

CASTLIGHT HEALTH, INC.

FORM S-8

(Securities Registration: Employee Benefit Plan)

Filed 03/12/15

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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

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

FORM S-8

REGISTRATION STATEMENT

Under

The Securities Act of 1933

Castlight Health, Inc.

(Exact name of Registrant as specified in its charter)

Delaware

*(State or Other Jurisdiction
of Incorporation or Organization)*

26-1989091

*(I.R.S. Employer
Identification No.)*

**Two Rincon Center
121 Spear Street, Suite 300
San Francisco, CA 94105
(415) 829-1400**

(Address, including zip code, and telephone number, including area code, of Registrant's principal executive offices)

2014 Equity Incentive Plan
(Full title of plans)

**John C. Doyle
Chief Financial Officer
Castlight Health, Inc.
Two Rincon Center
121 Spear Street, Suite 300
San Francisco, CA 94105
(415) 829-1400**

(Name, address, including zip code, and telephone number, including area code, of agent for service)

Please send copies of all communications to:

**Robert A. Freedman, Esq.
Fenwick & West LLP
Silicon Valley Center
801 California Street
Mountain View, California 94041
(650) 988-8500**

Indicate by check mark whether the Registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See definitions of “large accelerated filer,” “accelerated filer,” and “smaller reporting company” in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer

Accelerated filer

Non-accelerated filer

(Do not check if a smaller reporting company)

Smaller reporting company

CALCULATION OF REGISTRATION FEE

Title of Securities To Be Registered	Amount To Be Registered (1)	Proposed Maximum Offering Price Per Share	Proposed Maximum Aggregate Offering Price	Amount of Registration Fee
Class B Common Stock, \$0.0001 par value per share	4,559,569(2)	\$7.35(3)	\$33,512,832.15(3)	\$3,894.20(3)

(1) Pursuant to Rule 416(a) under the Securities Act of 1933, as amended (the “Securities Act”), this Registration Statement shall also cover any additional shares of the Registrant’s Class B Common Stock that become issuable under the Registrant’s 2014 Equity Incentive Plan by reason of any stock dividend, stock split, recapitalization or other similar transaction effected without the Registrant’s receipt of consideration that increases the number of the outstanding shares of the Registrant’s Class B Common Stock.

(2) Represents additional shares reserved for issuance under the 2014 Equity Incentive Plan as of the date of this Registration Statement.

(3) Calculated solely for the purposes of this offering under Rules 457(c) and (h) of the Securities Act on the basis of the average of the high and low prices of the Registrant’s Class B Common Stock as reported on the New York Stock Exchange on March 5, 2015.

REGISTRATION OF ADDITIONAL SHARES

PURSUANT TO GENERAL INSTRUCTION E

Pursuant to General Instruction E of Form S-8, Castlight Health, Inc. (the “Registrant”) is filing this Registration Statement with the Securities and Exchange Commission (the “Commission”) to register 4,559,569 additional shares of Class B Common Stock under the Registrant’s 2014 Equity Incentive Plan (“EIP”), pursuant to the provisions of the EIP providing for an automatic increase in the number of shares reserved for issuance under the EIP. This Registration Statement hereby incorporates by reference the contents of the Registrant’s registration statement on Form S-8 filed with the Commission on March 14, 2014 (Registration No. 333-194566). In accordance with the instructional note to Part I of Form S-8 as promulgated by the Commission, the information specified by Part I of the Form S-8 has been omitted from this Registration Statement.

PART II

Information Required in the Registration Statement

Item 8. **Exhibits.**

<u>Exhibit Number</u>	<u>Exhibit Description</u>	<u>Incorporated by Reference</u>				<u>Filed Herewith</u>
		<u>Form</u>	<u>File No.</u>	<u>Exhibit</u>	<u>Filing Date</u>	
4.1	Restated Certificate of Incorporation of the Registrant, as currently in effect.	10-Q	001-36330	3.1	5/12/2014	
4.2	Amended and Restated Bylaws of the Registrant, as currently in effect.	10-Q	001-36330	3.2	5/12/2014	
4.3	Form of Registrant's Class B common stock certificate.	S-1/A	333-193840	4.1	3/3/2014	
4.4	2014 Equity Incentive Plan and forms of award agreements.	S-1/A	333-193840	10.3	3/3/2014	
5.1	Opinion and Consent of Fenwick & West LLP.					X
23.1	Consent of Ernst & Young, LLP, independent registered public accounting firm.					X
23.2	Consent of Fenwick & West LLP (contained in Exhibit 5.1).					X
24.1	Power of Attorney (incorporated by reference to Page II-2 of this Registration Statement).					X

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of San Francisco, State of California, on this 12th day of March, 2015.

