

CASTLIGHT HEALTH, INC.  
Form 3  
March 13, 2014

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

OMB Number: 3235-0104  
Expires: January 31, 2005  
Estimated average burden hours per response... 0.5

**INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,  
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section  
30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person \*

Allen Naomi L  
(Last) (First) (Middle)

2. Date of Event Requiring Statement

(Month/Day/Year)  
03/13/2014

3. Issuer Name and Ticker or Trading Symbol  
CASTLIGHT HEALTH, INC. [CSLT]

4. Relationship of Reporting Person(s) to Issuer

5. If Amendment, Date Original Filed(Month/Day/Year)

(Check all applicable)

Director  10% Owner  
 Officer  Other  
(give title below) (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

C/O CASTLIGHT HEALTH, INC., TWO RINCON CTR,  
121 SPEAR ST, STE 300

(Street)

SAN FRANCISCO, CA 94105

(City) (State) (Zip)

**Table I - Non-Derivative Securities Beneficially Owned**

1. Title of Security (Instr. 4)

2. Amount of Securities Beneficially Owned (Instr. 4)

3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)

4. Nature of Indirect Beneficial Ownership (Instr. 5)

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

SEC 1473 (7-02)

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**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 4)

2. Date Exercisable and Expiration Date (Month/Day/Year)

3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)

4. Conversion or Exercise Price of Derivative Security

5. Ownership Form of Derivative Security: Direct (D)

6. Nature of Indirect Beneficial Ownership (Instr. 5)

Date Exercisable Date Expiration Date Title Amount or Number of

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				Shares		or Indirect (1) (Instr. 5)	
Class A Common Stock	Â <u>(1)(2)</u>	Â <u>(1)(2)</u>	Class B Common Stock <u>(2)</u>	902,777	\$ 0 <u>(1) (2)</u>	D	Â
Series A Convertible Preferred Stock	Â <u>(3)</u>	Â <u>(3)</u>	Class A Common Stock <u>(1)</u> <u>(2)</u>	18,517	\$ 0 <u>(3)</u>	D	Â
Series A-1 Convertible Preferred Stock	Â <u>(3)</u>	Â <u>(3)</u>	Class A Common Stock <u>(1)</u> <u>(2)</u>	73,943	\$ 0 <u>(3)</u>	D	Â
Series B Convertible Preferred Stock	Â <u>(3)</u>	Â <u>(3)</u>	Class A Common Stock <u>(1)</u> <u>(2)</u>	6,306	\$ 0 <u>(3)</u>	D	Â
Series C Convertible Preferred Stock	Â <u>(3)</u>	Â <u>(3)</u>	Class A Common Stock <u>(1)</u> <u>(2)</u>	10,883	\$ 0 <u>(3)</u>	D	Â
Employee Stock Option (right to buy)	Â <u>(4)</u>	05/17/2019	Class A Common Stock <u>(1)</u> <u>(2)</u>	50,000	\$ 0.06	D	Â
Employee Stock Option (right to buy)	Â <u>(5)</u>	05/17/2019	Class A Common Stock <u>(1)</u> <u>(2)</u>	50,000	\$ 0.06	D	Â
Employee Stock Option (right to buy)	Â <u>(4)</u>	05/17/2019	Class A Common Stock <u>(1)</u> <u>(2)</u>	50,000	\$ 0.06	D	Â
Employee Stock Option (right to buy)	Â <u>(4)</u>	02/09/2020	Class A Common Stock <u>(1)</u> <u>(2)</u>	121,500	\$ 0.32	D	Â
Employee Stock Option (right to buy)	Â <u>(6)</u>	07/11/2022	Class A Common Stock <u>(1)</u> <u>(2)</u>	173,279	\$ 1.09	D	Â
Employee Stock Option (right to buy)	Â <u>(7)</u>	04/08/2023	Class A Common Stock <u>(1)</u> <u>(2)</u>	20,000	\$ 1.12	D	Â

Employee Stock Option (right to buy)	Â (8)	10/24/2023	Class A Common Stock (1)(2)	75,000	\$ 2.35	D	Â
Employee Stock Option (right to buy)	Â (8)	03/12/2024	Class B Common Stock	30,000	\$ 16	D	Â
Class A Common Stock	Â (1)(2)	Â (1)(2)	Class B Common Stock (2)	75,000	\$ 0 (1)(2)	I	By grantor retained annuity trust (9)
Class A Common Stock	Â (1)(2)	Â (1)(2)	Class B Common Stock (2)	75,000	\$ 0 (1)(2)	I	By grantor retained annuity trust (10)

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Allen Naomi L C/O CASTLIGHT HEALTH, INC. TWO RINCON CTR, 121 SPEAR ST, STE 300 SAN FRANCISCO, CA 94105	Â	Â X	Â	Â

## Signatures

/s/ Charles Ott, by power of attorney 03/13/2014

\_\_Signature of Reporting Person Date

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, see Instruction 5(b)(v).
- \*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

(1) Each share of Class A Common Stock is convertible, at any time at the option of the holder, into one (1) share of Class B Common Stock. In addition, pursuant to the Issuer's Restated Certificate of Incorporation (the "Post-Effective Certificate") that will be effective upon the consummation of the Issuer's initial public offering of its Class B Common Stock (the "IPO"), each share of Class A Common Stock will convert automatically into one (1) share of Class B Common Stock upon the transfer, whether or not for value, that occurs after the closing of the Issuer's IPO to any transferee who is not a "Permitted Transferee", as defined in the Issuer's Post-Effective Certificate. The shares of Class A Common Stock have no expiration date.

(2) Pursuant to the Post-Effective Certificate, each share of the Issuer's Class A Common Stock will convert automatically into one (1) share of Class B Common Stock upon the earliest to occur of the following: (a) the first date on which the number of shares of Class A Common Stock then outstanding falls below twenty percent of the number of shares of Class A common stock outstanding as of the closing of the IPO, (b) the ten year anniversary of the closing of the IPO, or (c) a time and date approved in writing by holders of at least a majority of the then-outstanding shares of Class A Common Stock. The shares of Class A Common Stock and Class B Common Stock have no expiration date.

(3) Each share of Convertible Preferred Stock will be automatically converted into one (1) share of Class A Common Stock immediately prior to the consummation of the IPO, and has no expiration date.

(4) This stock option has fully vested and is immediately exercisable.

(5) This stock option vests in 24 equal monthly installments beginning January 31, 2014, until such time as the option is 100% vested, subject to the continuing employment of the Reporting Person on each vesting date.

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- (6) 1/8th of the shares subject to the option vested on July 26, 2012. Thereafter, the shares vest in 42 equal monthly installments, until such time as the option is 100% vested, subject to the continuing employment of the Reporting Person on each vesting date.
- (7) 20% of the shares subject to the option will vest on the one-year anniversary of the vesting commencement date. Thereafter, the shares will vest in twelve installments each consisting of 1.667% of the shares subject to the option after the completion of each additional consecutive month of service, then with respect to the remaining shares, in 24 equal installments upon the completion of each additional consecutive month of service thereafter.
- (8) This stock option vests in 48 equal monthly installments beginning one month after the vesting commencement date, until such time as the option is 100% vested, subject to the continuing employment of the Reporting Person on each vesting date.
- (9) Reporting Person serves as trustee and sole beneficiary.
- (10) Reporting Person's spouse serves as trustee and sole beneficiary.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure.

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