are:

- although depreciation and amortization are non-cash charges, the assets being depreciated and amortized might have to be replaced in the future, and adjusted EBITDA does not reflect cash capital expenditure requirements for such replacements or for new capital expenditure requirements;
- adjusted EBITDA does not reflect changes in, or cash requirements for, our working capital needs;
- adjusted EBITDA does not reflect the potentially dilutive impact of stock-based compensation;
- adjusted EBITDA does not reflect interest or tax payments that would reduce the cash available to us; and
- other companies, including companies in our industry, might calculate adjusted EBITDA or a similarly titled measure differently, which reduces their usefulness as comparative measures.

Because of these and other limitations, you should consider adjusted EBITDA alongside other GAAP-based financial performance measures, including various cash flow metrics, gross profit, net loss and our other GAAP financial results. The following table presents for each of the periods indicated a reconciliation of adjusted EBITDA to the most directly comparable GAAP financial measure, net loss (in thousands):

	Three Months Ended June 30,		Six Months Ended June 30,	
	2019	2018	2019	2018
<b>Reconciliation from Net Loss to Adjusted EBITDA:</b>				
Net loss	\$ (14,938)	\$ (14,261)	\$ (29,147)	\$ (28,063)
Depreciation	3,690	2,999	7,657	5,976
Amortization of software development costs	1,319	964	2,497	1,853
Amortization of acquired intangible assets	605	64	795	128
Interest income	(762)	(68)	(1,422)	(126)
Interest expense	5,837	1,415	11,651	2,732
Interest expense on building lease financing obligations	-	1,867	-	3,733
Income tax expense	3	5	9	9
Stock-based compensation expense	3,719	4,674	10,086	8,999
Transaction and acquisition-related costs expensed	360	257	1,002	257
Costs not core to our business	266	1,524	586	2,895
Total net adjustments	15,037	13,701	32,861	26,456
Adjusted EBITDA	\$ 99	\$ (560)	\$ 3,714	\$ (1,607)

### Net Benefit Eligible Lives

We are focused on driving revenue growth from adding lives to our platform and driving incremental transaction revenue. We believe the number of net benefit eligible lives is a key indicator of our market penetration, growth and future revenue. We believe net benefit eligible lives is highly correlated to our subscription revenue and is the foundation of our transaction revenue opportunity. We define a net benefit eligible life as enrollment subscription with standard contracting, plus their estimated dependents, as of the measurement date. This definition excludes lives from other subscription-related contracts.

	As of June 30,	
	2019	2018
Net benefit eligible lives	16.5	12.3

### Software Services Revenue Retention Rate

We believe that our ability to retain our customers and expand the revenue they generate for us over time is an important component of our growth strategy and reflects the long-term value of our customer relationships. We measure our performance on this basis using a metric we refer to as our software services revenue retention rate. We calculate this metric for a particular period by establishing the group of our customers that had active contracts for a given period. We then calculate our software services revenue retention rate by taking the amount of software services revenue we recognized for this group in the subsequent comparable period (for which we are reporting the rate) and dividing it by the software services revenue we recognized for the group in the prior period.

Our software services revenue retention rate exceeded 95% for the three and six months ended June 30, 2019 and 2018.

### Components of Operating Results

#### Revenue

We derive the majority of our revenue from software services fees, which consist primarily of monthly subscription fees paid to us by our employer and carrier customers for access to, and usage of, our cloud-based benefits software solutions for a specified contract term. Software services revenue also includes transactional revenue from both insurance broker commissions from the sale of voluntary and ancillary benefits policies to employees of our customers and from transaction revenue from life and ancillary insurance carriers and specialty providers. We also derive revenue from professional services fees, which primarily include fees related to the implementation of our customers onto our platform. Our professional services typically include discovery, configuration and deployment, integration, testing, and training.

The following table sets forth a breakdown of our revenue between software services and professional services for the periods indicated (in thousands):

	Three Months Ended June 30,		Six Months Ended June 30,	
	2019	2018	2019	2018
Software services	\$ 53,098	\$ 48,288	\$ 106,110	\$ 96,458
Professional services	15,481	12,293	30,768	26,486
Total revenue	\$ 68,579	\$ 60,581	\$ 136,878	\$ 122,944

We recognize revenues when control of these services is transferred to customers, in an amount that reflects the consideration we expect to be entitled to in exchange for those services. Taxes collected from customers relating to services and remitted to governmental authorities are excluded from revenues.

We determine revenue recognition through the following steps:

- Identification of each contract with a customer;
- Identification of the performance obligations in the contract;
- Determination of the transaction price;
- Allocation of the transaction price to the performance obligations in the contract; and
- Recognition of revenue when, or as, performance obligations are satisfied.

#### Software Services Revenues

Software services revenues primarily consist of monthly subscription fees paid to us by our customers for access to, and usage of, cloud-based benefits software solutions for a specified contract term. Fees are generally charged based on the number of employees or subscribers with access to the solution. Software services revenue also includes BenefitsPlace transactional revenue, which is generated from the value of the policies or products enrolled in through our marketplace.

Software services revenues are generally recognized on a ratable basis over the contract term beginning on the date the software services are made available to the customer. Our software service contracts are generally three years. BenefitsPlace carrier revenue is generally recognized over the policy period of the enrolled products. Revenue from insurance broker commissions and BenefitsPlace supplier transactions is recognized at the point when the orders for the policies are received and transferred to the insurance carrier or supplier, and is reduced by estimates for risk from premium collection, policy cancellation and termination.

#### *Professional Services Revenues*

Professional services revenues primarily consist of fees related to the implementation of software products purchased by customers. Professional services typically include discovery, configuration and deployment, integration, testing, and training. Fees from consulting services, support services and training are also included in professional services revenue.

Revenue from implementation services with insurance carrier customers are generally recognized over the contract term of the associated software services contract, including any extension periods representing a material right. We utilize estimates of hours as a measure of progress to determine revenue for certain types of arrangements.

Revenues from implementation services with employer customers are generally recognized as those services are performed.

Revenues from support and training fees are recognized over the service contract period.

#### *Contracts with Multiple Performance Obligations*

Certain of our contracts with customers contain multiple performance obligations. For these contracts, the individual performance obligations are accounted for separately if they are distinct. The transaction price is allocated to the separate performance obligations based on their relative standalone selling prices. We determine the standalone selling prices based on its overall pricing objectives, taking into consideration market conditions and other factors, including the value of its contracts, the software services sold, customer size and complexity, and the number and types of users within the contracts.

#### **Overhead Allocation**

Expenses associated with our facilities, security, information technology, and depreciation and amortization, are allocated between cost of revenue and operating expenses based on employee headcount determined by the nature of work performed.

#### **Cost of Revenue**

Cost of revenue primarily consists of salaries and other personnel-related costs, including benefits, bonuses, and stock-based compensation, for employees, whom we refer to as associates, providing services to our customers and supporting our SaaS platform infrastructure. Additional expenses in cost of revenue include co-location facility costs for our data centers, depreciation expense for computer equipment directly associated with generating revenue, infrastructure maintenance costs, professional fees, amortization expenses associated with acquired intangibles and capitalized software development costs, allocated overhead, and other direct costs.

We expense cost of revenue associated with fulfilling performance obligations as we incur the costs. Costs that relate directly to a customer contract that are not related to satisfying a performance obligation are capitalized and amortized to cost of revenue expense over the estimate period of benefit of the contract asset, which is generally five years.

We plan to continue to expand our capacity to support our growth, which will result in higher cost of revenue in absolute dollars. However, we expect cost of revenue as a percentage of revenue to decline and gross margins to increase primarily from the growth of the percentage of our revenue from large employers and the realization of economies of scale driven by retention of our customer base.

#### **Operating Expenses**

Operating expenses consist of sales and marketing, research and development, and general and administrative expenses. Salaries and personnel-related costs are the most significant component of each of these expense categories. We expect to continue to hire new associates in these areas in order to support our anticipated revenue growth; however, we expect to decrease our operating expenses, as a percentage of revenue, if and as we achieve economies of scale.

*Sales and marketing expense.* Sales and marketing expense consists primarily of salaries and other personnel-related costs, including benefits, bonuses, stock-based compensation, and commissions for our sales and marketing associates. Costs to obtain a contract that are incremental, such as sales commissions, are capitalized and amortized to expense over the estimated period of benefit of the asset, which is generally four to five years. Additional expenses include advertising, lead generation, promotional event programs, corporate communications, travel, and allocated overhead. For instance, our most significant promotional event is One Place, which we hold annually. We expect our sales and marketing expense to increase, in absolute dollars, in the foreseeable future as we further expand our marketing activities in order to continue to grow our business.

*Research and development expense.* Research and development expense consists primarily of salaries and other personnel-related costs, including benefits, bonuses, and stock-based compensation for our research and development associates. Additional



expenses include costs related to the development, quality assurance, and testing of new technology, and enhancement of our existing platform technology, consulting, travel, and allocated overhead. We believe continuing to invest in research and development efforts is essential to maintaining our competitive position.

**General and administrative expense.** General and administrative expense consists primarily of salaries and other personnel-related costs, including benefits, bonuses, and stock-based compensation for administrative, finance and accounting, information systems, legal, and human resource associates. Additional expenses include consulting and professional fees, insurance and other corporate expenses, and travel. We expect our general and administrative expenses to increase in absolute terms as a result of ongoing public company costs, including those associated with compliance with the Sarbanes-Oxley Act and other regulations governing public companies, increased costs of directors' and officers' liability insurance, and increased professional services expenses, particularly associated with the adoption of new accounting standards and integration of acquired businesses.

#### **Other Income and Expense**

Other income and expense consists primarily of interest income and expense and gain (loss) on disposal of property and equipment. Interest income represents interest received on our cash and cash equivalents. Interest expense consists primarily of the interest incurred on outstanding convertible debt and borrowings under our lease arrangements and credit facility.

#### **Income Tax Expense**

Income tax expense consists of U.S. federal and state income taxes. We incurred minimal income tax expense for the three and six months ended June 30, 2019 and 2018.

### **Results of Operations**

#### **Consolidated Statements of Operations Data**

The following table sets forth our consolidated statements of operations data for each of the periods indicated (in thousands):

	<b>Three Months Ended June 30,</b>		<b>Six Months Ended June 30,</b>	
	<b>2019</b>	<b>2018</b>	<b>2019</b>	<b>2018</b>
Revenue	\$ 68,579	\$ 60,581	\$ 136,878	\$ 122,944
Cost of revenue(1)	32,802	30,721	65,654	62,124
Gross profit	35,777	29,860	71,224	60,820
Operating expenses:				
Sales and marketing(1)	19,318	18,400	38,937	38,317
Research and development(1)	14,461	12,128	27,551	24,151
General and administrative(1)	11,785	10,387	23,581	20,080
Total operating expenses	45,564	40,915	90,069	82,548
Loss from operations	(9,787)	(11,055)	(18,845)	(21,728)
Other income (expense):				
Interest income	762	68	1,422	126
Interest expense	(5,837)	(1,415)	(11,651)	(2,732)
Interest expense on building lease financing obligations	–	(1,867)	–	(3,733)
Other (expense) income	(73)	13	(64)	13
Total other expense, net	(5,148)	(3,201)	(10,293)	(6,326)
Loss before income taxes	(14,935)	(14,256)	(29,138)	(28,054)
Income tax expense	3	5	9	9
Net loss	\$ (14,938)	\$ (14,261)	\$ (29,147)	\$ (28,063)

(1) Cost of revenue and operating expenses include stock-based compensation expense as follows (in thousands):

	<b>Three Months Ended June 30,</b>		<b>Six Months Ended June 30,</b>	
	<b>2019</b>	<b>2018</b>	<b>2019</b>	<b>2018</b>
Cost of revenue	\$ 691	\$ 900	\$ 1,590	\$ 1,611
Sales and marketing	(12)	1,257	1,674	2,211
Research and development	718	841	1,910	1,609
General and administrative	2,322	1,676	4,912	3,568

The following table sets forth our consolidated statements of operations data as a percentage of revenue for each of the periods indicated (as a percentage of revenue):

	Three Months Ended June 30,		Six Months Ended June 30,	
	2019	2018	2019	2018
Revenue	100.0 %	100.0 %	100.0 %	100.0 %
Cost of revenue	47.8	50.7	48.0	50.5
Gross profit	52.2	49.3	52.0	49.5
Operating expenses:				
Sales and marketing	28.2	30.4	28.4	31.2
Research and development	21.1	20.0	20.1	19.6
General and administrative	17.2	17.1	17.2	16.3
Total operating expenses	66.4	67.5	65.8	67.1
Loss from operations	(14.3)	(18.2)	(13.8)	(17.7)
Other income (expense):				
Interest income	1.1	0.1	1.0	0.1
Interest expense	(8.5)	(2.3)	(8.5)	(2.2)
Interest expense on building lease financing obligations	-	(3.1)	-	(3.0)
Other (expense) income	(0.1)	-	-	-
Total other expense, net	(7.5)	(5.3)	(7.5)	(5.1)
Loss before income taxes	(21.8)	(23.5)	(21.3)	(22.8)
Income tax expense	-	-	-	-
Net loss	(21.8) %	(23.5) %	(21.3) %	(22.8) %

#### Comparison of Three Months Ended June 30, 2019 and 2018

##### Revenue

	Three Months Ended June 30,				Period-to-Period Change	
	2019		2018			
	Amount	Percentage of Revenue	Amount	Percentage of Revenue	Amount	Percentage
	(in thousands)					
Software services	\$53,098	77.4 %	\$48,288	79.7 %	\$4,810	10.0 %
Professional services	15,481	22.6	12,293	20.3	3,188	25.9
Total revenue	\$68,579	100.0 %	\$60,581	100.0 %	\$7,998	13.2 %

Software services revenue includes \$3.0 million of software subscription revenue associated with assets acquired from Connecture in February 2019. Revenue from transaction services increased \$2.9 million primarily as a result of revenue from new BenefitsPlace carriers. Additionally, software services increased \$2.2 million from the addition of new customers and contractual price increases. These increases were partially offset by a \$3.2 million decrease in software subscription revenue primarily as the result of the renegotiation of a customer contract.

The increase in professional services revenue was primarily attributable to an increase in customer-specific enhancements of \$2.9 million from work performed related to the customer contracts acquired from Connecture in February 2019. Additionally, customer support revenue increased by \$0.3 million. Professional services revenue increased as a percentage of total revenue in the current quarter compared to the prior year primarily as result of revenue from the Connecture acquisition. We expect this trend to continue for the remainder the year.

