

# BENEFITFOCUS, INC.

## FORM 8-A12B (Securities Registration (section 12(b)))

Filed 09/05/13

Address	100 BENEFITFOCUS WAY CHARLESTON, SC 29492
Telephone	843-849-7476
CIK	0001576169
SIC Code	7372 - Prepackaged Software
Fiscal Year	12/31

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

FORM 8-A

FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES  
PURSUANT TO SECTION 12(b) OR (g) OF THE  
SECURITIES EXCHANGE ACT OF 1934

**BENEFITFOCUS, INC.**

(Exact name of registrant as specified in its charter)

Delaware

(State of incorporation or organization)

46-2346314

(I.R.S. Employer Identification Number)

100 Benefitfocus Way, Charleston, South Carolina 29492

(Address of principal executive offices)

(Zip code)

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

Title of each class  
to be so registered

Common Stock, \$0.001 par value per share

Name of each exchange  
on which each class is  
to be registered

The NASDAQ Stock Market LLC

If this form relates to the registration of a class of securities pursuant to section 12(b) of the Exchange Act and is effective pursuant to General Instruction A.(c), check the following box.

If this form relates to the registration of a class of securities pursuant to section 12(g) of the Exchange Act and is effective pursuant to General Instruction A.(d), check the following box.

Securities Act registration statement file number to which this form relates: 333-190610 (if applicable)

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

Not applicable  
(Title of class)

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**Item 1. Description of Registrant's Securities to be Registered.**

Benefitfocus, Inc. (the "Registrant") hereby incorporates by reference the description of its Common Stock, par value \$0.001 per share, to be registered hereunder contained in the section entitled "Description of Capital Stock" in the prospectus included in the Registrant's Registration Statement on Form S-1 (File No. 333-190610), as amended (the "Registration Statement"), initially filed publicly with the Securities and Exchange Commission on August 14, 2013, and in any form of prospectus included in the Registration Statement subsequently filed by the Registrant with the Securities and Exchange Commission pursuant to Rule 424(b) under the Securities Act of 1933, as amended.

**Item 2. Exhibits.**

Pursuant to the Instructions as to Exhibits with respect to Form 8-A, no exhibits are required to be filed because no other securities of the Registrant are listed on The NASDAQ Stock Exchange LLC and the securities registered hereby are not being registered pursuant to Section 12(g) of the Securities Exchange Act of 1934, as amended.

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**SIGNATURE**

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereto duly authorized.

BENEFITFOCUS, INC.

Date: September 4, 2013

By: /s/ Milton A. Alpern  
Name: Milton A. Alpern  
Title: Chief Financial Officer