

CASTLIGHT HEALTH, INC.
Reported by
OAK INVESTMENT PARTNERS XII L P

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
Symbol CSLT

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			
Series B Convertible Preferred Stock	(3)	(3)	Class A Common Stock (1) (2)	8522522	\$0 (3)	D (4)	
Series C Convertible Preferred Stock	(3)	(3)	Class A Common Stock (1) (2)	1459460	\$0 (3)	D (4)	
Series D Convertible Preferred Stock	(3)	(3)	Class A Common Stock (1) (2)	345064	\$0 (3)	D (4)	

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 any 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 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) Represents securities directly owned by Oak Investment Partners XII, L.P and indirectly by Oak Associates XII, LLC, the sole general partner of Oak Investment Partners XII, L.P., and the Managing Members of Oak Associates XII, LLC. The "Managing Members" of Oak Associates XII, LLC are Ann H. Lamont, Bandel L. Carano, Edward F. Glassmeyer, Fredric W. Harman, Iftikar A. Ahmed, Grace A. Ames, Gerald R. Gallagher and Warren B. Riley. Such Managing Members have shared voting and investment control over all of the shares held by Oak Investment Partners XII, L.P.

Reporting Owners

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

Signatures

/s/ Ann H. Lamont, Managing Member of Oak Associates XII, LLC, its General Partner

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.

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