##### Cost of Revenue

	Three Months Ended June 30,				Period-to-Period Change	
	2019		2018			
	Amount	Percentage of Revenue	Amount	Percentage of Revenue	Amount	Percentage
	(in thousands)					
Cost of revenue	\$32,802	47.8 %	\$30,721	50.7 %	\$2,081	6.8 %

The increase in cost of revenue in absolute terms was attributable to an increase in salaries and other personnel-related costs of \$1.1 million and increased depreciation expense of \$1.0 million. The increase in salaries and personnel-related costs is primarily attributable to the workforce acquired from Connecture in February 2019. The increase in depreciation expense is attributable to the amortization of acquired intangibles from the Connecture acquisition as well as higher depreciation expense related to an increase in capitalized software development costs and the impact of the adoption of the new lease accounting standard at the beginning of 2019.

Cost of revenue decreased as a percentage of revenue as we continued to achieve economies of scale. Cost of revenue included \$0.7 million and \$0.9 million of stock-based compensation expense for the three-month periods ended June 30, 2019 and 2018, respectively, and \$4.0 million and \$3.0 million of depreciation and amortization for the three-month periods ended June 30, 2019 and 2018, respectively.

### Gross Profit

	Three Months Ended June 30,					
	2019		2018		Period-to-Period Change	
	Amount	Percentage of Revenue	Amount	Percentage of Revenue	Amount	Percentage
	(in thousands)					
Software services	\$37,086	69.8%	\$31,811	65.9%	\$5,275	16.6%
Professional services	(1,309)	(8.5)	(1,951)	(15.9)	642	(32.9)
Gross profit	\$35,777	52.2%	\$29,860	49.3%	\$5,917	19.8%

The increase in software services gross profit was driven by a \$4.8 million, or 10.0%, increase in software services revenue and a decrease in software services cost of revenue of \$0.5 million as we continued to achieve economies of scale. Software services cost of revenue included \$0.3 million and \$0.5 million of stock-based compensation expense for the three months ended June 30, 2019 and 2018, respectively, and \$3.2 million and \$2.5 million of depreciation and amortization for the three months ended June 30, 2019 and 2018, respectively.

The improvement in professional services gross loss was driven by an increase in professional services revenue of \$3.2 million, partially offset by an increase in professional services cost of revenue of \$2.5 million. Professional services cost of revenue included \$0.3 million and \$0.4 million of stock-based compensation expense for the three months ended June 30, 2019 and 2018, respectively. In addition, professional services cost of revenue included \$0.8 million and \$0.5 million in depreciation and amortization for the three months ended June 30, 2019 and 2018, respectively.

### Operating Expenses

	Three Months Ended June 30,					
	2019		2018		Period-to-Period Change	
	Amount	Percentage of Revenue	Amount	Percentage of Revenue	Amount	Percentage
	(in thousands)					
Sales and marketing	\$19,318	28.2%	\$18,400	30.4%	\$918	5.0%
Research and development	14,461	21.1	12,128	20.0	2,333	19.2
General and administrative	11,785	17.2	10,387	17.1	1,398	13.5

The increase in sales and marketing expense was primarily attributable to a \$0.5 million increase in the cost of marketing events that occurred during the quarter and a \$0.3 million increase in salaries and personnel-related costs. The increase in salaries and personnel-related costs is comprised of an increase in commissions expense and a decrease in the amount of commission expense capitalized. This increase was partially offset by lower salary expense due to a decrease in number of sales associates that occurred in the second half of 2018. Additionally, stock-based compensation expense decreased as the result of the forfeiture of stock awards related to the departure of an executive, who separated from the Company in the current quarter. As discussed above in "Components of Operating Results-Operating Expenses", certain sales commissions are capitalized and amortized over a period generally equal to four to five years.

The increase in research and development expense is primarily attributable to costs related to the additional headcount from the workforce acquired from Connecture in February 2019. Additionally, depreciation and amortization and IT-related costs increased by \$0.5 million. These increases were partially offset by an increase of \$1.3 million in the amount of personnel-related costs capitalized for software development.

The increase in general and administrative expense was primarily attributable to a \$1.8 million increase in salary and personnel-related costs, including an increase in stock-based compensation expense of \$0.6 million, primarily as a result of investing in our business operations function. Additionally, depreciation and amortization, IT-related expense, and other operating expenses increased \$0.4 million and insurance expense increased \$0.2 million in connection with the acquisition of assets from Connecture. These increases were partially offset by a decrease in professional and consulting costs of \$1.1 million as implementation costs of the new lease accounting standard incurred in 2019 were more than offset by a decrease in costs associated with implementing the revenue accounting standard incurred during 2018.

## Comparison of Six Months Ended June 30, 2019 and 2018

### Revenue

	Six Months Ended June 30,						Period-to-Period Change	
	2019			2018			Amount	Percentage
	Amount	Percentage of Revenue		Amount	Percentage of Revenue			
	(in thousands)							
Software services	\$ 106,110	77.5 %	\$ 96,458	78.5 %	\$ 9,652	10.0 %		
Professional services	30,768	22.5	26,486	21.5	4,282	16.2		
Total revenue	\$ 136,878	100.0 %	\$ 122,944	100.0 %	\$ 13,934	11.3 %		

Software services revenue includes \$4.0 million of software subscription revenue associated with assets acquired from Connecture in February 2019. Revenue from transaction services increased \$4.7 million primarily as a result of revenue from new BenefitsPlace carriers. Additionally, software services increased \$3.9 million from the net addition of new customers, contractual price increases, and volume increases. These increases were offset by a \$3.3 million decrease in software subscription revenue primarily as the result of the renegotiation of a customer contract. Additionally, non-recurring revenue increased \$0.9 million.

The increase in professional services revenue was attributable to an increase in customer-specific enhancements of \$1.9 million and an increase in implementation revenue of \$2.1 million. The increase in customer-specific enhancements was attributable to \$2.7 million from work performed related to the customer contracts acquired from Connecture in February 2019 partially offset by a decrease of \$0.6 million from work performed for carrier customers in 2018 that did not reoccur in 2019. The increase in implementation revenue was attributable to the recognition of revenue from employer customers as well as \$0.9 million from work performed for customer contracts acquired from Connecture in February 2019. Professional services revenue increased as a percentage of total revenue in the current year to date period compared to the prior year primarily as result of revenue from the Connecture acquisition. We expect this trend to continue for the remainder the year.

### Cost of Revenue

	Six Months Ended June 30,						Period-to-Period Change	
	2019			2018			Amount	Percentage
	Amount	Percentage of Revenue		Amount	Percentage of Revenue			
	(in thousands)							
Cost of revenue	\$ 65,654	48.0 %	\$ 62,124	50.5 %	\$ 3,530	5.7 %		

The increase in cost of revenue in absolute terms was attributable to an increase in salaries and other personnel-related costs of \$1.0 million and increased depreciation expense of \$1.9 million. The increase in salaries and personnel-related costs is primarily attributable to \$4.2 million related to the workforce acquired from Connecture in February 2019 partially offset by decreases of \$3.2 million related our cost structure in place prior to the acquisition in February 2019. The increase in depreciation and amortization expense is attributable to the amortization of acquired intangibles from the Connecture acquisition as well as higher depreciation expense related to an increase in capitalized software development costs and the impact of the adoption of the new lease accounting standard at the beginning of 2019. Cost of revenue decreased as a percentage of revenue as we continued to achieve economies of scale. Cost of revenue included \$1.6 million of stock-based compensation expense for each of the six-month periods ended June 30, 2019 and 2018, and \$7.9 million and \$5.9 million of depreciation and amortization for the six-month periods ended June 30, 2019 and 2018, respectively.

### Gross Profit

	Six Months Ended June 30,						Period-to-Period Change	
	2019			2018			Amount	Percentage
	Amount	Percentage of Revenue		Amount	Percentage of Revenue			
	(in thousands)							
Software services	\$ 73,450	69.2 %	\$ 63,956	66.3 %	\$ 9,494	14.8 %		
Professional services	(2,226)	(7.2)	(3,136)	(11.8)	910	(29.0)		
Gross profit	\$ 71,224	52.0 %	\$ 60,820	49.5 %	\$ 10,404	17.1 %		

The increase in software services gross profit was driven by a \$9.7 million, or 10.0%, increase in software services revenue slightly offset by an increase in software services cost of revenue of \$0.2 million as we continued to achieve economies of scale. Software services cost of revenue included \$0.8 million and \$0.9 million of stock-based compensation expense for the six months ended June 30, 2019 and 2018, respectively, and \$6.4 million and \$5.0 million of depreciation and amortization for the six months ended June 30, 2019 and 2018, respectively.

The improvement in professional services gross loss was driven by an increase in professional services revenue of \$4.3 million, or 16.2%, partially offset by an increase in professional services cost of revenue of \$3.4 million. Professional services cost of revenue included \$0.8 million and \$0.7 million of stock-based compensation expense for the six months ended June 30, 2019 and 2018,

respectively. In addition, professional services cost of revenue included \$1.5 million and \$1.0 million in depreciation and amortization for the six months ended June 30, 2019 and 2018, respectively.

### Operating Expenses

	Six Months Ended June 30,						Period-to-Period Change	
	2019		2018		Amount	Percentage	Amount	Percentage
	Amount	Percentage of Revenue	Amount	Percentage of Revenue				
	(in thousands)							
Sales and marketing	\$ 38,937	28.4 %	\$ 38,317	31.2 %	\$ 620	1.6 %		
Research and development	27,551	20.1	24,151	19.6	3,400	14.1		
General and administrative	23,581	17.2	20,080	16.3	3,501	17.4		

The increase in sales and marketing expense was primarily attributable to a \$0.8 million increase in the cost of marketing events that occurred during the first half of 2019. Salaries and personnel-related costs were relatively flat as increases in commissions expense and a decrease in the amount of commission expense capitalized were offset by lower salary expense and sales bonuses due to a decrease in number of sales associates that occurred in the second half of 2018. Additionally, stock-based compensation expense decreased as a result of the forfeiture of stock awards related to the departure of employees who separated from the Company in the current quarter. As discussed above in "Components of Operating Results-Operating Expenses", certain sales commissions are capitalized and amortized over a period generally equal to four to five years.

The increase in research and development expense is primarily attributable to costs related to the workforce acquired from Connecture in February 2019. Additionally, depreciation and amortization and IT-related costs increased by \$0.9 million. These increases were partially offset by an increase of \$1.5 million in the amount of personnel-related costs capitalized for software development.

The increase in general and administrative expense was primarily attributable to a \$3.5 million increase in salary and personnel-related costs, including an increase in stock-based compensation expense of \$1.3 million, primarily as a result of investing in our business operations function. Additionally, depreciation and amortization, IT-related expense, and travel-related and other operating expenses increased \$0.8 million and insurance expense increased \$0.2 million in connection with the acquisition of assets from Connecture. These increases were partially offset by a decrease in professional and consulting costs of \$1.2 million as implementation costs of the new lease accounting standard incurred in 2019 were more than offset by a decrease in costs associated with implementing the revenue accounting standard incurred during 2018.

### Critical Accounting Policies and Significant Judgments and Estimates

Our management's discussion and analysis of our financial condition and results of operations is based on our consolidated financial statements, which have been prepared in accordance with GAAP. The preparation of these consolidated financial statements requires us to make estimates and assumptions that affect the reported amounts of assets and liabilities, disclosure of contingent assets and liabilities at the date of the consolidated financial statements, and the reported amounts of revenue and expenses. In accordance with GAAP, we base our estimates on historical experience and on various other assumptions that we believe are reasonable under the circumstances. Actual results might differ from these estimates under different assumptions or conditions and, to the extent that there are differences between our estimates and actual results, our future financial statement presentation, financial condition, results of operations and cash flows will be affected. During the six months ended June 30, 2019 there were no material changes to our critical accounting policies and use of estimates, which are disclosed in our Annual Report on Form 10-K for the year ended December 31, 2018, except for lease accounting, which changed in connection with the adoption of ASC 842 on January 1, 2019 and is described elsewhere in this Quarterly Report on Form 10-Q.

### Liquidity and Capital Resources

#### Sources of Liquidity

As of June 30, 2019, our primary sources of liquidity were our cash and cash equivalents totaling \$138.4 million, \$32.4 million in accounts receivables, net of allowances, and the unused portion of our revolving line of credit. The revolving line of credit provides for up to an additional \$95.0 million in borrowing. After taking into account the borrowing base limit, the amount available to borrow under the revolving line of credit was \$84.4 million as of June 30, 2019.

We are bound by customary affirmative and negative covenants in connection with the revolving line of credit, including financial covenants related to liquidity and EBITDA. In the event of a default, the lenders may declare all obligations immediately due and stop advancing money or extending credit under the line of credit. The line of credit is collateralized by substantially all of our tangible and intangible assets, including intellectual property and the equity of our subsidiaries. The terms of our revolving line of credit are described in our Annual Report on Form 10-K for the year ended December 31, 2018. As of June 30, 2019 there were no amounts outstanding or due under the revolving line of credit.

In December 2018, we issued \$240 million aggregate principal amount of 1.25% convertible senior notes (the "Notes") due December 15, 2023, unless earlier purchased by us or converted by the holder pursuant to their terms. Interest is payable semiannually

in arrears on June 15 and December 15 of each year. Upon conversion, we will pay or deliver, as the case may be, cash, shares of our common stock or a combination, at our election. The Notes have an initial conversion rate of 18.8076 shares of common stock per \$1,000 principal amount. This represents an initial effective conversion price of approximately \$53.17 per share of common stock, with an aggregate of 4,513,824 shares issuable upon conversion. In connection with the issuance of the Notes, we entered into capped call transactions with certain counterparties affiliated with the initial purchasers and others. The capped call transactions are expected to reduce potential dilution of earnings per share upon conversion of the Notes. Under the capped call transactions, we purchased capped call options that in the aggregate relate to the total number of shares of our common stock underlying the Notes, with an initial strike price of approximately \$53.17 per share, which corresponds to the initial conversion price of the Notes and is subject to anti-dilution adjustments substantially similar to those applicable to the conversion rate of the Notes, and have a cap price of approximately \$89.98. The terms of the Notes are described in Note 6 of our unaudited consolidated financial statements included elsewhere in this Quarterly Report on Form 10-Q.

Our cash flows from operations has improved in recent years and turned positive for the year ended December 31, 2018. However, cash flows from operations on a quarterly basis may fluctuate between positive and negative due to the timing of payments and collections of cash, as we experienced in the six months ended June 30, 2019, when cash flows from operations used cash.

Based on our current level of operations and anticipated growth, we believe our future cash flows from operating activities and existing cash balances will be sufficient to meet our cash requirements for at least the next 12 months.

