

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

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

SCHEDULE 13D

Under the Securities Exchange Act of 1934

(Amendment No. n/a)*

Benefitfocus, Inc.

(Name of Issuer)

Common Stock, par value \$0.001 per share

(Title of Class of Securities)

08180D106

(CUSIP Number)

Edward F. Glassmeyer

Edgar Filing: Benefitfocus, Inc. - Form SC 13D

Oak Management Corporation

901 Main Avenue, Suite 600

Norwalk, CT 06880

(203) 226-8346

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

Copies to:

Michael J. Herling, Esq.

Finn Dixon & Herling LLP

177 Broad Street

Stamford, CT 06901-2048

(203) 325-5000

February 24, 2015

(Date of Event which Requires Filing of this Statement)

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

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

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

13D

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

(Continued on following pages)

CUSIP No. 08180D106

Page 1 of 10

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

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

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

6. Citizenship or Place of Organization
Delaware

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With

7. Sole Voting Power
2,441,009 Shares of Common Stock
8. Shared Voting Power
Not applicable
9. Sole Dispositive Power
2,441,009 Shares of Common Stock
10. Shared Dispositive Power
Not applicable
11. Aggregate Amount Beneficially Owned by Each Reporting Person
2,441,009 Shares of Common Stock

Edgar Filing: Benefitfocus, Inc. - Form SC 13D

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

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

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

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

6. Citizenship or Place of Organization
Delaware

Number of
Shares
Beneficially

7.

Sole Voting Power
Not applicable

Edgar Filing: Benefitfocus, Inc. - Form SC 13D

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

CUSIP No. 08180D106

Page 3 of 10

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

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

[]

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

CUSIP No. 08180D106

Page 4 of 10

1. Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only)
Bandel L. Carano

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

3. SEC Use Only

4. Source of Funds

WC

5. Check Box is Disclosure of Legal Proceedings is Required

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

[]

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

Sole Dispositive Power
0 Shares of Common Stock |
| | 10. | 10. | Shared Dispositive Power
2,441,009 Shares of Common Stock |
| 11. | Aggregate Amount Beneficially Owned by Each Reporting Person
2,441,009 Shares of Common Stock | | |
| 12. | Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) [] | | |
| 13. | Percent of Class Represented by Amount in Row (11)
8.6% | | |
| 14. | Type of Reporting Person (See Instructions)
IN | | |

CUSIP No. 08180D106

Page 5 of 10

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

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

3. SEC Use Only

4. Source of Funds

WC

5. Check Box is Disclosure of Legal Proceedings is Required

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

[]

6. Citizenship or Place of Organization
United States

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

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

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

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

14. Type of Reporting Person (See Instructions)
IN

Edgar Filing: Benefitfocus, Inc. - Form SC 13D

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

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

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

6. Citizenship or Place of Organization
United States

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

Edgar Filing: Benefitfocus, Inc. - Form SC 13D

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

CUSIP No. 08180D106

Page 7 of 10

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

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

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

[]

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

CUSIP No. 08180D106

Page 8 of 10

1. Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only)
Warren B. Riley

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

3. SEC Use Only

4. Source of Funds

WC

5. Check Box is Disclosure of Legal Proceedings is Required

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

6. Citizenship or Place of Organization
United States

Edgar Filing: Benefitfocus, Inc. - Form SC 13D

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With

7.

Sole Voting Power
0 Shares of Common Stock