Castlight Health, Inc.

By: /s/ Giovanni M. Colella
Giovanni M. Colella
Chief Executive Officer

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that the undersigned officers and directors of Castlight Health, Inc., a Delaware corporation, do hereby constitute and appoint Giovanni M. Colella and John C. Doyle, and each of them, the lawful attorneys-in-fact and agents with full power and authority to do any and all acts and things and to execute any and all instruments which said attorneys and agents, and any one of them, determine may be necessary or advisable or required to enable said corporation to comply with the Securities Act of 1933, as amended, and any rules or regulations or requirements of the Securities and Exchange Commission in connection with this Registration Statement. Without limiting the generality of the foregoing power and authority, the powers granted include the power and authority to sign the names of the undersigned officers and directors in the capacities indicated below to this Registration Statement, to any and all amendments, both pre-effective and post-effective, and supplements to this Registration Statement, and to any and all instruments or documents filed as part of or in conjunction with this Registration Statement or amendments or supplements thereof, and each of the undersigned hereby ratifies and confirms that all said attorneys and agents, or any one of them, shall do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, as amended, this Registration Statement has been signed by the following persons on behalf of the Registrant in the capacities and on the dates indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Giovanni M. Colella</u> Giovanni M. Colella	Chief Executive Officer and Director <i>(Principal Executive Officer)</i>	<u>March 12, 2015</u>
	Chief Financial Officer	
<u>/s/ John C. Doyle</u> John C. Doyle	<i>(Principal Financial Officer and Principal Accounting Officer)</i>	<u>March 12, 2015</u>
<u>/s/ Bryan Roberts</u> Bryan Roberts	Chairman of the Board of Director and Co- Founder	<u>March 12, 2015</u>
<u>/s/ David Ebersman</u> David Ebersman	Director	<u>March 12, 2015</u>
<u>/s/ Ann Lamont</u> Ann Lamont	Director	<u>March 12, 2015</u>
<u>/s/ Ed Park</u> Ed Park	Director	<u>March 12, 2015</u>
<u>/s/ David B. Singer</u> David B. Singer	Director	<u>March 12, 2015</u>
<u>/s/ Steve Singh</u> Steve Singh	Director	<u>March 12, 2015</u>

EXHIBIT INDEX

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23.2	Consent of Fenwick & West LLP (contained in Exhibit 5.1).					X
24.1	Power of Attorney (incorporated by reference to Page II-2 of this Registration Statement).					X

March 12, 2015

Castlight Health, Inc.
Two Rincon Center
121 Spear Street, Suite 300
San Francisco, CA 94105

Gentlemen/Ladies:

At your request, we have examined the Registration Statement on Form S-8 (the “**Registration Statement**”) to be filed by Castlight Health, Inc., a Delaware corporation (the “**Company**”), with the Securities and Exchange Commission (the “**Commission**”) on or about March 12, 2015 in connection with the registration under the Securities Act of 1933, as amended, of an aggregate of 4,559,569 shares (the “**Shares**”) of the Company’s Class B Common Stock, \$0.0001 par value per share (the “**Class B Common Stock**”), all of which Shares are subject to issuance by the Company upon the exercise or settlement of awards to be granted under the Company’s 2014 Equity Incentive Plan (the “**Plan**”). At your request we are providing this letter to express our opinion on the matters set forth in the numbered paragraphs below.

In rendering this opinion, we have examined such matters of fact as we have deemed necessary in order to render the opinions set forth herein, which included examination of the documents described on **Exhibit A** attached hereto (which is incorporated in this letter by reference). Capitalized terms used but not defined in the body of this letter have the meanings given to such terms on **Exhibit A** hereto.

In giving the opinions contained in this letter, we have assumed the current accuracy of the representations and warranties made by representatives of the Company to us, including but not limited to those set forth in the Management Certificate.

We render this opinion only with respect to, and we express no opinion herein concerning the application or effect of the laws of any jurisdiction other than, the existing Delaware General Corporation Law (“**DGCL**”). We express no opinion with respect to any other laws or with respect to the “blue sky” securities laws of any state.

In our examination of documents for purposes of this opinion, we have relied on the accuracy of representations to us by officers of the Company with respect to the genuineness of all signatures on original documents, the authenticity and completeness of all documents submitted to us as originals, the conformity to originals and completeness of all documents submitted to us as copies, the legal capacity of all persons or entities executing the same, and the lack of any undisclosed termination, modification, waiver or amendment to any corporate proceedings of the Company’s Board of Directors (the “**Board**”), Compensation and Talent Committee of the Board or stockholders referenced in Exhibit A hereto.

