

CASTLIGHT HEALTH, INC.

Reported by
AINSLIE LEE S III

FORM 4/A

(Amended Statement of Changes in Beneficial Ownership)

Filed 03/26/14 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
Fiscal Year	12/31

FORM 4

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

OMB APPROVAL
OMB Number: 3235-0287
Estimated average burden
hours per response... 0.5

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

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

1. Name and Address of Reporting Person * MAVERICK CAPITAL LTD (Last) (First) (Middle) 300 CRESCENT COURT, 18TH FLOOR (Street) DALLAS, TX 75201 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol CASTLIGHT HEALTH, INC. [CSLT]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)
3. Date of Earliest Transaction (MM/DD/YYYY) <p align="center">3/19/2014</p>		6. Individual or Joint/Group Filing (Check Applicable Line) <input type="checkbox"/> Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person
4. If Amendment, Date Original Filed (MM/DD/YYYY) <p align="center">3/21/2014</p>		

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 Preferred Stock	\$0 (1)	3/19/2014		C		520245		(1)	(2)	Class A Common Stock	520245	\$0 (1)	0	I	Maverick Fund II, Ltd. (3)
Series A-1 Preferred Stock	\$0 (1)	3/19/2014		C		1037788		(1)	(2)	Class A Common Stock	1037788	\$0 (1)	0	I	See footnote (3) (4)
Series B Preferred Stock	\$0 (1)	3/19/2014		C		2590090		(1)	(2)	Class A Common Stock	2590090	\$0 (1)	0	I	See footnote (3) (5)
Series C Preferred Stock	\$0 (1)	3/19/2014		C		3162163		(1)	(2)	Class A Common Stock	3162163	\$0 (1)	0	I	Maverick USA Private Investments, LLC (3)
Series D Preferred Stock	\$0 (1)	3/19/2014		C		345064		(1)	(2)	Class A Common Stock	345064	\$0 (1)	0	I	Maverick Fund II, Ltd. (3)
Class A Common Stock	\$0 (1) (2)	3/19/2014		C		7655350 (1)		(2)	(2)	Class B Common Stock	7655350	\$0 (2)	7733386	I	See footnote (3)

Explanation of Responses:

(1)

In connection with the consummation of Castlight Health Inc.'s initial public offering, 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 for purposes of this Report.

- (2) Each share of Class A common stock is convertible at any time at the option of the holder, into one share of Class B common stock at any time after Castlight Health Inc.'s initial public offering.
- (3) Maverick Capital, Ltd. ("Maverick Capital") is a registered investment adviser under the Investment Advisers Act of 1940, as amended, and acts as the investment manager for each of the portfolio funds that directly hold the reported securities. Maverick Capital Management, LLC ("Maverick") is the general partner of Maverick Capital. Lee S. Ainslie III is the manager of Maverick who is granted sole investment decision pursuant to Maverick's limited liability company regulations. Each reporting owner disclaims beneficial ownership of the reported securities except to the extent of its pecuniary interest therein.
- (4) Maverick USA Private Investments, LLC held 833,333 shares of Series A-1 preferred stock; and Maverick Fund II, Ltd. held 204,455 shares of Series A-1 preferred stock.
- (5) Maverick Fund Private Investments, Ltd. held 2,252,252 shares of Series B preferred stock; and Maverick USA Private Investments, LLC held 337,838 shares of Series B preferred stock.

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MAVERICK CAPITAL LTD 300 CRESCENT COURT 18TH FLOOR DALLAS, TX 75201		X		
MAVERICK CAPITAL MANAGEMENT LLC 300 CRESCENT COURT 18TH FLOOR DALLAS, TX 75201		X		
AINSLIE LEE S III 767 FIFTH AVENUE 11TH FLOOR NEW YORK, NY 10153		X		

Signatures

<u>/s/ John T. McCafferty, Attorney-in-Fact</u>	<u>3/26/2014</u>
** Signature of Reporting Person	Date
<u>/s/ John T. McCafferty, Attorney-in-Fact</u>	<u>3/26/2014</u>
** Signature of Reporting Person	Date
<u>/s/ John T. McCafferty, Attorney-in-Fact</u>	<u>3/26/2014</u>
** 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.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.