

# CASTLIGHT HEALTH, INC.

Reported by  
**LAMONT ANN H**

## FORM 4

(Statement of Changes in Beneficial Ownership)

Filed 06/19/15 for the Period Ending 06/17/15

Address	121 SPEAR STREET SUITE 300 SAN FRANCISCO, CA 94105
Telephone	415-671-4683
CIK	0001433714
Symbol	CSLT
Fiscal Year	12/31

# FORM 4

[ ] Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**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>LAMONT ANN H</b>  (Last) (First) (Middle)  <b>C/O OAK INVESTMENT PARTNERS, 901 MAIN AVENUE, SUITE 600</b>  (Street)  <b>NORWALK, CT 06851</b>  (City) (State) (Zip)	<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 (Check all applicable)</b>  <input checked="" type="checkbox"/> Director <span style="margin-left: 150px;"><input checked="" type="checkbox"/> 10% Owner</span> <input type="checkbox"/> Officer (give title below) <span style="margin-left: 150px;"><input type="checkbox"/> Other (specify below)</span>
<b>3. Date of Earliest Transaction (MM/DD/YYYY)</b>  <p align="center"><b>6/17/2015</b></p>		<b>6. Individual or Joint/Group Filing (Check Applicable Line)</b>  <input type="checkbox"/> Form filed by One Reporting Person <input checked="" 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			
Class B Common Stock	6/17/2015		A		12500 (1)	A	\$0	12500	I	See (2)
Class A Common Stock								11917744	I	See (3)

**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				

**Explanation of Responses:**

- (1) Represents an award of restricted stock units ("RSUs"). 25% of the RSUs will vest on August 15, 2015 and an additional 25% will vest on each quarterly anniversary thereafter. Each RSU represents a contingent right to receive one share of the Issuer's Class B Common Stock upon settlement for no consideration.
- (2) Includes 12,500 RSUs which are held by Ann H. Lamont on behalf of Oak Investment Partners XII, Limited Partnership ("Oak XII"). Ms. Lamont is a Managing Member of Oak Associates XII, L.L.C., the General Partner of Oak XII.
- (3) Includes 11,917,744 shares of Class A Common Stock beneficially owned by Oak XII.

**Remarks:**

Ann H. Lamont is a Director of the Issuer. This Form 4 is being filed by Ann H. Lamont and Oak XII, collectively the "Reporting Persons". Each Reporting Person disclaims the existence of a "group" and disclaims beneficial ownership of any securities (except to the extent of such Reporting Person's pecuniary interest in such securities) other than any securities reported herein as being directly owned by such Reporting Person, and this report shall not be deemed an

admission that such Reporting Person is the beneficial owner of any such securities for purposes of Section 16 or for any other purpose.

**Reporting Owners**

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
LAMONT ANN H C/O OAK INVESTMENT PARTNERS 901 MAIN AVENUE, SUITE 600 NORWALK, CT 06851	X	X		
OAK INVESTMENT PARTNERS XII L P C/O OAK INVESTMENT PARTNERS 901 MAIN AVENUE, SUITE 600 NORWALK, CT 06851		X		

**Signatures**

**Ann H. Lamont**

**6/19/2015**

\*\* Signature of Reporting Person

Date

**Oak Investment Partners XII, LP**

**6/19/2015**

\*\* 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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