Going forward, we may access capital markets to raise additional equity or debt financing for various business reasons, including required debt payments and acquisitions. The timing, term, size, and pricing of any such financing will depend on investor interest and market conditions, and there can be no assurance that we will be able to obtain any such financing on favorable terms or at all.

### **Commitments**

In March 2019, we terminated our cancellable lease agreement to build additional office space on our headquarters campus.

### **Off-Balance Sheet Arrangements**

As of June 30, 2019, we did not have any off-balance sheet arrangements, as defined in Item 303(a)(4)(ii) of Regulation S-K of the Securities Act, such as the use of unconsolidated subsidiaries, structured finance, special purpose entities or variable interest entities.

### **Recent Accounting Pronouncements**

In June 2016, the FASB issued ASU No. 2016-13, "Measurement of Credit Losses on Financial Instruments." The purpose of this ASU is to require a financial asset measured at amortized cost basis to be presented at the net amount expected to be collected. Credit losses relating to available-for-sale debt securities should be recorded through an allowance for credit losses. This ASU is effective for interim and annual reporting periods beginning after December 15, 2019. We are currently evaluating the impact of this guidance on our consolidated financial statements.

We are evaluating other accounting standards and exposure drafts that have been issued or proposed by the FASB or other standards setting bodies that do not require adoption until a future date to determine whether adoption will have a material impact on our consolidated financial statements.

**ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK.**

There are no material changes to the disclosures on this matter made in our Annual Report on Form 10-K for the year ended December 31, 2018.

#### **ITEM 4. CONTROLS AND PROCEDURES.**

##### **(a) Evaluation of Disclosure Controls and Procedures**

Under the supervision and with the participation of our management, including our President and Chief Executive Officer and our Vice President of Corporate Development and former Interim Chief Financial Officer who is continuing to perform the function of principal financial and accounting officer until mid-August 2019, we conducted an evaluation of the effectiveness of the design and operation of our disclosure controls and procedures, as defined in Rules 13a-15(e) and 15d-15(e) under the Exchange Act, as of the end of the period covered by this report.

In designing and evaluating our disclosure controls and procedures, management recognizes that any disclosure controls and procedures, no matter how well designed and operated, can provide only reasonable assurance of achieving the desired control objectives. In addition, the design of disclosure controls and procedures must reflect the fact that there are resource constraints and that management is required to apply its judgment in evaluating the benefits of possible controls and procedures relative to their costs.

Based on their evaluation, our President and Chief Executive Officer and our Vice President of Corporate Development and former Interim Chief Financial Officer concluded that as of June 30, 2019 our disclosure controls and procedures were designed to, and were effective to, provide assurance at a reasonable level that the information we are required to disclose in reports that we file or submit under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in SEC rules and forms, and that such information is accumulated and communicated to our management, including our President and Chief Executive Officer and our Vice President of Corporate Development and former Interim Chief Financial Officer, as appropriate, to allow timely decisions regarding required disclosures as of June 30, 2019.

##### **(b) Changes in Internal Control Over Financial Reporting**

No changes in internal control over financial reporting occurred during the most recent fiscal quarter with respect to our operations, which has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting.



## PART II. OTHER INFORMATION.

### Item 1A. RISK FACTORS.

*Investing in our common stock involves a high degree of risk. You should consider carefully the risks and uncertainties described below, together with all of the other information in this Quarterly Report on Form 10-Q, including the consolidated financial statements and the related notes, before deciding to invest in shares of our common stock. If any of the following risks were to materialize, our business, financial condition, results of operations, and future growth prospects could be materially and adversely affected. In that event, the market price of our common stock could decline and you could lose part or all of your investment in our common stock*

#### Risks Related to Our Business

***We have had a history of losses, and we might not be able to achieve or sustain profitability.***

We have had a history of net losses of \$52.6 million, \$50.3 million, and \$40.3 million for the years ended December 31, 2018, 2017, and 2016, respectively, and net losses of \$29.1 million and \$28.1 million for the six months ended June 30, 2019 and 2018, respectively. We cannot predict if we will achieve sustained profitability in the near future or at all. We expect to make significant future expenditures to develop and expand our business. In addition, as a public company, we incur significant legal, accounting, and other expenses that we would not incur as a private company. These expenditures make it harder for us to achieve and maintain future profitability. Our recent growth in revenue and net benefit eligible lives might not be sustainable, and we might not achieve sufficient revenue to achieve or maintain profitability. We could incur significant losses in the future for a number of reasons, including the other risks described in this Quarterly Report on Form 10-Q, and we may encounter unforeseen expenses, difficulties, complications and delays and other unknown events. Accordingly, we might not be able to achieve or maintain profitability and we may incur significant losses for the foreseeable future.

***Our quarterly operating results have fluctuated in the past and might continue to fluctuate, causing the value of our common stock to decline substantially.***

Our quarterly operating results might fluctuate due to a variety of factors, many of which are outside of our control. As a result, comparing our operating results on a period-to-period basis might not be meaningful. You should not rely on our past results as indicative of our future performance. Moreover, our stock price might be based on expectations of future performance that are unrealistic or that we might not meet and, if our revenue or operating results fall below the expectations of investors or securities analysts, the price of our common stock could decline substantially. For example, on August 4, 2017, the first trading day after we publicly announced our operating results for the second quarter ended June 30, 2017, our stock price dropped \$7.10 per share, or approximately 20.5%, to \$27.50.

Our operating results have varied in the past. In addition to other risk factors listed in this section, some of the important factors that may cause fluctuations in our quarterly operating results include:

- our ability to hire and retain qualified personnel, including the rate of expansion of our sales force;
- the extent to which our products and services achieve or maintain market acceptance, including through brokers;
- changes in the regulatory environment related to benefits and healthcare;
- our ability to introduce new products and services and enhancements to our existing products and services on a timely basis;
- new competitors and the introduction of enhanced products and services from competitors;
- the financial condition of our current and potential customers;
- changes in customer budgets and procurement policies;
- the amount and timing of our investment in research and development activities;
- technical difficulties with our products or interruptions in our services;
- regulatory compliance costs;
- the timing, size, and integration success of potential future acquisitions; and
- unforeseen legal expenses, including litigation and settlement costs.

In addition, a significant portion of our operating expense is relatively fixed in nature, and planned expenditures are based in part on expectations regarding future revenue. Accordingly, unexpected revenue shortfalls might decrease our gross margins and could cause significant changes in our operating results from quarter to quarter. If this occurs, the trading price of our common stock could fall substantially, either suddenly or over time.

***Changes in and interpretations of accounting principles regarding revenue recognition and accounting for leases and their implementation could have an adverse impact on our reported financial results.***

We prepare our financial statements in accordance with GAAP. These rules are subject to interpretation by the SEC and various bodies formed to interpret and create appropriate accounting principles. Changes in these rules or their interpretation could have a negative impact on our reported financial results and may retroactively affect previously reported transactions. For example, in May 2014, FASB, issued an accounting standards update on revenue recognition, which supersedes nearly all existing revenue recognition guidance under GAAP. The new standard was effective for us beginning January 1, 2018. Compared to amounts previously reported, the adoption of the new revenue recognition guidance decreased our revenue and increased our net loss in 2017 and, for 2016, increased revenue and increased our net loss. The effects of the new accounting standard are described in Note 2 to our audited consolidated financial statements appearing in our Annual Report on Form 10-K, filed with the SEC on February 26, 2019.

In addition, in February 2016, FASB issued an accounting standards update on leases, requiring lessees, among other things, to recognize lease assets and lease liabilities on the balance sheet for those leases classified as operating leases under previous authoritative guidance. This update, which was effective for us beginning January 1, 2019, also introduces new disclosure requirements for leasing arrangements. The effects of the new accounting standard are described in Note 2 to our consolidated financial statements appearing elsewhere in this Quarterly Report on Form 10-Q.

Implementation of these new standards, and any future accounting pronouncements, implementation guidelines, or interpretations, could have an adverse impact on our reported financial results, require that we make significant changes to our systems, processes and controls, or the way we conduct our business. In addition, we have expended and might in the future expend considerable effort and resources implementing accounting updates, which in and of itself could have negative impact on our results of operations.

***Because we recognize revenue and expense relating to monthly subscriptions and professional services over varying periods, downturns or upturns in sales are not immediately reflected in full in our operating results.***

As a SaaS company, under ASC 606, we recognize our subscription revenue monthly for the term of our contracts and therefore a shortfall in demand for our software solutions and professional services or a decline in new or renewed contracts in any one quarter might not significantly reduce our revenue for that quarter, but could negatively affect our revenue in future quarters. Accordingly, the effect of significant downturns in new or renewed sales of our products and services might not be reflected in full in our results of operations until future periods.

Our revenue recognition model also makes it difficult for us to rapidly increase our revenue through additional sales in any period, because revenue from new customers has to be recognized over the applicable term of the contracts or the estimated expected life of the customer relationship period.

***We depend on our senior management team, and the loss of one or more key associates or an inability to attract and retain highly skilled associates could adversely affect our business.***

Our success depends largely upon the continued services of our key executive officers and other associates. We also rely on our leadership team in the areas of research and development, marketing, services, finance, and general and administrative functions, and on mission-critical individual contributors in sales and research and development. From time to time, there may be changes in our executive management team resulting from the hiring or departure of executives, which could disrupt our business. For example: in April 2019, our Executive Vice President of Global Sales resigned to take a similar position at a different company and our former Chief Financial Officer resigned for personal reasons effective no later than August 31, 2019. The loss of one or more of our executive officers or key associates could have a serious adverse effect on our business.

To continue to execute our growth strategy, we also must attract and retain highly skilled personnel. Competition is intense for sales people and for engineers with high levels of experience in designing and developing software and Internet-related services. We might not be successful in maintaining our unique culture and continuing to attract and retain qualified personnel. We have from time to time in the past experienced, and we expect to continue to experience in the future, difficulty in hiring and retaining highly skilled personnel with appropriate qualifications. The pool of qualified personnel with SaaS experience and/or experience working with the benefits market is limited overall and specifically in Charleston, South Carolina, where our principal office is located. In addition, many of the companies with which we compete for experienced personnel have greater resources than we have and are located in geographic areas, like Silicon Valley, that may attract more qualified technology workers.

In addition, in making employment decisions, particularly in the Internet and high-technology industries, job candidates often consider the value of the equity awards they are to receive in connection with their employment. Volatility in the price of our stock might, therefore, adversely affect our ability to attract or retain highly skilled personnel. Furthermore, the requirement to expense certain stock awards might discourage us from granting the size or type of stock awards that job candidates require to join our company. If we fail to attract new personnel or fail to retain and motivate our current personnel, our business and future growth prospects could be severely harmed.

***We operate in a highly competitive industry, and if we are not able to compete effectively, our business and operating results will be harmed.***

The benefits management software market is highly competitive and is likely to attract increased competition, which could make it hard for us to succeed. Small, specialized providers continue to become more sophisticated and effective. In addition, large, well-financed, and technologically sophisticated software companies might focus more on our market. The size and financial strength of these entities is increasing as a result of continued consolidation in both the IT and healthcare industries. We expect large integrated software companies to become more active in our market, both through acquisitions and internal investment. In addition, insurance carriers may seek to bring certain of their benefits software solutions in-house, whether through acquisitions or internal investment. For example, Aetna, a customer of ours, owns bswift, a provider of insurance exchange technology solutions and benefits administration technology solutions and services. If Aetna were to decide to use bswift's solution in place of any portion of the solutions we currently provide to them, then our business and operating results could be materially and adversely affected. As costs fall and technology improves, increased market saturation might change the competitive landscape in favor of our competitors.

Some of our current large competitors have greater name recognition, longer operating histories, and significantly greater resources than we do. As a result, our competitors might be able to respond more quickly and effectively than we can to new or changing opportunities, technologies, standards, or customer requirements. In addition, current and potential competitors have established, and might in the future establish, cooperative relationships with vendors of complementary products, technologies, or services to increase the availability of their products in the marketplace. Accordingly, new competitors or alliances might emerge that have greater market share, a larger customer base, more widely adopted proprietary technologies, greater marketing expertise, greater financial resources, and larger sales forces than we have, which could put us at a competitive disadvantage. Further, in light of these advantages, even if our products and services are more effective than those of our competitors, current or potential customers might accept competitive offerings in lieu of purchasing our offerings. Increased competition is likely to result in pricing pressures, which could negatively impact our sales, profitability, or market share. In addition to new niche vendors, who offer standalone products and services, we face competition from existing enterprise vendors, including those currently focused on software solutions that have information systems in place with potential customers in our target market. These existing enterprise vendors might promise products or services that offer ease of integration with existing systems and which leverage existing vendor relationships. In addition, large insurance carriers often have internal technology staffs and proprietary software for benefits management, making them less likely to buy our solutions.

***The market for our products and services is immature and volatile, and if it does not develop or if it develops more slowly than we expect, the growth of our business will be harmed.***

The cloud-based benefits management software market is relatively new and unproven, and it is uncertain whether it will achieve and sustain high levels of demand and market acceptance. Our success will depend to a substantial extent on the willingness of employers, carriers, consumers and brokers to increase their use of benefits management software. Many employers and carriers have invested substantial personnel and financial resources to integrate internally developed solutions or traditional enterprise software into their businesses for benefits management, and therefore might be reluctant or unwilling to migrate to our cloud-based solutions, including BenefitsPlace. Furthermore, some businesses might be reluctant to use cloud-based solutions because they have concerns about the security of their data and the reliability of the technology delivery model associated with these solutions. If employers, carriers, consumers and brokers do not perceive the benefits of our solutions, then our market might not develop at all, or it might develop more slowly than we expect, either of which could significantly adversely affect our operating results. In addition, we might make errors in predicting and reacting to relevant business trends, which could harm our business. If any of these risks occur, it could materially adversely affect our business, financial condition or results of operations.

***The SaaS pricing model is evolving and our failure to manage its evolution and demand could lead to lower than expected revenue and profit.***

We derive most of our revenue growth from subscription offerings and, specifically, SaaS offerings. This business model depends heavily on achieving economies of scale because the initial upfront investment is costly and the associated revenue is recognized on a ratable basis. If we fail to achieve appropriate economies of scale or if we fail to manage or anticipate the evolution and demand of the SaaS pricing model, then our business and operating results could be adversely affected.