With respect to our opinion expressed in paragraph (1) below as to the valid existence and good standing of the Company under the laws of the State of Delaware, we have relied upon the Certificate of Good Standing and representations made to us by the Company, including those set forth in the Management Certificate. In connection with our opinion expressed in paragraph (2) below, we have assumed that, at or prior to the time of the delivery of any Shares, the Registration Statement will have been declared effective under the Securities Act of 1933, as amended, the registration will apply to all the Shares and will not have been modified or rescinded.

Based upon, and subject to, the foregoing, it is our opinion that:

(1) The Company is a corporation validly existing, in good standing, under the laws of the State of Delaware; and

(2) The Shares of Class B Common Stock that may be issued and sold by the Company upon the exercise or settlement of awards to be granted under the Plan, when issued, sold and delivered in accordance with the Plan and applicable Plan Agreements to be entered into thereunder and in the manner and for the consideration stated in the Registration Statement and the Prospectus, will be validly issued, fully paid and non-assessable.

We consent to the use of this opinion as an exhibit to the Registration Statement and further consent to all references to us, if any, in the Registration Statement, the Prospectus constituting a part thereof and any amendments thereto.

This opinion is intended solely for use in connection with issuance and sale of the Shares subject to the Registration Statement and is not to be relied upon for any other purpose. In providing this letter, we are opining only as to the specific legal issues expressly set forth above, and no opinion shall be inferred as to any other matter or matters. This opinion is rendered on, as speaks only as of, the date of this letter first written above, is based solely on our understanding of facts in existence as of such date and does not address any potential changes in facts or circumstance that may occur after the date of this opinion letter. We assume no obligation to advise you of any fact, circumstance, event or change in the law or the facts that may hereafter be brought to our attention whether or not such occurrence would affect or modify any of the opinions expressed herein.

Very truly yours,

FENWICK & WEST LLP

By: /s/ Fenwick & West LLP

EXHIBIT A
to
Legal Opinion Regarding S-8 Registration Statement (the “*Opinion Letter*”)
of Castlight Health, Inc., a Delaware corporation (the “*Company*”)

Certain Reviewed Documents

Capitalized terms used but not defined in this Exhibit A have the meanings defined for such terms in the Opinion Letter.

- (1) The Company’s Restated Certificate of Incorporation, filed with the Delaware Secretary of State on March 19, 2014 and certified by the Delaware Secretary of State on March 19, 2014 (the “***Restated Certificate***”).
- (2) The Company’s Amended and Restated Bylaws, certified by the Company’s Secretary on March 19, 2014 (the “***Amended and Restated Bylaws***”).
- (3) The Registration Statement, together with the Exhibits filed as a part thereof or incorporated therein by reference.
- (4) The Plan and related forms of agreements for use under the Plan that were exhibits to Amendment No. 1 to the Company’s Registration Statement on Form S-1 filed with the Commission on March 3, 2014 (the “***Plan Agreements***”).
- (5) The Prospectus prepared in connection with the Registration Statement.
- (6) Minutes of meetings and actions by written consent of the Company’s Board of Directors (the “***Board***”) and stockholders (the “***Stockholders***”) relating to the adoption, approval, authorization or ratification of (a) the Restated Certificate, (b) the Amended and Restated Bylaws, (c) the filing of the Registration Statement and (d) the Plan, including the reservation of the Shares for sale and issuance pursuant to the Plan and the sale and issuance of the Shares pursuant to the Plan.
- (7) The stock records that the Company has provided to us (consisting of a list of the Company’s stockholders that was issued by the Company’s transfer agent and dated as of March 6, 2015 and a list of option and warrant holders respecting the Company’s capital stock and of any rights to purchase capital stock that was prepared by the Company and dated March 6, 2015 verifying the number of such issued and outstanding securities).
- (8) A Certificate of Good Standing issued by the Delaware Secretary of State dated March 12, 2015, stating that the Company stating that the Company is duly incorporated, in good standing and has a legal corporate existence as of such date (the “***Certificate of Good Standing***”).
- (9) A Management Certificate addressed to us and dated of even date herewith executed by the Company containing certain factual representations (the “***Management Certificate***”).

Consent of Independent Registered Public Accounting Firm

We consent to the incorporation by reference in the Registration Statement (Form S-8) pertaining to the 2014 Equity Incentive Plan of Castlight Health, Inc. of our report dated March 12, 2015, with respect to the consolidated financial statements of Castlight Health, Inc. included in its Annual Report (Form 10-K) for the year ended December 31, 2014, filed with the Securities and Exchange Commission.

/s/ Ernst & Young LLP

San Francisco, California
March 12, 2015