

# CASTLIGHT HEALTH, INC.

Reported by  
**ALLEN NAOMI L**

## FORM 4

(Statement of Changes in Beneficial Ownership)

Filed 03/19/14 for the Period Ending 03/19/14

Address 121 SPEAR STREET  
SUITE 300  
SAN FRANCISCO, CA 94105  
Telephone 415-671-4683  
CIK 0001433714  
Symbol CSLT  
SIC Code 7374 - Computer Processing and Data Preparation and Processing Services  
Fiscal Year 12/31

# FORM 4

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

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## STATEMENT OF CHANGES IN 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

<b>1. Name and Address of Reporting Person *</b>  <b>Allen Naomi L</b>  (Last) (First) (Middle)	<b>2. Issuer Name and Ticker or Trading Symbol</b>  <b>CASTLIGHT HEALTH, INC.</b> <b>[ CSLT ]</b>	<b>5. Relationship of Reporting Person(s) to Issuer</b> (Check all applicable)  <input type="checkbox"/> Director <span style="float:right"><input checked="" type="checkbox"/> 10% Owner</span> <input type="checkbox"/> Officer (give title below) <span style="float:right"><input type="checkbox"/> Other (specify below)</span>
<b>C/O CASTLIGHT HEALTH, INC., TWO RINCON CTR, 121 SPEAR ST, STE 300</b>  (Street)  <b>SAN FRANCISCO, CA 94105</b>  (City) (State) (Zip)	<b>3. Date of Earliest Transaction (MM/DD/YYYY)</b>  <p align="center"><b>3/19/2014</b></p>	<b>6. Individual or Joint/Group Filing</b> (Check Applicable Line)  <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person
<b>4. If Amendment, Date Original Filed (MM/DD/YYYY)</b>		

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Trans. Date	2A. Deemed Execution Date, if any	3. Trans. Code (Instr. 8)		4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			

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

1. Title of Derivate Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Trans. Date	3A. Deemed Execution Date, if any	4. Trans. Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction (s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Series A Convertible Preferred Stock	\$0 (1)	3/19/2014		C		18517		(1)	(1)	Class A Common Stock (2) (3)	18517	\$0	0	D	
Series A-1 Convertible Preferred Stock	\$0 (1)	3/19/2014		C		73943		(1)	(1)	Class A Common Stock (2) (3)	73943	\$0	0	D	
Series B Convertible Preferred Stock	\$0 (1)	3/19/2014		C		6306		(1)	(1)	Class A Common Stock (2) (3)	6306	\$0	0	D	
Series C Convertible Preferred Stock	\$0 (1)	3/19/2014		C		10883		(1)	(1)	Class A Common Stock (2) (3)	10883	\$0	0	D	
Class A Common Stock	\$0 (2) (3)	3/19/2014		C		109649 (1)		(2) (3)	(2) (3)	Class B Common Stock (3)	109649	\$0	1012426	D	

By

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

1. Title of Derivate Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Trans. Date	3A. Deemed Execution Date, if any	4. Trans. Code (Instr. 8)			5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction (s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares					
Class A Common Stock	\$0 (2)(3)							(2)(3)	(2)(3)		Class B Common Stock (3)	75000		75000	I	grantor retained annuity trust (4)
Class A Common Stock	\$0 (2)(3)							(2)(3)	(2)(3)		Class B Common Stock (3)	75000		75000	I	By grantor retained annuity trust (5)

**Explanation of Responses:**

- (1) In connection with the consummation of the Issuer's initial public offering (the "IPO") on March 19, 2014, each share of Convertible Preferred Stock automatically converted into one (1) share of Class A Common Stock for no additional consideration. All shares of Class A Common Stock issued upon conversion were aggregated.
- (2) 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, 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 IPO to any transferee who is not a "Permitted Transferee", as defined in the Issuer's Restated Certificate of Incorporation in effect as of the date hereof. The shares of Class A Common Stock have no expiration date.
- (3) 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 is less than 15,340,384 shares, (b) March 19, 2024, 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.
- (4) Reporting Person serves as trustee and sole beneficiary.
- (5) 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

3/19/2014

\*\* 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 4(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.

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