***If we do not continue to innovate and provide products and services that are useful to consumers, employers, insurance carriers, and brokers and provide high quality support services, we might not remain competitive, and our revenue and operating results could suffer.***

Our success depends in part on providing products and services that consumers, employers, insurance carriers, and brokers will use to manage benefits. We must continue to invest significant resources in research and development in order to enhance our existing products and services and introduce new high quality products and services that customers will want. If we are unable to predict user preferences or industry changes, or if we are unable to modify our products and services on a timely basis, we might lose customers. Our operating results would also suffer if our innovations are not responsive to the needs of our customers, are not appropriately timed with market opportunity, or are not effectively brought to market. As technology continues to develop, our competitors might be able to offer results that are, or that are perceived to be, substantially similar to or better than those generated by us. This would force us to compete on additional product and service attributes and to expend significant resources in order to remain competitive.

In addition, we may experience difficulties with software development, industry standards, design, or marketing that could delay or prevent our development, introduction, or implementation of new solutions and enhancements. The introduction of new solutions by competitors, the emergence of new industry standards, or the development of entirely new technologies to replace existing offerings could render our existing or future solutions obsolete.

Our success also depends on providing high quality support services to resolve any issues related to our products and services. High quality education and customer support is important for the successful marketing and sale of our products and services and for the renewal of existing customers. If we do not help our customers quickly resolve issues and provide effective ongoing support, our ability to sell additional products and services to existing customers would suffer and our reputation with existing or potential customers would be harmed.

***If we are unable to retain our existing customers, our revenue and results of operations would be adversely affected.***

We sell our products and services pursuant to agreements that are generally one year for employers and three to five years for carriers. While our employer contracts generally automatically renew on an annual basis, our carrier customers have no obligation to renew their contracts after their contract period expires, and these contracts might not be renewed on the same or on more profitable terms if at all. Additionally, some of our carrier customers are able to terminate their respective contracts without cause or for convenience, although generally our carrier contracts are only cancellable by the carrier in an instance of our uncured breach. As a result, our ability to grow depends in part on the continuance and renewal of our carrier contracts. We may not be able to accurately predict future trends in customer renewals, and our customers' renewal rates may decline or fluctuate because of several factors, including their level of satisfaction or dissatisfaction with our services, the cost of our services, the cost of services offered by our competitors, consolidations or reductions in our customers' spending levels. If our carrier customers terminate or do not renew their contracts for our services, renew on less favorable terms, or do not purchase additional functionality or products, our revenue may grow more slowly than expected or decline, and our profitability and gross margins may be harmed.

***A significant amount of our revenue is derived from our largest customers, and any reduction in revenue from any of these customers would reduce our revenue and net income.***

Our ten largest customers by revenue accounted for approximately 42%, 42% and 43% of our consolidated revenue in each of 2018, 2017 and 2016, respectively. Our largest customer by revenue accounted for approximately 13%, 11% and 12% of our revenue in 2018, 2017 and 2016, respectively. In addition, one customer represented 12% of our accounts receivable at December 31, 2017. If any of our large customers or strategic partners decides not to renew its contracts with us, or to renew on less favorable terms, our business, revenues, reputation, and our ability to obtain new customers could be materially and adversely affected.

***Failure to adequately and effectively expand our direct sales force will impede our growth.***

We believe that our future growth will depend on the development of our direct sales force and its ability to obtain new customers and to manage our existing customer base. Identifying and recruiting qualified personnel and training them in the use of our software requires significant time, expense, and attention. It can take six months or longer before a new sales representative is fully trained and productive. Our business may be adversely affected if our efforts to expand, train, and retain our direct sales force do not generate a corresponding increase in revenues. For example, reduction of our sales force in 2016 negatively impacted sales, and as a result, revenue going forward. In particular, if we are unable to hire, develop and retain sufficient numbers of productive direct sales personnel or if new direct sales personnel are unable to achieve desired productivity levels in a reasonable period of time, sales of our products and services will suffer and our growth will be impeded.

***Our growth depends in part on the success of our strategic relationships with third parties, including brokers.***

In order to grow our business, we anticipate that we will continue to depend on our relationships with third parties including resellers such as Mercer Health and Benefits LLC, or Mercer, and SAP SE, and other referral sources such as brokers, consultants, specialty benefits providers, insurance carriers, technology and content providers, and third-party system integrators. Identifying partners, negotiating and documenting relationships with them, and developing referral sources requires significant time and resources. In the first quarter of 2019, Mercer sold all of its Benefitfocus stock and we amended our commercial relationship with Mercer to better align with our strategic priorities and current trends in the marketplace, although we believe our revised commercial agreement with them will lead to a reduction in our revenue from the relationship this year. Our competitors might be effective in providing incentives to third parties to favor their products or services or to prevent or reduce subscriptions to our products and services. Acquisitions of our partners by our competitors could result in a decrease in the number of our current and potential customers, as our partners may no longer facilitate the adoption of our applications by potential customers. If we are unsuccessful in establishing or maintaining our relationships with third parties, our ability to compete in the marketplace or to grow our revenue could be impaired and our operating results may suffer. Even if we are successful, we cannot assure you that these relationships will result in increased customer use of our applications or increased revenue.

***If the number of individuals covered by our employer and carrier customers decreases or the number of products or services to which our employer and carrier customers subscribe or their employees purchase decreases, our revenue will decrease.***

Under most of our customer contracts, we base our fees on the number of individuals to whom our customers provide benefits and the number of products or services subscribed to by our customers or purchased by their employees. Many factors may lead to a decrease in the number of individuals covered by our customers and the number of products or services subscribed to by our customers, including:

- failure of our customers to adopt or maintain effective business practices;
- changes in the nature or operations of our customers;
- government regulations; and
- increased competition or other changes in the benefits marketplace.

If the number of individuals covered by our customers or the number of products or services subscribed to by our customers decreases for any reason, our revenue will likely decrease.

***Failure to manage our continued growth effectively could increase our expenses, decrease our revenue, and prevent us from implementing our business strategy.***

We have been experiencing continued growth, which could put a strain on our business. To manage this and our anticipated future growth effectively, we must continue to maintain and enhance our IT infrastructure, financial and accounting systems, and controls. We also must attract, train, and retain a significant number of qualified sales and marketing personnel, customer support personnel, professional services personnel, software engineers, technical personnel, and management personnel. Failure to effectively manage our growth could lead us to over-invest or under-invest in development and operations, result in weaknesses in our infrastructure, systems, or controls, give rise to operational mistakes, losses, loss of productivity or business opportunities, and result in loss of employees and reduced productivity of remaining employees. Our growth could require significant capital expenditures and might divert financial resources from other projects such as the development of new products and services. If our management is unable to effectively manage our growth, our expenses might increase more than expected, our revenue could decline or might grow more slowly than expected, and we might be unable to implement our business strategy. The quality of our products and services might suffer, which could negatively affect our reputation and harm our ability to retain and attract customers.

***Economic uncertainties or downturns in the general economy or the industries in which our customers operate could disproportionately affect the demand for our solutions and negatively impact our results of operations.***

General worldwide economic conditions have experienced significant downturns in the past, and market volatility and uncertainty remain widespread, including as a result of statements and actions of the current U.S. presidential administration. All of this makes it extremely difficult for our customers and us to accurately forecast and plan future business activities. In addition, these conditions could cause our customers or prospective customers to decrease headcount, benefits, or HR budgets, which could decrease corporate spending on our products and services, resulting in delayed and lengthened sales cycles, a decrease in new customer acquisition, and/or loss of customers. Furthermore, during challenging economic times, our customers may have difficulty gaining timely access to sufficient credit or obtaining credit on reasonable terms, which could impair their ability to make timely payments to us and adversely affect our revenue. If that were to occur, our financial results could be harmed. Further, challenging economic conditions might impair the ability of our customers to pay for the products and services they already have purchased from us and, as a result, our write-offs of accounts receivable could increase. We cannot predict the timing, strength, or duration of any economic slowdown or recovery. If the condition of the general economy or markets in which we operate worsens, our business could be harmed.

***If we fail to maintain awareness of our brand cost-effectively, our business might suffer.***

We believe that maintaining awareness of our brand in a cost-effective manner is critical to continuing the widespread acceptance of our existing solutions and is an important element in attracting new customers. Furthermore, we believe that the importance of brand recognition will increase as competition in our market increases. Successful promotion of our brand will depend largely on the effectiveness of our marketing efforts and on our ability to provide reliable and useful services at competitive prices. Our efforts to build, maintain and market changes to our brand nationally have involved significant expenses. Brand promotion activities may not yield increased revenue, and even if they do, any increased revenue may not offset the expenses we incur in maintaining our brand. If we fail to successfully maintain our brand, or incur substantial expenses in an unsuccessful attempt to maintain our brand, we may fail to attract enough new customers or retain our existing customers to the extent necessary to realize a sufficient return on our brand-building efforts, and our business could suffer.

***We might not be able to utilize a significant portion of our net operating loss or other tax credit carryforwards, which could adversely affect our profitability.***

As of December 31, 2018, we had federal operating loss carryforwards due to prior period losses, which if not utilized will begin to expire in 2027, and operating loss carryforwards in various states, which if not utilized will begin to expire in 2019. We also have South

Carolina jobs tax credit and headquarters tax credit carryforwards, some of which have expired unutilized. These tax credit carryforwards could expire unused and be unavailable to offset future income tax liabilities, which could adversely affect our profitability.

In addition, under Section 382 of the Internal Revenue Code of 1986, as amended, or the Code, our ability to utilize net operating loss carryforwards or other tax attributes in any taxable year may be limited if we experience an "ownership change". A Section 382 "ownership change" generally occurs if one or more stockholders or groups of stockholders who own at least 5% of our stock increase their ownership by more than 50 percentage points over their lowest ownership percentage within a rolling three-year period. Similar rules might apply under state tax laws. Future issuances of our stock could cause an "ownership change". It is possible that an ownership change, or any future ownership change, could have a material effect on the use of our net operating loss carryforwards or other tax attributes, which could adversely affect our profitability.

***We might be unable to adequately protect, and we might incur significant costs in enforcing, our intellectual property and other proprietary rights.***

Our success depends in part on our ability to enforce our intellectual property and other proprietary rights. We rely on a combination of trademark, trade secret, copyright, patent, and unfair competition laws, as well as license and access agreements and other contractual provisions, to protect our intellectual property and other proprietary rights. In addition, we attempt to protect our intellectual property and proprietary information by requiring employees and consultants to enter into confidentiality, noncompetition, and assignment of inventions agreements. Our attempts to protect our intellectual property might be challenged by others or invalidated through administrative process or litigation. While we have a number of patents granted in the United States and other jurisdictions including China, Japan, Australia, Taiwan, Hong Kong and Canada, as well as a number of applications pending, we might not be able to obtain meaningful patent protection for our software. In addition, if any patents are issued in the future, they might not provide us with any competitive advantages, or might be successfully challenged by third parties. Agreement terms that address non-competition are difficult to enforce in many jurisdictions and might not be enforceable in certain cases. To the extent that our intellectual property and other proprietary rights are not adequately protected, third parties might gain access to our proprietary information, develop and market products or services similar to ours, or use trademarks similar to ours, each of which could materially harm our business. Existing U.S. federal and state intellectual property laws offer only limited protection. Moreover, the laws of other countries in which we might in the future conduct operations or contract for services might afford little or no effective protection of our intellectual property. The failure to adequately protect our intellectual property and other proprietary rights could materially harm our business.

In addition, if we resort to legal proceedings to enforce our intellectual property rights or to determine the validity and scope of the intellectual property or other proprietary rights of others, the proceedings could be burdensome and expensive, even if we were to prevail. Any litigation that is necessary in the future could result in substantial costs and diversion of resources and could have a material adverse effect on our business, operating results or financial condition.

***We might be sued by third parties for alleged infringement of their proprietary rights.***

The software and Internet industries are characterized by the existence of a large number of patents, trademarks, and copyrights and by frequent litigation based on allegations of infringement or other violations of intellectual property rights. We have received in the past, and might receive in the future, communications from third parties claiming that we have infringed the intellectual property rights of others. Our technologies might not be able to withstand any third-party claims or rights against their use. Any intellectual property claims, with or without merit, could be time-consuming and expensive to resolve, divert management attention from executing our business plan, and require us to pay monetary damages or enter into royalty or licensing agreements. In addition, many of our contracts contain warranties with respect to intellectual property rights, and most require us to indemnify our clients for third-party intellectual property infringement claims, which would increase the cost to us of an adverse ruling on such a claim.

Moreover, any settlement or adverse judgment resulting from such a claim could require us to pay substantial amounts of money or obtain a license to continue to use the software or information that is the subject of the claim, or otherwise restrict or prohibit our use of it. We might not be able to obtain a license on commercially reasonable terms, if at all, from third parties asserting an infringement claim; we might not be able to develop alternative technology on a timely basis, if at all; and we might not be able to obtain a license to use a suitable alternative technology to permit us to continue offering, and our clients to continue using, our affected services. Accordingly, an adverse determination could prevent us from offering our services to others.

***Any future litigation against us could be costly and time-consuming to defend.***

We may become subject, from time to time, to legal proceedings and claims that arise in the ordinary course of business such as claims brought by our clients in connection with commercial disputes, employment claims made by our current or former associates, or purported securities class actions. Litigation might result in substantial costs and may divert management's attention and resources, which might seriously harm our business, overall financial condition, and operating results. Insurance might not cover such claims, might not provide sufficient payments to cover all the costs to resolve one or more such claims, and might not continue to be available on terms acceptable to us. A claim brought against us that is uninsured or underinsured could result in unanticipated costs, thereby reducing our operating results and leading analysts or potential investors to reduce their expectations of our performance, which could reduce the trading price of our stock.

***Acquisitions could prove difficult to integrate, disrupt our business, dilute stockholder value, and adversely affect our operating results and the value of our common stock.***

As part of our business strategy, we might acquire, enter into joint ventures with, or make investments in complementary companies, services, and technologies in the future. For example, in February 2019, we acquired certain assets of Connecture, Inc. We spent considerable time, effort, and money pursuing this acquisition, our first in years, and need now to continue to successfully integrate it into our business. Acquisitions and investments involve numerous risks, including:

- difficulties in identifying and acquiring products, technologies or businesses that will help our business;
- difficulties in integrating operations, technologies, services and personnel;
- diversion of financial and managerial resources from existing operations;
- risk of entering new markets in which we have little to no experience; and
- delays in customer purchases due to uncertainty and the inability to maintain relationships with customers of the acquired businesses.

If we fail to properly evaluate acquisitions or investments, we might not achieve the anticipated benefits of any such acquisitions, we might incur costs in excess of what we anticipate, and management resources and attention might be diverted from other necessary or valuable activities.

