

CASTLIGHT HEALTH, INC.  
Form 3  
March 13, 2014

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

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**INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,  
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section  
30(h) of the Investment Company Act of 1940

(Print or Type Responses)

|   |         |          |   |  |   |  |
|---|---------|----------|---|--|---|--|
| 1. Name and Address of Reporting Person * |         |          | 2. Date of Event Requiring Statement  |  | 3. Issuer Name <b>and</b> Ticker or Trading Symbol  |  |
| MAVERICK CAPITAL LTD                      |         |          | (Month/Day/Year)  |  | CASTLIGHT HEALTH, INC. [CSLT]   |  |
| (Last)                                    | (First) | (Middle) | 03/13/2014  |  | 4. Relationship of Reporting Person(s) to Issuer  |  |
| 300 CRESCENT COURT, 18TH FLOOR            |         |          |   |  | 5. If Amendment, Date Original Filed(Month/Day/Year)  |  |
| (Street)                                  |         |          |   |  | (Check all applicable)  |  |
| DALLAS, TX 75201                          |         |          |   |  | 6. Individual or Joint/Group Filing(Check Applicable Line)  |  |
| (City)                                    | (State) | (Zip)    |   |  | <input type="checkbox"/> Form filed by One Reporting Person<br><input checked="" type="checkbox"/> Form filed by More than One Reporting Person |  |
|   |         |          | <input type="checkbox"/> Director<br><input type="checkbox"/> Officer<br>(give title below) |  | <input checked="" type="checkbox"/> 10% Owner<br><input type="checkbox"/> Other<br>(specify below)  |  |

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

|                                    |  |   |  |
|------------------------------------|--|---|--|
| 1. Title of Security<br>(Instr. 4) | 2. Amount of Securities Beneficially Owned<br>(Instr. 4) | 3. Ownership Form:<br>Direct (D)<br>or Indirect (I)<br>(Instr. 5) | 4. Nature of Indirect Beneficial Ownership<br>(Instr. 5) |
|------------------------------------|--|---|--|

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

SEC 1473 (7-02)

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**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

|   |   |  |  |  |  |
|---|---|--|--|--|--|
| 1. Title of Derivative Security<br>(Instr. 4) | 2. Date Exercisable and Expiration Date<br>(Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security<br>(Instr. 4) | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security:<br>Direct (D)<br>or Indirect (I) | 6. Nature of Indirect Beneficial Ownership<br>(Instr. 5) |
|   | Date Exercisable      Expiration Date                       | Title      Amount or Number of Shares  |  |  |  |

(Instr. 5)

|                               |       |            |                            |           |          |   |  |
|-------------------------------|-------|------------|----------------------------|-----------|----------|---|--|
| Class A Common Stock          | Â (2) | Â (2)      | Class B<br>Common<br>Stock | 78,036    | \$ 0 (2) | I | Maverick Fund II,<br>Ltd. (1)                      |
| Series A Preferred<br>Stock   | Â (3) | Â (3)      | Class A<br>Common<br>Stock | 520,245   | \$ 0 (3) | I | Maverick Fund II,<br>Ltd. (1)                      |
| Series A-1 Preferred<br>Stock | Â (3) | Â (3)      | Class A<br>Common<br>Stock | 1,037,788 | \$ 0 (3) | I | See footnote (1) (4)                               |
| Series B Preferred<br>Stock   | Â (3) | Â (3)      | Class A<br>Common<br>Stock | 2,590,090 | \$ 0 (3) | I | See footnote (1) (5)                               |
| Series C Preferred<br>Stock   | Â (3) | Â (3)      | Class A<br>Common<br>Stock | 3,162,163 | \$ 0 (3) | I | Maverick USA<br>Private<br>Investments, LLC<br>(1) |
| Series D Preferred<br>Stock   | Â (3) | Â (3)      | Class A<br>Common<br>Stock | 345,064   | \$ 0 (3) | I | Maverick Fund II,<br>Ltd. (1)                      |
| Stock Option                  | Â (6) | 03/12/2024 | Class B<br>Common<br>Stock | 25,000    | \$ 11    | I | See footnote (7)                                   |

## Reporting Owners

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

## Signatures

/s/ John T. McCafferty,  
Attorney-in-Fact

03/13/2014

|   |            |
|---|------------|
| **Signature of Reporting Person             | Date       |
| /s/ John T. McCafferty,<br>Attorney-in-Fact | 03/13/2014 |

|   |            |
|---|------------|
| **Signature of Reporting Person             | Date       |
| /s/ John T. McCafferty,<br>Attorney-in-Fact | 03/13/2014 |

|                                 |      |
|---------------------------------|------|
| **Signature of Reporting Person | Date |
|---------------------------------|------|

## Explanation of Responses:

- \* 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).  
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
  - (1) 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.
  - (2) Each share of Class A common stock is convertible into one share of Class B common stock at any time after Castlight Health Inc.'s March 13, 2014 offering.  
Each share of Series A preferred stock, Series B preferred stock, Series A-1 preferred stock, Series C preferred stock and Series D preferred stock will convert automatically into one share of Class A common stock upon the completion of Castlight Health Inc.'s March 13, 2014 offering.
  - (4) Maverick USA Private Investments, LLC holds 833,333 shares of Series A-1 preferred stock; and Maverick Fund II, Ltd. holds 204,455 shares of Series A-1 preferred stock.
  - (5) Maverick Fund Private Investments, Ltd. holds 2,252,252 shares of Series B preferred stock; and Maverick USA Private Investments, LLC holds 337,838 shares of Series B preferred stock.  
This stock option vests in 12 equal monthly installments beginning one month after the vesting commencement date, until such time as
    - (6) the option is 100% vested, subject to the continuing service of David B. Singer on Castlight Health, Inc.'s Board of Directors on each vesting date.
    - (7) This stock option is held by David B. Singer for the benefit of Maverick Fund, L.D.C., Maverick Fund USA, Ltd. and Maverick Fund II, Ltd. Mr. Singer is an employee of an affiliate of Maverick Capital, Ltd.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.