

# CASTLIGHT HEALTH, INC.

Reported by  
**KOCHER ROBERT**

## FORM 3

(Initial Statement of Beneficial Ownership)

Filed 03/13/14 for the Period Ending 03/13/14

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# FORM 3

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

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## INITIAL STATEMENT OF 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 * <b>Kocher Robert</b>	2. Date of Event Requiring Statement (MM/DD/YYYY) <b>3/13/2014</b>	3. Issuer Name <b>and</b> Ticker or Trading Symbol <b>CASTLIGHT HEALTH, INC. [CSLT]</b>
(Last) (First) (Middle) <b>C/O VENROCK, 3340 HILLVIEW AVENUE</b>	4. Relationship of Reporting Person(s) to Issuer (Check all applicable)  <input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)	
(Street) <b>PALO ALTO, CA 94304</b>	5. If Amendment, Date Original Filed (MM/DD/YYYY)	6. Individual or Joint/Group Filing (Check Applicable Line)  <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person
(City) (State) (Zip)		

### Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
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### 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			
<b>Class A Common Stock</b>	(1) (2)	(1) (2)	<b>Class B Common Stock</b> (2)	<b>40733</b>	<b>\$0</b> (1) (2)	<b>D</b>	
<b>Director Stock Option (right to buy)</b>	(3)	<b>7/21/2021</b>	<b>Class A Common Stock</b> (1) (2)	<b>260973</b>	<b>\$.84</b>	<b>D</b>	

#### 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) The Option shall become vested in 48 substantially equal installments with the first installment vesting on the last day of July, 2011 and an additional installment vesting on the last day of each of the 47 months thereafter. In each case, the vesting of the Option is subject to Dr. Kocher's continued service on the Issuer's Board of Directors through the respective vesting date.

### Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
<b>Kocher Robert</b> <b>C/O VENROCK</b> <b>3340 HILLVIEW AVENUE</b> <b>PALO ALTO, CA 94304</b>	<b>X</b>			

### Signatures

/s/ Robert Kocher

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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