

CASTLIGHT HEALTH, INC.

Reported by
ALLEN NAOMI L

FORM 3

(Initial Statement of Beneficial Ownership)

Filed 03/13/14 for the Period Ending 03/13/14

Address 685 MARKET STREET
SUITE 300
SAN FRANCISCO, CA 94105
Telephone 415-671-4683
CIK 0001433714
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FORM 3

**UNITED STATES SECURITIES AND EXCHANGE
COMMISSION
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INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30
(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person * Allen Naomi L	2. Date of Event Requiring Statement (MM/DD/YYYY) 3/13/2014	3. Issuer Name and Ticker or Trading Symbol CASTLIGHT HEALTH, INC. [CSLT]
(Last) (First) (Middle) C/O CASTLIGHT HEALTH, INC., TWO RINCON CTR, 121 SPEAR ST, STE 300	4. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)	
(Street) SAN FRANCISCO, CA 94105	5. If Amendment, Date Original Filed (MM/DD/YYYY)	6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person
(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)

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

1. Title of Derivate Security (Instr. 4)	2. Date Exercisable and Expiration Date (MM/DD/YYYY)		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) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Class A Common Stock	(1) (2)	(1) (2)	Class B Common Stock (2)	902777	\$0 (1) (2)	D	
Series A Convertible Preferred Stock	(3)	(3)	Class A Common Stock (1) (2)	18517	\$0 (3)	D	
Series A-1 Convertible Preferred Stock	(3)	(3)	Class A Common Stock	73943	\$0 (3)	D	

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

1. Title of Derivate Security (Instr. 4)	2. Date Exercisable and Expiration Date (MM/DD/YYYY)		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) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
			(1) (2)				
Series B Convertible Preferred Stock	(3)	(3)	Class A Common Stock (1) (2)	6306	\$0 (3)	D	
Series C Convertible Preferred Stock	(3)	(3)	Class A Common Stock (1) (2)	10883	\$0 (3)	D	
Employee Stock Option (right to buy)	(4)	5/17/2019	Class A Common Stock (1) (2)	50000	\$0.06	D	
Employee Stock Option (right to buy)	(5)	5/17/2019	Class A Common Stock (1) (2)	50000	\$0.06	D	
Employee Stock Option (right to buy)	(4)	5/17/2019	Class A Common Stock (1) (2)	50000	\$0.06	D	
Employee Stock Option (right to buy)	(4)	2/9/2020	Class A Common Stock (1) (2)	121500	\$0.32	D	
Employee Stock Option (right to buy)	(6)	7/11/2022	Class A Common Stock (1) (2)	173279	\$1.09	D	
Employee Stock Option (right to buy)	(7)	4/8/2023	Class A Common Stock (1) (2)	20000	\$1.12	D	
Employee Stock Option (right to buy)	(8)	10/24/2023	Class A Common Stock (1) (2)	75000	\$2.35	D	
Employee Stock Option (right to buy)	(8)	3/12/2024	Class B Common Stock	30000	\$16.00	D	

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

1. Title of Derivate Security (Instr. 4)	2. Date Exercisable and Expiration Date (MM/DD/YYYY)		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) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Class A Common Stock	(1) (2)	(1) (2)	Class B Common Stock (2)	75000	\$0 (1) (2)	I	By grantor retained annuity trust (9)
Class A Common Stock	(1) (2)	(1) (2)	Class B Common Stock (2)	75000	\$0 (1) (2)	I	By grantor retained annuity trust (10)

Explanation of Responses:

- (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.
- (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.

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		X		

Signatures

/s/ Charles Ott, by power of attorney

3/13/2014

** Signature of Reporting Person

Date

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

* 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).

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS, that the undersigned hereby constitutes and appoints John Doyle, Nita Sommers, and Charles Ott, and each of them, as her true and lawful attorney-in-fact to:

- (1) execute for and on behalf of the undersigned, in the undersigned's capacity as a representative of Castlight Health, Inc. (the "Company"), any and all Form ID, or Form 3, 4 or 5 reports and any amendments thereto required to be filed by the undersigned in accordance with Section 16(a) of the Securities Exchange Act of 1934 (the "Exchange Act") and the rules thereunder with respect to transactions in the Company's securities;
- (2) do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to complete and execute any such Form ID, or Form 3, 4 or 5 report and any amendments thereto and timely file such report with the U.S. Securities and Exchange Commission and any stock exchange or similar authority; and
- (3) take any other action of any type whatsoever in connection with the foregoing which, in the opinion of such attorney-in-fact, may be of benefit to, in the best interest of, or legally required by, the undersigned, it being understood that the documents executed by such attorney-in-fact on behalf of the undersigned, pursuant to this Power of Attorney, shall be in such form and shall contain such terms and conditions as such attorney-in-fact may approve in his or her discretion. The undersigned hereby grants to each such attorney-in-fact full power and authority to do and perform each and every act and thing whatsoever requisite, necessary, and proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that such attorney-in-fact, or his or her substitute or substitutes, shall lawfully do or cause to be done by virtue of this Power of Attorney and the rights and powers herein granted. The undersigned acknowledges that no such attorney-in-fact, in serving in such capacity at the request of the undersigned, is hereby assuming, nor is the Company hereby assuming, any of the undersigned's responsibilities to comply with Section 16 of the Exchange Act. This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Form 3, 4 or 5 reports with respect to the undersigned's holdings of and transactions in securities issued by the Company, unless earlier revoked by the undersigned in a signed writing delivered to the foregoing attorneys-in-fact. IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 9 day of March, 2014.

/s/ Naomi L. Allen
Naomi Allen