

# CASTLIGHT HEALTH, INC.

Filed by  
**FMR LLC**

## **FORM SC 13G** (Statement of Ownership)

Filed 04/10/14

Address	121 SPEAR STREET SUITE 300 SAN FRANCISCO, CA 94105
Telephone	415-671-4683
CIK	0001433714
Symbol	CSLT
SIC Code	0000 - Unknown
Fiscal Year	12/31

**SCHEDULE 13G**

**Amendment No. 0**  
**CASTLIGHT HEALTH INC**  
Class B Common Stock  
Cusip #14862Q100

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**Item 1: Reporting Person - FMR LLC**  
**Item 4: Delaware**  
**Item 5: 24,900**  
**Item 6: 0**  
**Item 7: 9,520,664**  
**Item 8: 0**  
**Item 9: 9,520,664**  
**Item 11: 51.427%**  
**Item 12: HC**

**Cusip #14862Q100**  
**Item 1: Reporting Person - Edward C. Johnson 3d**  
**Item 4: United States of America**  
**Item 5: 0**  
**Item 6: 0**  
**Item 7: 9,520,664**  
**Item 8: 0**  
**Item 9: 9,520,664**  
**Item 11: 51.427%**  
**Item 12: IN**

**SCHEDULE 13G - TO BE INCLUDED IN STATEMENTS**  
**FILED PURSUANT TO RULE 13d-1(b) or 13d-2(b)**

**Item 1(a). Name of Issuer:**

**CASTLIGHT HEALTH INC**

**Item 1(b). Name of Issuer's Principal Executive Offices:**

**685 MARKET STREET**

**SUITE 300**

**San Francisco, CA 94105**  
**USA**

**Item 2(a). Name of Person Filing:**

**FMR LLC**

**Item 2(b). Address or Principal Business Office or, if None,**  
**Residence:**

**245 Summer Street, Boston, Massachusetts 02210**

**Item 2(c). Citizenship:**

**Not applicable**

**Item 2(d). Title of Class of Securities:**

**Class B Common Stock**

**Item 2(e). CUSIP Number:**

**14862Q100**

**Item 3. This statement is filed pursuant to Rule 13d-1(b) or 13d-2(b)**

and the person filing,

FMR LLC, is a parent holding company in accordance with Section 240.13d-1(b)(ii)(G). (Note: See Item 7).

**Item 4. Ownership**

(a) Amount Beneficially Owned: 9,520,664

(b) Percent of Class: 51.427%

(c) Number of shares as to which such person has:

(i) sole power to vote or to direct the vote:

24,900

(ii) shared power to vote or to direct the vote: 0

disposition of: 9,520,664 (iii) sole power to dispose or to direct the

disposition of: 0 (iv) shared power to dispose or to direct the

**Item 5. Ownership of Five Percent or Less of a Class.**

7,412,898 of the shares of Class B Common Stock of Castlight Health, Inc. reported as being beneficially owned by the reporting persons at March 31, 2014, are included in this Schedule 13G because the reporting persons are deemed to beneficially own such shares as a result of the direct ownership of 7,412,898 shares of Class A Common Stock of Castlight Health, Inc. by investment companies advised by Fidelity Management & Research Company and Fidelity SelectCo, LLC, both of which are wholly-owned subsidiaries of FMR LLC, which shares of Class A Common Stock are convertible into shares of Class B Common Stock at the election of the holder at an exchange rate of 1:1. Assuming the conversion of all outstanding shares of Class A Common Stock into Class B Common Stock, the 9,590,364 shares of Class B Common Stock reported as being beneficially owned by the reporting persons in this Schedule 13G would represent 11.08% of the outstanding Class B Common Stock.

**Item 6. Ownership of More than Five Percent on Behalf of Another Person.**

Various persons have the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of, the Class B Common Stock of CASTLIGHT HEALTH INC. The interest of one person, Fidelity Advisor New Insights Fund, an investment company registered under the Investment Company Act of 1940, in the Class B Common Stock of CASTLIGHT HEALTH INC, amounted to 1,481,100 shares or 8.000% of the total outstanding Class B Common Stock at March 31, 2014. The interest of one person, Fidelity Select Health Care Portfolio, an investment company registered under the Investment Company Act of 1940, in the Class B Common Stock of CASTLIGHT HEALTH INC, amounted to 1,902,650 shares or 10.277% of the total outstanding Class B Common Stock at March 31, 2014. The interest of one person, Fidelity Select Medical Equipment and Systems Portfolio, an investment company registered under the Investment Company Act of 1940, in the Class B Common Stock of CASTLIGHT HEALTH INC, amounted to 1,006,300 shares or 5.436% of the total outstanding Class B Common Stock at March 31, 2014. The interest of one person, Fidelity Growth Company Fund, an investment company registered under the Investment Company Act of 1940, in the Class B Common Stock of CASTLIGHT HEALTH INC, amounted to 2,363,894 shares or 12.769% of the total outstanding Class B Common Stock at March 31, 2014.

**Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company.**

See attached Exhibit A.

**Item 8. Identification and Classification of Members of the Group.**

Not applicable. See attached Exhibit A.

**Item 9. Notice of Dissolution of Group.**

Not applicable.

#### Item 10. Certification.

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were acquired in the ordinary course of business and were not acquired for the purpose of and do not have the effect of changing or influencing the control of the issuer of such securities and were not acquired in connection with or as a participant in any transaction having such purpose or effect.

#### Signature

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

April 9, 2014

Date

*/s/ Scott C. Goebel*  
*Signature*

*Scott C. Goebel*  
*Duly authorized under Power of Attorney effective as of June 1, 2008,*  
*by and on behalf of FMR LLC and its direct and indirect subsidiaries*  
*SCHEDULE 13G - TO BE INCLUDED IN STATEMENTS*  
*FILED PURSUANT TO RULE 13d-1(b) or 13d-2(b)*

7,412,898 of the shares of Class B Common Stock of

Castlight Health, Inc. reported as being beneficially owned by the reporting persons at March 31, 2014, are included in this Schedule 13G because the reporting persons are deemed to beneficially own such shares as a result of the direct ownership of 7,412,898 shares of Class A Common Stock of Castlight Health, Inc. by investment companies advised by Fidelity Management & Research Company and Fidelity SelectCo, LLC, both of which are wholly-owned subsidiaries of FMR LLC, which shares of Class A Common Stock are convertible into shares of Class B Common Stock at the election of the holder at an exchange rate of 1:1. Assuming the conversion of all outstanding shares of Class A Common Stock into Class B Common Stock, the 9,590,364 shares of Class B Common Stock reported as being beneficially owned by the reporting persons in this Schedule 13G would represent 11.08% of the outstanding Class B Common Stock.

Pursuant to the instructions in Item 7 of Schedule 13G, Fidelity Management & Research Company ("Fidelity"), 245 Summer Street, Boston, Massachusetts 02210, a wholly-owned subsidiary of FMR LLC and an investment adviser registered under Section 203 of the Investment Advisers Act of 1940, is the beneficial owner of 6,131,914 shares or 33.122% of the Class B Common Stock outstanding of CASTLIGHT HEALTH INC ("the Company") as a result of acting as investment adviser to various investment companies registered under Section 8 of the Investment Company Act of 1940.

The ownership of one investment company, Fidelity Advisor New Insights Fund, amounted to 1,481,100 shares or 8.000% of the Class B Common Stock outstanding. Fidelity Advisor New Insights Fund has its principal business office at 245 Summer Street, Boston, Massachusetts 02210.

The ownership of one investment company, Fidelity Growth Company Fund, amounted to 2,363,894 shares or 12.769% of the Class B Common Stock outstanding. Fidelity Growth Company Fund has its principal business office at 245 Summer Street, Boston, Massachusetts 02210.

Edward C. Johnson 3d and FMR LLC, through its control of Fidelity, and the funds each has sole power to dispose of the 6,131,914 shares owned by the Funds.

Fidelity SelectCo, LLC ("SelectCo"), 1225 17th Street, Suite 1100, Denver, Colorado 80202, a wholly-owned subsidiary of FMR LLC and an investment adviser registered under Section 203 of the Investment Advisers Act of 1940, is the beneficial owner of 3,363,850 shares or 18.170% of the Class B Common Stock outstanding of CASTLIGHT HEALTH INC ("the Company") as a result of acting as investment adviser to various investment companies registered under Section 8 of the Investment Company Act of 1940 (the "SelectCo Funds").

The ownership of one investment company, Fidelity Select Health Care Portfolio, amounted to 1,902,650 shares or 10.277% of the Class B Common Stock outstanding. Fidelity Select Health Care Portfolio has its principal business office at 245 Summer Street, Boston, Massachusetts 02210.

The ownership of one investment company, Fidelity Select Medical Equipment and Systems Portfolio, amounted to 1,006,300 shares or 5.436% of the Class B Common Stock outstanding. Fidelity Select Medical Equipment and Systems Portfolio has its principal business office at 245 Summer Street, Boston, Massachusetts 02210.

Edward C. Johnson 3d and FMR LLC, through its control of SelectCo, and the SelectCo Funds each has sole power to dispose of the 3,363,850 owned by the SelectCo Funds.