***Future sales to customers outside the United States or with international operations might expose us to risks inherent in international sales which, if realized, could adversely affect our business.***

An element of our growth strategy is to expand internationally. Operating in international markets requires significant resources and management attention and will subject us to regulatory, economic, and political risks that are different from those in the United States. Because of our limited experience with international operations, our international expansion efforts might not be successful in creating demand for our products and services outside of the United States or in effectively selling our solutions in the international markets we enter. In addition, we will face risks in doing business internationally that could adversely affect our business, including:

- unstable regional political and economic conditions, such as those caused by statements and actions by the current U.S. presidential administration and the U.K. exit from the European Union;
- the need to localize and adapt our solutions for specific countries, including translation into foreign languages and associated expenses;
- data privacy laws which require that customer data be stored and processed in a designated territory;
- difficulties in staffing and managing foreign operations;
- different pricing environments, longer sales cycles and longer accounts receivable payment cycles and collections issues;
- new and different sources of competition;
- weaker protection for intellectual property and other legal rights than in the United States and practical difficulties in enforcing intellectual property and other rights outside of the United States;
- laws and business practices favoring local competitors;
- compliance challenges related to the complexity of multiple, conflicting and changing governmental laws and regulations, including employment, tax, privacy, and data protection laws and regulations;
- increased financial accounting and reporting burdens and complexities;
- restrictions on the transfer of funds; and
- adverse tax consequences.

If we denominate our international contracts in local currencies, fluctuations in the value of the U.S. dollar and foreign currencies might impact our operating results when translated into U.S. dollars.

***If we are required to collect sales and use taxes in additional jurisdictions, we might be subject to liability for past sales and our future sales may decrease.***

We might lose sales or incur significant expenses if states successfully impose broader guidelines on state sales and use taxes. A successful assertion by one or more states requiring us to collect sales or other taxes on the licensing of our software or sale of our services could result in substantial tax liabilities for past transactions and otherwise harm our business. In addition, each state has different rules and regulations governing sales and use taxes, and these rules and regulations are subject to varying interpretations that change over time. We review these rules and regulations periodically and, when we believe we are subject to sales and use taxes in a particular state, voluntarily engage state tax authorities in order to determine how to comply with their rules and regulations. We cannot assure you that we will not be subject to sales and use taxes or related penalties for past sales in states where we currently believe no such taxes are required.

Vendors of services, like us, are typically held responsible by taxing authorities for the collection and payment of any applicable sales and similar taxes. If one or more taxing authorities determines that taxes should have, but have not, been paid with respect to our

services, we might be liable for past taxes in addition to taxes going forward. Liability for past taxes might also include substantial interest and penalty charges. Our customer contracts typically provide that our customers must pay all applicable sales and similar taxes. Nevertheless, our customers might be reluctant to pay back taxes and might refuse responsibility for interest or penalties associated with those taxes. If we are required to collect and pay back taxes and the associated interest and penalties, and if our clients fail or refuse to reimburse us for all or a portion of these amounts, we will incur unplanned expenses that may be substantial. Moreover, imposition of such taxes on us going forward will effectively increase the cost of our software and services to our customers and might adversely affect our ability to retain existing customers or to gain new customers in the areas in which such taxes are imposed.

### **Risks Related to Our Products and Services Offerings**

***If our security measures are breached or fail, and unauthorized persons gain access to customers' and consumers' data, our products and services might be perceived as not being secure, customers and consumers might curtail or stop using our products and services, and we might incur significant liabilities.***

Our products and services involve the storage and transmission of customers' and consumers' confidential information, which may include sensitive individually identifiable information that is subject to stringent legal and regulatory obligations. Because of the sensitivity of this information, security features of our software are very important. If our security measures are breached or fail and/or are bypassed as a result of third-party action, inadvertent disclosures through technological or human error (including employee error), malfeasance, hacking, ransomware, social engineering (including phishing schemes), computer viruses, malware, or otherwise, someone might be able to acquire or obtain unauthorized access to our customers' confidential information and/or patient data or other personal information. As a result, our reputation could be damaged, our business might suffer, information might be lost, and we could face damages for contract breach, penalties for violation of applicable laws or regulations, costly litigation or government investigations, and significant costs for remediation and remediation efforts to prevent future occurrences.

In addition, we rely on various third parties, including employers' HR departments, carriers, and other third-party service providers and consumers themselves, as users of our system for key activities to protect and promote the security of our systems and the data and information accessible within them, such as administration of enrollment, consumer status changes, claims, and billing. Our customers might authorize or enable third parties to access their information and data that is stored on our systems. Because we do not control such access, we cannot ensure the complete integrity or security of such data in our systems. On occasion, people have failed to adhere to appropriate data security practices. For example, employers sometimes have failed to terminate the login/password of former employees, or permitted current employees to share login/passwords. When we become aware of such security incidents, we work with employers to terminate inappropriate access and provide additional instruction in order to avoid the reoccurrence of such problems. Although to date these security incidents have not resulted in claims against us or in material harm to our business, failures to perform these activities might result in claims against us, which could expose us to significant expense, legal liability, and harm to our reputation, which might result in loss of business.

Because techniques used to obtain unauthorized access or to sabotage systems change frequently and often are not recognized until launched against a target, we might not be able to anticipate these techniques or to implement adequate preventive measures. If an actual or perceived breach of our security, or the security of third parties that we rely on, occurs, the market perception of the effectiveness of our security measures could be harmed and we could lose sales and customers. Any significant violations of data privacy or security laws could result in the loss of business, litigation and regulatory investigations and penalties or settlements that could damage our reputation and adversely impact our results of operations and financial condition. In addition, our customers might authorize or enable third parties to access their information and data that is stored on our systems. Because we do not control such access, we cannot ensure the complete integrity or security of such data in our systems.

***Failure by our customers to obtain proper permissions and waivers might result in claims against us or may limit or prevent our use of data, which could harm our business.***

We require our customers to provide necessary notices and to obtain necessary permissions and waivers for use and disclosure of information on the Benefitfocus Platform, and we require contractual assurances from them that they have done so and will do so. If, however, despite these requirements and contractual obligations, our customers do not obtain necessary permissions and waivers, then our use and disclosure of information that we receive from them or on their behalf might be limited or prohibited by state or federal privacy laws or other laws. This could impair our functions, processes and databases that reflect, contain, or are based upon such data and might prevent use of such data. In addition, this could interfere with, or prevent creation or use of, rules, analyses, or other data-driven activities that benefit us and our business. Moreover, we might be subject to claims or liability for use or disclosure of information by reason of lack of valid notices, agreements, permissions or waivers. These claims or liabilities could subject us to unexpected costs and adversely affect our operating results.

***Our proprietary software might not operate properly, which could damage our reputation, give rise to claims against us, or divert application of our resources from other purposes, any of which could harm our business and operating results.***

Proprietary software development is time-consuming, expensive, and complex. Unforeseen difficulties can arise. We might encounter technical obstacles, and it is possible that we discover problems that prevent our proprietary applications from operating properly. If they do not function reliably or fail to achieve customer expectations in terms of performance, customers could assert liability claims against us and/or attempt to cancel their contracts with us. This could damage our reputation and impair our ability to attract or maintain customers.



Moreover, benefits management software as complex as ours has in the past contained, and may in the future contain, or develop, undetected defects or errors. Material performance problems or defects in our products and services might arise in the future. Errors might result from the interface of our services with legacy systems and data, which we did not develop and the function of which is outside of our control. Defects or errors might arise in our existing or new software or service processes. Because changes in employer, carrier, and legal requirements and practices relating to benefits are frequent, we are continuously discovering defects and errors in our software and service processes compared against these requirements and practices. Undiscovered vulnerabilities could expose our software to unscrupulous third parties who develop and deploy software programs that could attack our software or result in unauthorized access to, acquisition of, or disclosure of customer data. Defects and errors and any failure by us to identify and address them could result in loss of revenue or market share, liability to customers or others, failure to achieve market acceptance or expansion, diversion of development and other resources, injury to our reputation, and increased service and maintenance costs. Defects or errors in our product or service processes might discourage existing or potential customers from purchasing services from us. Correction of defects or errors could prove to be impossible or impracticable. The costs incurred in correcting any defects or errors or in responding to resulting claims or liability might be substantial and could adversely affect our operating results.

In addition, customers that rely on our products and services to collect, manage, and report benefits data might have a greater sensitivity to service errors and security vulnerabilities than customers of software products in general. We market and sell services that, among other things, provide information to assist care providers in tracking and treating ill patients. Any operational delay in or failure of our software service processes might result in the disruption of patient care and could cause harm to our business and operating results.

Our customers might assert claims against us in the future alleging that they suffered damages due to a defect, error, or other failure of our product or service processes. A product liability claim or errors or omissions claim could subject us to significant legal defense costs and adverse publicity regardless of the merits or eventual outcome of such a claim.

***Various events could interrupt customers' access to the Benefitfocus Platform, exposing us to significant costs.***

The ability to access the Benefitfocus Platform is critical to our customers. Our operations and facilities are vulnerable to interruption and/or damage from a number of sources, many of which are beyond our control, including, without limitation: (i) power loss and telecommunications failures, (ii) fire, flood, hurricane, and other natural disasters, (iii) software and hardware errors, failures or crashes in our own systems or in other systems, (iv) computer viruses, denial-of-service attacks, hacking and similar disruptive problems in our own systems and in other systems, and (v) civil unrest, war, and/or terrorism. We have implemented various measures to protect against interruptions of customers' access to our platform. If customers' access is interrupted because of problems in the operation of our facilities, we could be exposed to significant claims by customers, particularly if the access interruption is associated with problems in the timely delivery of funds due to customers or medical information relevant to patient care. Our plans for disaster recovery and business continuity rely on third-party providers of related services. If those vendors fail us at a time when our systems are not operating correctly, we could incur a loss of revenue and liability for failure to fulfill our obligations. Any significant instances of system downtime could negatively affect our reputation and ability to retain customers and sell our services, which would adversely impact our revenue.

In addition, retention and availability of patient care and physician reimbursement data are subject to federal and state laws governing record retention, accuracy, and access. Some laws impose obligations on our customers and on us to produce information for third parties and to amend or expunge data at their direction. Our failure to meet these obligations might result in liability, which could increase our costs and reduce our operating results.

***We rely on data center providers, Internet infrastructure, bandwidth providers, third-party computer hardware and software, other third parties, and our own systems for providing services to our customers, and any failure or interruption in the services provided by these third parties or our own systems could expose us to litigation and negatively impact our relationships with customers, adversely affecting our brand and our business.***

We serve our customers primarily from two data centers, one located in Raleigh, North Carolina and the other located in Charlotte, North Carolina, and to a lesser extent, from a data center in Georgia associated with the acquisition of Connecture assets completed in February 2019. While we control and have access to our servers, we do not control the operation of these facilities. The owners of our data center facilities have no obligation to renew their agreements with us on commercially reasonable terms, or at all. If we are unable to renew these agreements on commercially reasonable terms, or if one of our data center operators is acquired, we may be required to transfer our servers and other infrastructure to new data center facilities, and we may incur significant costs and possible service interruption in connection with doing so. Problems faced by our third-party data center locations, with the telecommunications network providers with whom we or they contract, or with the systems by which our telecommunications providers allocate capacity among their customers, including us, could adversely affect the experience of our customers. Our third-party data centers operators could decide to close their facilities without adequate notice. In addition, any financial difficulties, such as bankruptcy faced by our third-party data centers operators or any of the service providers with whom we or they contract may have negative effects on our business, the nature and extent of which are difficult to predict.

In addition, our ability to deliver our web-based services depends on the development and maintenance of the infrastructure of the Internet by third parties. This includes maintenance of a reliable network backbone with the necessary speed, data capacity, bandwidth capacity, and security. Our services are designed to operate without interruption in accordance with our service level commitments. However, we have experienced and expect that we will experience future interruptions and delays in services and availability from time to time. In the event of a catastrophic event with respect to one or more of our systems, we may experience an

extended period of system unavailability, which could negatively impact our relationship with customers. To operate without interruption, both we and our service providers must guard against:

- damage from fire, power loss, natural disasters and other force majeure events outside our control;
- communications failures;
- software and hardware errors, failures, and crashes;
- security breaches, computer viruses, hacking, denial-of-service attacks, and similar disruptive problems; and
- other potential interruptions.

We also rely on computer hardware purchased or leased and software licensed from third parties in order to offer our services, including software from Oracle Corporation and Microsoft Corporation, and routers and network equipment from Cisco, Dell and Hewlett-Packard Company. This hardware and software is generally commercially available on varying terms. However, it is possible that this hardware and software might not continue to be available on commercially reasonable terms, or at all. Any loss of the right to use any of this hardware or software could result in delays in the provisioning of our services until equivalent technology is either developed by us, or, if available, is identified, obtained and integrated.

We exercise limited control over third-party vendors, which increases our vulnerability to problems with technology and information services they provide. Interruptions in our network access and services might in connection with third-party technology and information services reduce our revenue, cause us to issue refunds to customers for prepaid and unused subscription services, subject us to potential liability, or adversely affect our renewal rates. Although we maintain insurance for our business, the coverage under our policies might not be adequate to compensate us for all losses that may occur. In addition, we might not be able to continue to obtain adequate insurance coverage at an acceptable cost, if at all.

***The use of open source software in our products and solutions may expose us to additional risks and harm our intellectual property rights.***

Some of our products and solutions use or incorporate software that is subject to one or more open source licenses. Open source software is typically freely accessible, usable, and modifiable. Certain open source software licenses require a user who intends to distribute the open source software as a component of the user's software to disclose publicly part or all of the source code to the user's software. In addition, certain open source software licenses require the user of such software to make any derivative works of the open source code available to others on potentially unfavorable terms or at no cost.

The terms of many open source licenses to which we are subject have not been interpreted by U.S. or foreign courts. Accordingly, there is a risk that those licenses could be construed in a manner that imposes unanticipated conditions or restrictions on our ability to commercialize our solutions. In that event, we could be required to seek licenses from third parties in order to continue offering our products or solutions, to re-develop our products or solutions, to discontinue sales of our products or solutions, or to release our proprietary software code under the terms of an open source license, any of which could harm our business. Further, given the nature of open source software, it may be more likely that third parties might assert copyright and other intellectual property infringement claims against us based on our use of these open source software programs.

While we monitor the use of all open source software in our products, solutions, processes, and technology and try to ensure that no open source software is used in such a way as to require us to disclose the source code to the related product or solution when we do not wish to do so, it is possible that such use may have inadvertently occurred in deploying our proprietary solutions. In addition, if a third-party software provider has incorporated certain types of open source software into software we license from such third party for our products and solutions without our knowledge, we could, under certain circumstances, be required to disclose the source code to our products and solutions. This could harm our intellectual property position and our business, results of operations, and financial condition.

