

CASTLIGHT HEALTH, INC.

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

Filed 03/04/14

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**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**

Castlight Health, Inc.

(Exact name of Registrant as specified in its charter)

Delaware
(State of incorporation or organization)

26-1989091
(I.R.S. Employer Identification No.)

**Two Rincon Center
121 Spear Street, Suite 300
San Francisco, CA**
(Address of principal executive offices)

94105
(Zip Code)

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

**Title of each class
to be so registered**
Class B Common Stock, par value \$0.0001 per share

**Name of each exchange on which
each class is to be registered**
New York Stock Exchange

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), please 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), please check the following box.

Securities Act registration statement file number to which this form relates:
333-193840.

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

None

(Title of Class)

(Title of Class)

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

Castlight Health, Inc. ("**Registrant**") hereby incorporates by reference the description of its Class B common stock, par value \$0.0001 per share, to be registered hereunder contained under the heading "Description of Capital Stock" in the Registrant's Registration Statement on Form S-1 (File No. 333-193840), as originally filed with the Securities and Exchange Commission ("**Commission**") on February 10, 2014, as subsequently amended ("**Registration Statement**"), and in the prospectus included in the Registration Statement to be filed separately by the Registrant with the Commission pursuant to Rule 424(b) under the Securities Act of 1933, as amended, which prospectus shall be deemed to be incorporated by reference herein.

Item 2. Exhibits.

In accordance with the "Instructions as to Exhibits" with respect to Form 8-A, no exhibits are required to be filed as part of this registration statement because no other securities of the Registrant are registered on the New York Stock Exchange and the securities registered hereby are not being registered pursuant to Section 12(g) of the Securities Exchange Act of 1934, as amended.

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, thereunto duly authorized.

Dated: March 4, 2014

CASTLIGHT HEALTH, INC.

By: /s/ John Doyle

John Doyle
Chief Financial Officer