Members of the family of Edward C. Johnson 3d, Chairman of FMR LLC, are the predominant owners, directly or through trusts, of Series B voting common shares of FMR LLC, representing 49% of the voting power of FMR LLC. The Johnson family group and all other Series B shareholders have entered into a shareholders' voting agreement under which all Series B voting common shares will be voted in accordance with the majority vote of Series B voting common shares. Accordingly, through their ownership of voting common shares and the execution of the shareholders' voting agreement, members of the Johnson family may be deemed, under the Investment Company Act of 1940, to form a controlling group with respect to FMR LLC.

Neither FMR LLC nor Edward C. Johnson 3d, Chairman of FMR LLC, has the sole power to vote or direct the voting of the shares owned directly by the Fidelity Funds, which power resides with the Funds' Boards of Trustees. Fidelity carries out the voting of the shares under written guidelines established by the Funds' Boards of Trustees.

Fidelity Management Trust Company, 245 Summer Street, Boston, Massachusetts 02210, a wholly-owned subsidiary of FMR LLC and a bank as defined in Section 3(a)(6) of the Securities Exchange Act of 1934, is the beneficial owner of 14,000 shares or 0.076% of the Class B Common Stock outstanding of the Company as a result of its serving as investment manager of the institutional account(s).

Edward C. Johnson 3d and FMR LLC, through its control of Fidelity Management Trust Company, each has sole dispositive power over 14,000 shares and sole power to vote or to direct the voting of 14,000 shares of Class B Common Stock owned by the institutional account(s) as reported above.

Pyramis Global Advisors, LLC ("PGALLC"), 900 Salem Street, Smithfield, Rhode Island 02917, an indirect wholly-owned subsidiary of FMR LLC and an investment adviser registered under Section 203 of the Investment Advisers Act of 1940, is the beneficial owner of 4,900 shares or 0.026% of the outstanding Class B Common Stock of CASTLIGHT HEALTH INC as a result of its serving as investment adviser to institutional accounts, non-U.S. mutual funds, or investment companies registered under Section 8 of the Investment Company Act of 1940 owning such shares.

Edward C. Johnson 3d and FMR LLC, through its control of PGALLC, each has sole dispositive power over 0 shares and sole power to vote or to direct the voting of 4,900 shares of Class B Common Stock owned by the institutional accounts or funds advised by PGALLC as reported above.

Pyramis Global Advisors Trust Company ("PGATC"), 900 Salem Street, Smithfield, Rhode Island 02917, an indirect wholly-owned subsidiary of FMR LLC and a bank as defined in Section 3(a)(6) of the Securities Exchange Act of 1934, is the beneficial owner of 6,000 shares or 0.032% of the outstanding Class B Common Stock of the CASTLIGHT HEALTH INC as a result of its serving as investment manager of institutional accounts owning such shares.

Edward C. Johnson 3d and FMR LLC, through its control of Pyramis Global Advisors Trust Company, each has sole dispositive power over 6,000 shares and sole power to vote or to direct the voting of 6,000 shares of Class B Common Stock owned by the institutional accounts managed by PGATC as reported above.

#### SCHEDULE 13G - TO BE INCLUDED IN STATEMENTS FILED PURSUANT TO RULE 13d-1(b) or 13d-2(b) RULE 13d-1(f)(1) AGREEMENT

The undersigned persons, on April 9, 2014, agree and consent to the joint filing on their behalf of this Schedule 13G in connection with their beneficial ownership of the Class B Common Stock of CASTLIGHT HEALTH INC at March 31, 2014.

#### **FMR LLC**

*By /s/ Scott C. Goebel  
Scott C. Goebel  
Duly authorized under Power of Attorney effective as of June 1, 2008, by  
and on behalf of FMR LLC and its direct and indirect subsidiaries*

#### **Edward C. Johnson 3d**

*By /s/ Scott C. Goebel  
Scott C. Goebel  
Duly authorized under Power of Attorney effective as of June 1, 2008, by  
and on behalf of Edward C. Johnson 3d*

#### **Fidelity Management & Research Company**

*By /s/ Scott C. Goebel*

*Scott C. Goebel*  
*Senior V.P. and General Counsel*

**Fidelity Advisor New Insights Fund**

*By /s/ Scott C. Goebel*  
*Scott C. Goebel*  
*Secretary*

**Fidelity Select Health Care Portfolio**

*By /s/ Scott C. Goebel*  
*Scott C. Goebel*  
*Secretary*

**Fidelity Select Medical Equipment and Systems Portfolio**

*By /s/ Scott C. Goebel*  
*Scott C. Goebel*  
*Secretary*

**Fidelity Growth Company Fund**

*By /s/ Scott C. Goebel*  
*Scott C. Goebel*  
*Secretary*

Document-Separator. This page separates the filing documents of two notifications.

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Exhibit A