**Risks Related to Regulation**

***Government regulation of the areas in which we operate creates risks and challenges with respect to our compliance efforts and our business strategies.***

The employee benefits industry is highly regulated and is subject to changing political, legislative, regulatory, and other influences. Efforts at regulatory reform are ongoing and may impact the regulatory environment in our industry. Existing and new laws and regulations affecting the employee benefits industry could create unexpected liabilities for us, cause us to incur additional costs and restrict our operations. These laws and regulations are complex and their application to specific services and relationships are unclear. In particular, many existing laws and regulations affecting employee benefits, when enacted, did not anticipate the services that we provide, and these laws and regulations might be applied to our services in ways that we do not anticipate. Our failure to accurately anticipate the application of these laws and regulations, or our failure to comply, could create liability for us, result in adverse publicity, and negatively affect our business. Some of the risks we face from the regulation of employee benefits are as follows:

- **Healthcare Market Reforms.** Healthcare services and benefits are delivered and reimbursed under an increasingly intricate, and frequently uncertain, statutory and regulatory framework. Ongoing efforts to repeal and/or reform part or all of the Patient Protection and Affordable Care Act of 2010 ("PPACA"), new payment models for certain federal health care programs, and efforts to slow the growth in healthcare spending and to alter the regulatory landscape have created uncertainty in the healthcare industry broadly. Although many of these laws and regulations do not directly apply to us, they

may affect the business of many of our customers. For instance, carriers and large employers might experience changes in the numbers of individuals they insure as a result of the elimination of the penalty associated with PPACA's individual mandate, possible repeal of guaranteed issue, and flux in the state and national exchanges under PPACA. Although we are unable to predict with any reasonable certainty or otherwise quantify the likely impact of PPACA repeal efforts and other deregulatory initiatives on our business model, financial condition, and operations, as well as changes in the business of our customers and the number of individuals they insure, may negatively impact our business.

•**False Claims Act and Related Laws.** Federal and state laws prohibit the submission of false information and the failure to disclose certain information in connection with claims for reimbursement from state and federal healthcare programs. In addition, federal and state laws prohibit self-referrals and kickbacks in association with the provision of healthcare services. Many of these state laws pertain to all payors, not just items or services paid for by the federal government. Although our business operations are not generally subject to these laws and regulations, any contract we have with a government entity requires us to comply with these laws and regulations. Any failure of our services to comply with these laws and regulations could result in substantial liability, including but not limited to criminal liability, could adversely affect demand for our services, and could force us to expend significant capital, research and development, and other resources to address the failure. Any determination by a court or regulatory agency that our services with government clients violate these laws and regulations could subject us to civil or criminal penalties, invalidate all or portions of some of our government client contracts, require us to change or terminate some portions of our business, require us to refund portions of our services fees, cause us to be disqualified from serving not only government clients but also all clients doing business with government payers, and have an adverse effect on our business.

- **HIPAA and Other Privacy and Security Requirements.** Numerous federal and state laws and regulations govern the privacy and security of personal health information. In particular, regulations promulgated pursuant to the Health Insurance Portability and Accountability Act of 1996, or HIPAA, as amended, established privacy and security standards that limit the use and disclosure of protected health information, and require the implementation of administrative, physical, and technological safeguards to ensure the confidentiality, integrity, availability, and privacy of protected health information. Health plans, healthcare clearinghouses, and most providers are "Covered Entities" subject to HIPAA. With respect to our operations as a healthcare clearinghouse, we are directly subject to the privacy regulations established under HIPAA, or the Privacy Rule, and the security regulations established under HIPAA, or the Security Rule. In addition, our carrier customers, or payors, are considered Covered Entities and are required to enter into written agreements with us, known as Business Associate Agreements, under which we are considered to be a "Business Associate" and that require us to safeguard protected health information and restrict how we may use and disclose such information. Both Covered Entities and Business Associates are subject to direct oversight and audit by the Department of Health and Human Services.

Violations of HIPAA could result in civil fines of up to \$57,051 per violation and a maximum civil penalty of \$1,711,533 in a calendar year for violations of the same requirement, as well as criminal penalties. The U.S. Department of Health and Human Services' Office for Civil Rights ("OCR"), which enforces HIPAA, appears to have increased its enforcement activities. OCR also operates a formal HIPAA audit program. The audits are intended to assess compliance with HIPAA by both Covered Entities and Business Associates and are conducted by OCR with assistance from third-party vendors. Issues identified during the audits may result in agency-imposed corrective action plans or civil monetary penalties. Additionally, state attorneys general may bring civil actions seeking either injunctions or damages in response to violations of HIPAA that threaten the privacy of state residents.

We may not be able to adequately address the business risks created by HIPAA implementation and enforcement. Furthermore, we are unable to predict what changes to HIPAA or other laws or regulations might be made in the future or how those changes could affect our business or the costs associated with compliance. Noncompliance may result in litigation, civil penalties, fines and/or settlements.

Some payors and clearinghouses interpret HIPAA transaction requirements differently than we do. Where payors or clearinghouses require conformity with their interpretations as a condition of a successful transaction, we seek to comply with their interpretations.

In addition to the Privacy Rule and Security Rule, most states have enacted patient confidentiality laws that protect against the disclosure of confidential medical and/or health information, and many states have adopted or are considering further legislation in this area, including privacy safeguards, security standards, and data security breach notification requirements. Such state laws, if more stringent than HIPAA requirements, are not preempted by the federal requirements, and we are required to comply with them. Failure to comply with any state standards regarding patient privacy may subject us to penalties, including civil monetary penalties and, in some circumstances, criminal penalties. Such failure may injure our reputation and adversely affect our ability to retain customers and attract new customers.

- **Personal Privacy and Consumer Protection.** Numerous federal and state laws and regulations govern the collection, retention, use, and disclosure of personal information. In addition to HIPAA, we might be subject to various laws, rules and regulations related to privacy and information security, including those promulgated under the Gramm-Leach-Bliley Act and various state laws regulating the use and security of personal information. Those laws, rules, and regulations include requirements such as reasonable and appropriate safeguards to protect personal information, or providing appropriate notice to consumers about how their personal information will be used or disclosed. In addition, state legislatures have been actively enacting new laws addressing data security, security breach notification, and privacy, including the California Consumer Privacy Act of 2018. These areas may present implementation challenges and could be an enforcement priority for the state regulators generating increased lawsuits by consumers and other individuals. Our management believes that

we are currently operating in compliance with these regulations. However, continued compliance with these evolving laws, rules and regulations regarding the privacy, security and protection of our customers' data, or the implementation of any additional privacy rules and regulations, could result in higher compliance and technology costs for us.

- **Medicare and Medicaid Regulatory Requirements.** We have contracts with insurance carriers who offer Medicare Managed Care (also known as Medicare Advantage or Medicare Part C) and Medicaid Managed Care benefits plans. We also have contracts with insurance carriers who offer Medicare prescription drug benefits (also known as Medicare Part D) plans. The activities of the Medicare plans are regulated by the Centers for Medicare & Medicaid Services, or CMS, the federal agency that provides oversight of the Medicare and Medicaid programs. The Medicaid Managed Care plans are regulated by both CMS and the individual states where the plans are offered. Some of the activities that we might perform, such as the enrollment of beneficiaries, may be subject to CMS and/or state regulation, and such regulations may force us to change the way we do business or otherwise restrict our ability to provide services to such plans. Moreover, the regulatory environment with respect to these programs is increasingly complex.
- **Financial Services-Related Laws and Rules.** Financial services and electronic payment processing services are subject to numerous laws, regulations and industry standards, some of which might impact our operations and subject us, our vendors, and our customers to liability as a result of the payment distribution and processing solutions we offer. Although we do not act as a bank, we offer solutions that involve banks, or vendors who contract with banks and other regulated providers of financial services. As a result, we might be impacted by banking and financial services industry laws, regulations, and industry standards, such as licensing requirements, solvency standards, requirements to maintain the privacy and security of nonpublic personal financial information, and Federal Deposit Insurance Corporation deposit insurance limits. In addition, our patient billing and payment distribution and processing solutions might be impacted by payment card association operating rules, certification requirements, and rules governing electronic funds transfers. If we fail to comply with applicable payment processing rules or requirements, we might be subject to fines and changes in transaction fees and may lose our ability to process credit and debit card transactions or facilitate other types of billing and payment solutions. Moreover, payment transactions processed using the Automated Clearing House are subject to network operating rules promulgated by the National Automated Clearing House Association and to various federal laws regarding such operations, including laws pertaining to electronic funds transfers, and these rules and laws might impact our billing and payment solutions. Further, our solutions might impact the ability of our payor customers to comply with state prompt payment laws. These laws require payors to pay healthcare claims meeting the statutory or regulatory definition of a "clean claim" within a specified time frame.
- **Insurance Broker Laws.** Insurance laws in the United States are often complex, and states have broad authority to adopt regulations regarding brokerage activities. Our business's regulatory oversight generally also includes activity governing the selection and payment of insurance products and the licensing of insurance brokers and our wholly owned subsidiary, BenefitStore, Inc., is an insurance agency. Our continuing ability to provide insurance brokerage related services in the jurisdictions in which we operate depends on our compliance with the rules and regulations promulgated from time to time by the regulatory authorities in each of these jurisdictions.
- **ERISA.** The Employee Retirement Income Security Act of 1974, as amended, or ERISA, regulates how employee benefits are provided to or through certain types of employer-sponsored health benefits plans. ERISA is a set of laws and regulations that is subject to periodic interpretation by the U.S. Department of Labor as well as the federal courts. In some circumstances, and under certain customer contracts, we might be deemed to have assumed duties that make us an ERISA fiduciary, and thus be required to carry out our operations in a manner that complies with ERISA in all material respects. We believe that our current operations do not render us subject to ERISA fiduciary obligations, and therefore that we are in material compliance with ERISA and that any such compliance does not currently have a material adverse effect on our operations. However, there can be no assurance that continuing ERISA compliance efforts or any future changes to ERISA will not have a material adverse effect on us.
- **Third-Party Administrator Laws.** Numerous states in which we do business have adopted regulations governing entities engaged in third-party administrator, or TPA, activities. TPA regulations typically impose requirements regarding enrollment into benefits plans, claims processing and payments, and the handling of customer funds. Although we do not believe we are currently acting as a TPA, changes in state regulations could result in us being obligated to comply with such regulations, which might require us to obtain licenses to provide TPA services in such states.

***Potential regulatory requirements placed on our software, services, and content could impose increased costs on us, delay or prevent our introduction of new service types, and impair the function or value of our existing service types.***

Our products and services are and are likely to continue to be subject to increasing regulatory requirements in a number of ways. As these requirements proliferate, we must change or adapt our products and services to comply. Changing regulatory requirements might render our services obsolete or might block us from accomplishing our work or from developing new services. This might in turn impose additional costs upon us to comply or to further develop our products and services. It might also make introduction of new product or service types more costly or more time-consuming than we currently anticipate. It might even prevent introduction by us of new products or services or cause the continuation of our existing products or services to become unprofitable or impossible.

***Potential government subsidy of services similar to ours, or creation of a single payor system, might reduce customer demand.***

Recently, entities including brokers and U.S. federal and state governments have offered to subsidize adoption of online benefits platforms or clearinghouses. In addition, federal regulations have been changed to permit such subsidy from additional sources subject to certain limitations. To the extent that we do not qualify or participate in such subsidy programs, demand for our services might be reduced, which may decrease our revenue. In addition, prior proposals regarding healthcare reform have included the concept of creation of a single payor for healthcare insurance. This kind of consolidation of critical benefits activity could negatively impact the demand for our services.

***Our services present the potential for embezzlement, identity theft, or other similar illegal behavior by our associates with respect to third parties.***

Among other things, certain services offered by us involve collecting payment information from individuals, and this frequently includes check and credit card information. Even though we do not handle direct payments, our services also involve the use and disclosure of personal and business information that could be used to impersonate third parties, commit identity theft, or otherwise gain access to their data or funds. If any of our associates take, convert, or misuse such funds, documents, or data, we could be liable for damages, and our business reputation could be damaged or destroyed. Moreover, if we fail to adequately prevent third parties from accessing personal and/or business information and using that information to commit identity theft, we might face legal liabilities and other losses than can have a negative impact on our business.

**Risks Related to Our Indebtedness**

***We recently incurred substantial indebtedness that may decrease our business flexibility, access to capital and/or increase our borrowing costs, and we may still incur substantially more debt, which may adversely affect our operations and financial results.***

In December 2018, we issued \$240 million aggregate principal of Notes due December 15, 2023, unless earlier repurchased by us or converted by the holder pursuant to their terms. The Notes may limit our ability to borrow additional funds for working capital, capital expenditures, acquisitions or other general business purposes; limit our ability to use our cash flow or obtain additional financing for future working capital, capital expenditures, acquisitions or other general business purposes; require us to use a substantial portion of our cash flow from operations to make debt service payments; limit our flexibility to plan for or react to, changes in our business and industry; place us at a competitive disadvantage compared to our less leveraged competitors; and increase our vulnerability to the impact of adverse economic and industry conditions. Further, the indenture governing the Notes does not restrict our ability to incur additional indebtedness and we and our subsidiaries may incur substantial additional indebtedness in the future, subject to the restrictions contained in any future debt instruments existing at the time, some of which may be secured indebtedness.

***Servicing our debt requires a significant amount of cash, and we might not have or be able to obtain sufficient cash to pay our substantial debt.***

As of December 31, 2018 and June 30, 2019, we had \$240 million aggregate principal of Notes outstanding. We also had the ability to borrow an aggregate of \$84.3 million under our current credit facility, all of which would be secured debt. Our ability to make scheduled payments of the principal of, to pay interest on or to refinance our indebtedness, depends on our future performance, which is subject to economic, financial, competitive and other factors beyond our control. Our business might not continue to generate cash flow from operations in the future sufficient to service our debt timely. In addition, our ability to repurchase or to pay cash upon conversion of the Notes may be limited by law, regulatory authority or agreements governing our future indebtedness. If we are unable to generate sufficient cash to service our debt, we may be required to adopt one or more alternatives, such as selling assets, restructuring debt or obtaining additional equity capital on terms that may be onerous or highly dilutive. In addition, our ability to refinance our indebtedness will depend on the capital markets and our financial condition at such time. We might not be able to engage in any of these activities or engage in these activities on desirable terms, which could result in a default and acceleration of our debt obligations.

***The conditional conversion feature of the Notes, if triggered, and any required repurchase of the Notes may adversely affect our financial condition and operating results.***

In the event any conditional conversion feature of the Notes is triggered, holders of the Notes will be entitled to convert the Notes at any time during specified periods at their option. In addition, holders of the Notes have the right to require us to repurchase their Notes upon the occurrence of a fundamental change. If one or more holders elect to convert their Notes (and unless we elect to satisfy our conversion obligation by delivering solely shares of our common stock, other than paying cash in lieu of delivering any fractional share), or if we are required to repurchase the Notes due to a fundamental change, we would be required to settle a portion or all of our conversion obligation through the payment of cash or repurchase the Notes with cash, both of which could adversely affect our liquidity. In addition, even if holders do not elect to convert their Notes upon a conditional conversion feature being triggered, we could be required under applicable accounting rules to reclassify all or a portion of the outstanding principal of the Notes as a current rather than long-term liability, which would result in a material reduction of our net working capital.

***The Notes are effectively subordinated to our secured debt and any liabilities of our subsidiaries.***

The Notes rank senior in right of payment to any of our indebtedness that is expressly subordinated in right of payment to the Notes; equal in right of payment to any of our liabilities that are not so subordinated; effectively junior in right of payment to any of our senior, secured indebtedness to the extent of the value of the assets securing such indebtedness; and structurally junior to all indebtedness and other liabilities (including trade payables) of our subsidiaries. In the event of our bankruptcy, liquidation, reorganization or other winding up, our assets that secure debt ranking senior or equal in right of payment to the Notes will be available to pay obligations on the Notes only after the senior, secured debt has been repaid in full from these assets. There might not be sufficient assets remaining to pay amounts due on any or all of the Notes then outstanding. The indenture governing the Notes does not prohibit us from incurring additional senior debt or secured debt, nor does it prohibit any of our subsidiaries from incurring additional liabilities. All our indebtedness, including the Notes, must be repaid before our stockholders would receive anything in a liquidation.

***If we fail to meet our current credit facility's financial covenants, our business and financial condition could be adversely affected.***

Our current credit facility contains financial covenants, including covenants related to financial liquidity and EBITDA. If at any point we fail to comply with the financial covenants, the lenders can demand immediate repayment of our outstanding balance and deny future borrowings under the credit facility. This could have a negative impact on our liquidity, thereby reducing the availability of cash flow for other purposes and adversely affecting our business.

***We may still incur substantially more debt or take other actions that would diminish our ability to make payments on the Notes when due.***

We and our subsidiaries may incur substantial additional debt in the future, some of which may be secured debt. We are not restricted under the terms of the indenture governing the Notes from incurring additional debt, securing existing or future debt, recapitalizing our debt or taking a number of other actions that could have the effect of diminishing our ability to make payments on the Notes when due. Furthermore, the indenture prohibits us from engaging in certain mergers or acquisitions unless, among other things, the surviving entity assumes our obligations under the Notes and the indenture. These and other provisions in the indenture could deter or prevent a third party from acquiring us even when the acquisition may be favorable to holders of the Notes.

***The conversion of the Notes will dilute the ownership interest of existing stockholders, including holders who had previously converted their Notes, or may otherwise depress the price of our common stock.***

The conversion of some or all of the Notes will dilute the ownership interests of existing stockholders to the extent we deliver shares of our common stock upon conversion of the Notes. The Notes may become in the future convertible at the option of the holders of the Notes prior to December 15, 2023 under certain circumstances as provided in the indenture governing the Notes. Any sales in the public market of the common stock issuable upon such conversion could adversely affect prevailing market prices of our common stock. In addition, the existence of the Notes may encourage short selling by market participants because the conversion of the Notes could be used to satisfy short positions, or anticipated conversion of the Notes into shares of our common stock could depress the price of our common stock.

***The capped call transactions we entered into in connection with the issuance of the Notes might not turn out to be effective in reducing dilution, and might adversely affect the value of our common stock.***

In connection with the Notes, we paid approximately \$33 million to enter into capped call transactions with certain purchasers or their affiliates (the "Option Counterparties"). The capped call transactions are expected generally to reduce the potential dilution upon conversion of the Notes and/or offset any cash payments we are required to make in excess of the principal amount of converted Notes, as the case may be, with such reduction and/or offset subject to a cap. If our stock is above \$89.98 per share upon conversion of the Notes, the capped calls will not completely eliminate the dilution from Note conversion. Furthermore, if our stock price is less than \$53.17 upon conversion of the Notes, the capped calls will have no effect and we will get no benefit from the cash we paid to enter into the capped calls.

In connection with establishing their initial hedges of the capped call transactions, the Option Counterparties entered into various derivative transactions with respect to our common stock. This activity could have increased (or reduced the size of any decrease in) the market price of our common stock or the Notes at that time.

In addition, the Option Counterparties may modify their hedge positions by entering into or unwinding derivatives with respect to our common stock and/or purchasing or selling our common stock or other securities of ours in secondary market transactions prior to the maturity of the Notes (and are likely to do so during any observation period related to a conversion of Notes or following any repurchase of Notes by us on any fundamental change repurchase date or otherwise). This activity could also cause or avoid an increase or decrease in the price of our common stock or the Notes.

The potential effect, if any, of these transactions and activities on the price of our common stock or the Notes will depend in part on the market conditions and cannot be ascertained at this time. Any of these activities could adversely affect the value of our common stock.

***The accounting method for convertible debt securities that may be settled in cash, such as the Notes, could have a material effect on our reported financial results.***

In May 2008, the Financial Accounting Standards Board ("FASB") issued Staff Position No. APB 14-1, Accounting for Convertible Debt Instruments That May Be Settled in Cash Upon Conversion (Including Partial Cash Settlement), which has subsequently been codified as ASC 470-20, Debt with Conversion and Other Options. Under ASC 470-20, an entity must separately account for the liability and equity components of the convertible debt instruments (such as the Notes) that may be settled entirely or partially in cash upon conversion in a manner that reflects the issuer's economic interest cost. The effect of ASC 470-20 on the accounting for the Notes is that the equity component is required to be included in the additional paid-in capital section of stockholders' equity on our consolidated balance sheet, and the value of the equity component would be treated as original issue discount for purposes of accounting for the debt component of the Notes. As a result, we will be required to record a greater amount of non-cash interest expense in current periods presented as a result of the amortization of the discounted carrying value of the Notes to their face amount over the term of the Notes. We will report lower net income in our financial results because ASC 470-20 will require interest to include both the current period's amortization of the debt discount and the instrument's coupon interest, which could adversely affect our reported or future financial results, the trading price of our common stock and the trading price of the Notes.

In addition, under certain circumstances, convertible debt instruments (such as the Notes) that may be settled entirely or partly in cash are currently accounted for utilizing the treasury stock method, the effect of which is that the shares issuable upon conversion of the Notes are not included in the calculation of diluted earnings per share except to the extent that the conversion value of the Notes exceeds their principal amount. Under the treasury stock method, for diluted earnings per share purposes, the transaction is accounted for as if the number of shares of common stock that would be necessary to settle such excess, if we elected to settle such excess in shares, are issued. We cannot be sure that the accounting standards in the future will continue to permit the use of the treasury stock method. If we are unable to use the treasury stock method in accounting for the shares issuable upon conversion of the Notes, then our diluted earnings per share would be adversely affected.

**Risks Related to Ownership of Our Common Stock**

***Our stock price may be volatile or may decline regardless of our operating performance, and you may not be able to resell your shares at or above the price at which you purchase it.***

The stock market historically has experienced extreme price and volume fluctuations. As a result of this volatility, you might not be able to sell your common stock at or above the price at which you purchase it. From our IPO in September 2013 through June 30, 2019, the per share trading price of our common stock has been as high as \$77.00 and as low as \$19.58. It might continue to fluctuate significantly in response to various factors, some of which are beyond our control. These factors include:

- our operating performance and the operating performance of similar companies;
- the overall performance of the equity markets;
- any major change in our management;
- changes in laws or regulations relating to the sale of health insurance;
- announcements by us or our competitors of acquisitions, business plans, or commercial relationships;
- threatened or actual litigation;
- publication of research reports or news stories about us, our competitors, or our industry, or positive or negative recommendations or withdrawal of research coverage by securities analysts;
- large volumes of sales of our shares of common stock by existing stockholders; and
- general political and economic conditions.

In addition, the stock market in general, and the market for Internet-related companies in particular, has experienced extreme price and volume fluctuations that have often been unrelated or disproportionate to the operating performance of those companies. These fluctuations might be even more pronounced in the relatively new trading market for our stock. Additionally, securities class action litigation has often been instituted against companies following periods of volatility in the overall market and in the market price of a company's securities. This litigation, if instituted against us, could result in substantial costs, divert our management's attention and resources, and harm our business, operating results, and financial condition.

***Our stock price could decline due to the large number of outstanding shares of our common stock and those underlying the Notes eligible for future sale.***

Sales of a substantial number of shares of our common stock in the public market or the market perception that such sales and issuances may occur could reduce the market price of our common stock and impair our ability to raise capital through the sale of additional common stock or equity-linked securities at a time and price that we deem appropriate.

As of June 30, 2019, we had an aggregate of 32,642,706 shares of common stock outstanding. As of June 30, 2019, there also were outstanding options and restricted stock units to purchase 2,348,017 shares of our common stock that, if exercised or vested, as applicable, will result in these additional shares becoming available for sale subject in some cases to Rule 144. We have also registered an aggregate of 9,099,766 shares of our common stock that we may issue or sell under our stock plans. These shares can

be freely sold in the public market upon issuance, unless they are held by “affiliates”, as that term is defined in Rule 144 of the Securities Act. In addition, a substantial number of shares of our common stock is reserved for issuance upon conversion of the Notes. If a large number of these shares are sold in the public market, the sales could reduce the trading price of our common stock.

***We might require additional capital to support business growth.***

We intend to continue to make investments to support our business growth and might require additional funds to respond to business challenges or opportunities, including the need to develop new products and services or enhance our existing services, enhance our operating infrastructure, and acquire complementary businesses and technologies. Accordingly, we might need to engage in equity or additional debt financings to secure additional funds. If we raise additional funds through further issuances of equity or convertible debt securities, our existing stockholders could suffer significant dilution, and any new equity securities we issue could have rights, preferences and privileges superior to those of holders of our common stock. Any additional debt financing secured by us could involve restrictive covenants relating to our capital-raising activities and other financial and operational matters, which might make it more difficult for us to obtain additional capital and to pursue business opportunities, including potential acquisitions. In addition, we might not be able to obtain additional financing on terms favorable to us, if at all. If we are unable to obtain adequate financing or financing on terms satisfactory to us when we require it, our ability to continue to support our business growth and to respond to business challenges could be significantly limited.

***We do not currently intend to pay dividends on our common stock and, consequently, your ability to achieve a return on your investment will depend on appreciation in the price of our common stock.***

We have never declared or paid any cash dividends on our common stock and do not currently intend to do so for the foreseeable future. We currently intend to invest our future earnings, if any, to fund our growth. Therefore, you are not likely to receive any dividends on your common stock for the foreseeable future, and the success of an investment in shares of our common stock will depend upon future appreciation in its value, if any. There is no guarantee that shares of our common stock will appreciate in value or even maintain the price at which our stockholders purchased their shares.

***Our business is subject to changing regulations regarding corporate governance, disclosure controls, internal control over financial reporting, and other compliance areas that will increase both our costs and the risk of noncompliance.***

As a public company, we are subject to the reporting requirements of the Securities Exchange Act of 1934, or the Exchange Act, the Sarbanes-Oxley Act of 2002, or the Sarbanes-Oxley Act, the Dodd-Frank Act, and the rules and regulations of our stock exchange. The requirements of these rules and regulations increase our legal, accounting, and financial compliance costs, make some activities more difficult, time-consuming, and costly, and may also place undue strain on our personnel, systems, and resources.

The Sarbanes-Oxley Act requires, among other things, that we maintain effective disclosure controls and procedures and internal control over financial reporting. Commencing with our fiscal year ending December 31, 2014, we performed system and process evaluation and testing of our internal control over financial reporting to allow management to report on the effectiveness of our internal control over financial reporting, as required by Section 404 of the Sarbanes-Oxley Act. We also are required to disclose changes made to our internal controls and procedures on a quarterly basis. Our ongoing compliance with Section 404 of the Sarbanes-Oxley Act will require that we incur substantial accounting expense and expend significant management efforts.

In addition, as of December 31, 2018, we no longer qualified as an “emerging growth company” as defined in the Jumpstart Our Business Startups Act of 2012, or the JOBS Act. Accordingly, our independent registered public accounting firm is now required to formally attest to the effectiveness of our internal control over financial reporting pursuant to Section 404 of the Sarbanes-Oxley Act in our Annual Reports on Form 10-K. We now are also required to include additional information regarding executive compensation and include a nonbinding advisory vote on executive compensation in our proxy statements. These additional reporting requirements, among others, may increase our legal and financial compliance costs and cause management and other personnel to divert attention from operational and other business matters to devote substantial time to public company reporting requirements. In addition, if we are not able to comply with changing legal requirements in a timely manner, the market price of our stock could decline and we could be subject to sanctions or investigations by the stock exchange on which our common stock is listed, the SEC, or other regulatory authorities, which would require additional financial and management resources.

***Failure to develop and maintain adequate financial controls could cause us to have material weaknesses, which could adversely affect our operations and financial position.***

As previously reported, in the first quarter of 2014, we identified a material weakness in internal controls over the accounting for leasing transactions which resulted in the identification of a material error in the accounting for our headquarters lease executed in May 2005. We might in the future discover other material weaknesses that require remediation. In addition, an internal control system, no matter how well-designed, cannot provide absolute assurance that misstatements due to error or fraud will not occur or that all control issues and instances of fraud will be detected. If we are not able to comply with the requirements of Section 404 of the Sarbanes-Oxley Act in a timely manner, or if we are unable to maintain proper and effective internal controls, we might not be able to produce timely and accurate financial statements. If that were to happen, the market price of our stock could decline and we could be subject to sanctions or investigations by the stock exchange on which our common stock is listed, the SEC, or other regulatory authorities.



Any failure to develop or maintain effective controls, or any difficulties encountered in their implementation or improvement, could harm our operating results or cause us to fail to meet our reporting obligations. Any failure to implement and maintain effective internal controls also could adversely affect the results of periodic management evaluations regarding the effectiveness of our internal control over financial reporting that we are required to include in our periodic reports filed with the SEC under Section 404 of the Sarbanes-Oxley Act. Ineffective disclosure controls and procedures or internal control over financial reporting could also cause investors to lose confidence in our reported financial and other information, which would likely have a negative effect on the trading price of our common stock. Implementing any appropriate changes to our internal controls may require specific compliance training of our directors, officers, and employees, entail substantial costs in order to modify our existing accounting systems, and take a significant period of time to complete. Such changes may not be effective, however, in maintaining the adequacy of our internal controls, and any failure to maintain that adequacy, or consequent inability to produce accurate financial statements on a timely basis, could increase our operating costs and could materially impair our ability to operate our business. In the event that we are not able to demonstrate compliance with Section 404 of the Sarbanes-Oxley Act in a timely manner, that our internal controls are perceived as inadequate, or that we are unable to produce timely or accurate financial statements, investors may lose confidence in our operating results and our stock price could decline.

***Provisions in our restated certificate of incorporation and amended and restated bylaws and Delaware law might discourage, delay, or prevent a change in control of our company or changes in our management and, therefore, depress the trading price of our common stock.***

Provisions of our certificate of incorporation and bylaws and Delaware law might discourage, delay, or prevent a merger, acquisition, or other change in control that stockholders consider favorable, including transactions in which you might otherwise receive a premium for your shares of our common stock. These provisions might also prevent or frustrate attempts by our stockholders to replace or remove our management. These provisions include:

- limitations on the removal of directors;
- advance notice requirements for stockholder proposals and nominations;
- limitations on the ability of stockholders to call special meetings;
- the inability of stockholders to act by written consent;
- the inability of stockholders to cumulate votes at any election of directors;
- the classification of our board of directors into three classes with only one class, representing approximately one-third of our directors, standing for election at each annual meeting; and
- the ability of our board of directors to make, alter or repeal our bylaws.

Our Board of Directors has the ability to designate the terms of and issue new series of preferred stock without stockholder approval. In addition, Section 203 of the Delaware General Corporation Law prohibits a publicly held Delaware corporation from engaging in a business combination with an interested stockholder, generally a person which together with its affiliates owns, or within the last three years has owned, 15% of our voting stock, for a period of three years after the date of the transaction in which the person became an interested stockholder, unless the business combination is approved in a prescribed manner.

The existence of the foregoing provisions and anti-takeover measures could limit the price that investors are willing to pay in the future for shares of our common stock. They could also deter potential acquirers of our company, thereby reducing the likelihood that you could receive a premium for your common stock in an acquisition.

***If securities or industry analysts do not publish research or reports about our business, or publish inaccurate or unfavorable research or reports about our business, our stock price and trading volume could decline.***

The trading market for our common stock depends, to some extent, on the research and reports that securities or industry analysts publish about us and our business. We do not have any control over these analysts. If one or more of the analysts who cover us downgrade our common stock or change their opinion of our common stock, our stock price would likely decline. If one or more of these analysts cease coverage of our company or fail to regularly publish reports on us, we could lose visibility in the financial markets, which could cause our stock price or trading volume to decline.

Item 6. EXHIBITS.

Exhibit Number	Exhibit Title	Incorporated by Reference (Unless Otherwise Indicated)			
		Form	File	Exhibit	Filing Date
10.4.1	<a href="#">Benefitfocus, Inc. Second Amended and Restated 2012 Stock Plan. #</a>	8-K	—	10.4.1	June 3, 2019
10.17.2	<a href="#">Second Amendment to Employment Agreement, dated April 1, 2019, by and between Benefitfocus.com, Inc. and Raymond A. August. #</a>	—	—	—	Filed herewith
31.1	<a href="#">Certification of the President and Chief Executive Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.</a>	—	—	—	Filed herewith
31.2	<a href="#">Certification of the Vice President of Corporate Development and former Interim Chief Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.</a>	—	—	—	Filed herewith
32.1	<a href="#">Certification of the President and Chief Executive Officer and the Vice President of Corporate Development and former Interim Chief Financial Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.</a>	—	—	—	Filed herewith
101.INS	XBRL Instance Document.	—	—	—	Filed herewith
101.SCH	XBRL Taxonomy Extension Schema Document.	—	—	—	Filed herewith
101.CAL	XBRL Taxonomy Extension Calculation Linkbase Document.	—	—	—	Filed herewith
101.DEF	XBRL Taxonomy Extension Definition Linkbase Document.	—	—	—	Filed herewith
101.LAB	XBRL Taxonomy Extension Label Linkbase Document.	—	—	—	Filed herewith
101.PRE	XBRL Taxonomy Extension Presentation Linkbase Document.	—	—	—	Filed herewith
#	Management contract or compensatory plan.				

## SIGNATURES

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 thereunto duly authorized.

Date: August 7, 2019

Benefitfocus, Inc.

By: /s/ Lou Anne Gilmore  
Lou Anne Gilmore  
Vice President of Corporate Development and former Interim  
Chief Financial Officer  
(Principal financial and accounting officer)

## BENEFITFOCUS.COM, INC.

## SECOND AMENDMENT TO EMPLOYMENT AGREEMENT

THIS SECOND AMENDMENT TO EMPLOYMENT AGREEMENT (this "**Amendment**") is made and entered into this 1st day of April 2019, by and between: Benefitfocus.com, Inc., having its principal place of business at 100 Benefitfocus Way, Charleston, SC 29492, (hereinafter referred to as "**Benefitfocus**") and **Raymond A. August** (hereinafter referred to as the "**Associate**")

WHEREAS, Associate and Benefitfocus previously entered into an Employment Agreement dated as of June 25, 2014, as amended by the First Amendment to Employment Agreement effective as of January 1, 2018 (together, the "**Employment Agreement**");

WHEREAS, Associate and Benefitfocus wish to alter certain terms of the Employment Agreement with regard to Associate's compensation and other matters; and

WHEREAS, in light of the foregoing, Associate and Benefitfocus desire to mutually and voluntarily amend the Employment Agreement, pursuant to the terms as set forth herein, effective as of April 1, 2019 (the "**Amendment Effective Date**").

NOW, THEREFORE, in consideration of the foregoing, the mutual promises herein contained, and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the parties hereto, intending to be legally bound, agree as follows.

1 . AMENDMENT TO PARAGRAPH 6 OF EXHIBIT B TO THE EMPLOYMENT AGREEMENT. Paragraph 6 of Exhibit B to the Employment Agreement is modified as of the Amendment Effective Date by striking the existing Paragraph 6 in its entirety, and inserting a new Paragraph 6 as follows:

6 . *April 2019 Equity Award.* Effective April 1, 2019, Associate will receive a one-time grant of 50,000 restricted stock units (RSUs). The RSUs will vest on the fourth anniversary of the date of grant, subject to Associate's continuous service to Benefitfocus through such date. This award will be subject to the terms of an award agreement between Associate and Benefitfocus.

2 . AMENDMENT TO PARAGRAPH 7 OF EXHIBIT B TO THE EMPLOYMENT AGREEMENT. Paragraph 7 of Exhibit B to the Employment Agreement is modified as of the Amendment Effective Date by striking the existing Paragraph 7 in its entirety, and inserting a new Paragraph 7 as follows:

7 . *Parachute Payments.* In the event that any payment or benefit provided for in this Agreement, either alone or together with other payments or benefits provided to Associate by Benefitfocus (collectively, the "**Payments**") (i) constitute "parachute payments" within the meaning of Section 280G of the Internal Revenue Code of 1986, as amended, and the regulations and guidance issued thereunder (collectively "**Section 280G**") and (ii) such Payments would, if reduced by all federal, state and local taxes applicable thereto, including the excise tax imposed under Section 4999 of the Internal Revenue Code of 1986, as amended (the "**Excise Tax**"), be less than the amount Associate would receive, after all applicable taxes, if he received aggregate Payments equal (as valued under Section 280G) to three times Associate's "base amount" (within the

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meaning of Section 280G), less \$1.00, then (iii) such Payments will be reduced (but not below zero) if and to the extent necessary so that no Payments to be made or benefit to be provided to Associate will be subject to the Excise Tax. Unless Associate and Benefitfocus otherwise agree in writing, the determination of whether the Payments will be reduced as provided in this paragraph 7 and the amount of such reduction will be made at Benefitfocus' expense by an accounting firm or a consulting group with experience in performing calculations regarding the applicability of Section 280G and the Excise Tax selected by Benefitfocus (the "280G Advisor") applying reasonable, good faith interpretations regarding the applicability of Section 280G along with any other applicable tax laws. The 280G Advisor will provide its determination, together with supporting calculations and documentation, to Benefitfocus and Associate within ten (10) days after completion and such determination will be final, binding, and conclusive upon Benefitfocus and Associate. If a reduction in the Payments is necessary, such reduction shall occur in the following order: (A) reduction of cash payments; (B) cancellation of accelerated vesting of equity awards other than stock options; (C) cancellation of accelerated vesting of stock options; and (D) reduction of other benefits paid to Associate. Within any such category of payments and benefits (that is, (A), (B), (C) or (D)), a reduction shall occur first with respect to amounts that are not "deferred compensation" within the meaning of Section 409A (as defined below) and then, if necessary to effect the reduction described in this paragraph, with respect to amounts that are "deferred compensation." In the event that acceleration of compensation from Associate's equity awards is to be reduced, such acceleration of vesting shall be canceled, subject to the immediately preceding sentence, in the reverse order of the date of grant.

3 . AMENDMENT TO PARAGRAPH 14 OF EXHIBIT B TO THE EMPLOYMENT AGREEMENT. Paragraph 14 of Exhibit B to the Employment Agreement is modified as of the Amendment Effective Date by striking the existing first two paragraphs of Paragraph 14, and inserting new first two paragraphs of Paragraph 14 as follows:

14. *Severance.* In the event Benefitfocus terminates Associate's employment without Cause, as defined herein, at any time prior to a Change in Control, as defined herein, then upon execution of a general release of claims satisfactory to Benefitfocus, Benefitfocus will provide Associate with the following severance benefits: (i) salary continuation for a period of eighteen (18) months at Associate's then current rate of base salary; (ii) a portion of Associate's targeted annual bonus determined in accordance with the applicable paragraph below; (iii) if Associate is eligible for, elect and remain eligible for COBRA continuation coverage, Benefitfocus will pay the share of the premium it was paying prior termination during the period Associate is receiving severance; and (iv) accelerated vesting of that portion of the time-based vesting (but not any unmet performance-based metrics) of all outstanding equity awards granted pursuant to this Agreement that would have vested in the twelve (12) months following the date of Associate's termination had his employment continued, effective as of the date of such termination, provided, however, that the accelerated vesting described in this clause (iv) will not apply to the April 2019 RSU award described in Paragraph 6 above. Except as may be provided under this Agreement following termination of Associate's employment, any benefits to which Associate may be entitled pursuant to Benefitfocus' plans, policies and arrangements referred to herein shall be determined and paid in accordance with the terms of such plans, policies and arrangements.

In the event Benefitfocus or its acquirer terminates Associate's employment without Cause, as defined herein, at the time of or within twelve (12) months following a Change in Control, as defined herein, then upon execution of a general release of claims satisfactory to Benefitfocus, Benefitfocus or its acquirer will provide Associate with the following severance benefits: (i) salary continuation for a period of eighteen (18) months at Associate's then current rate of base salary; (ii) 1.5 times a portion of Associate's targeted annual bonus determined in accordance with the applicable paragraph below; (iii) if Associate is eligible for, elect and remain eligible for COBRA continuation coverage, Benefitfocus or its Acquirer will pay the share of the premium it was paying prior termination during the period Associate is receiving severance; and (iv) accelerated vesting in full of the time-based vesting (but not any unmet performance-based metrics) of all outstanding equity awards granted pursuant to this Agreement, effective as of the date of such termination. Except as may be provided under this Agreement following termination of Associate's employment, any benefits to which Associate may be entitled pursuant to Benefitfocus' plans, policies and arrangements referred to herein shall be determined and paid in accordance with the terms of such plans, policies and arrangements.

4 . REMAINDER OF EMPLOYMENT AGREEMENT. Except as expressly set forth in this Amendment, the provisions of the Employment Agreement shall remain in full force and effect, in their entirety, in accordance with their terms.

5. MISCELLANEOUS. This Amendment shall be governed, construed, and interpreted in accordance with the laws of the State of South Carolina, without giving effect to conflicts of laws principles. The parties agree that this Amendment may only be modified in a signed writing executed by both parties. This Amendment shall be binding upon and shall inure to the benefit of the parties hereto and their respective heirs, successors and assigns. This Amendment may be executed in separate counterparts, each of which is deemed to be an original and all of which taken together constitute one agreement. Facsimile or PDF reproductions of original signatures will be deemed binding for the purpose of the execution of this Amendment.

Signed, sealed and delivered in the presence of:  
BENEFITFOCUS

ASSOCIATE

By: /s/ Mason R. Holland, Jr.  
Mason R. Holland, Jr.  
Its: Executive Chairman

By: /s/ Raymond A. August  
Raymond A. August

Date: April 1, 2019

Date: April 1, 2019

**CERTIFICATION PURSUANT TO  
SECTION 302 OF  
THE SARBANES-OXLEY ACT OF 2002**

I, Raymond A. August, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q of Benefitfocus, Inc. (the registrant);
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
  - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
  - (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
  - (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
  - (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: August 7, 2019

/s/ Raymond A. August  
Raymond A. August  
*President and Chief Executive Officer*  
(Principal executive officer)

**CERTIFICATION PURSUANT TO  
SECTION 302 OF  
THE SARBANES-OXLEY ACT OF 2002**

I, Lou Anne Gilmore, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q of Benefitfocus, Inc. (the registrant);
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
  - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
  - (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
  - (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
  - (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: August 7, 2019

/s/ Lou Anne Gilmore

Lou Anne Gilmore

*Vice President of Corporate Development and former Interim Chief Financial Officer*  
(Principal financial and accounting officer)



**CERTIFICATION PURSUANT TO  
18 U.S.C. SECTION 1350, AS ADOPTED PURSUANT TO  
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002**

In accordance with 18 U.S.C. 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, Raymond A. August, President and Chief Executive Officer (principal executive officer) of Benefitfocus, Inc. (the "registrant"), and Lou Anne Gilmore, Vice President of Corporate Development and former Interim Chief Financial Officer (principal financial and accounting officer) of the registrant, each hereby certifies that, to the best of their knowledge:

1. The registrant's Quarterly Report on Form 10-Q for the period ended June 30, 2019, to which this Certification is attached as Exhibit 32.1 (the "Report"), fully complies with the requirements of Section 13(a) or Section 15(d) of the Securities Exchange Act of 1934, as amended; and
2. The information contained in the Report fairly presents, in all material respects, the financial condition of the registrant at the end of the period covered by the Report and results of operations of the registrant for the periods covered by the Report.

Date: August 7, 2019

/s/ Raymond A. August  
Raymond A. August  
*President and Chief Executive Officer*  
(Principal executive officer)

/s/ Lou Anne Gilmore  
Lou Anne Gilmore  
*Vice President of Corporate Development and former Interim Chief Financial Officer*  
(Principal financial and accounting officer)