

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)

<p>1. Name and Address of Reporting Person *</p> <p>Â Colella Giovanni M.</p> <p>(Last) (First) (Middle)</p> <p>C/O CASTLIGHT HEALTH, INC.,Â TWO RINCON CTR., 121 SPEAR ST., STE. 300</p> <p>(Street)</p> <p>SAN FRANCISCO,Â CAÂ 94105</p> <p>(City) (State) (Zip)</p>	<p>2. Date of Event Requiring Statement</p> <p>(Month/Day/Year)</p> <p>03/13/2014</p>	<p>3. Issuer Name and Ticker or Trading Symbol</p> <p>CASTLIGHT HEALTH, INC. [CSLT]</p>	<p>4. Relationship of Reporting Person(s) to Issuer</p> <p>(Check all applicable)</p> <p><input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below) CEO and Co-Founder</p>	<p>5. If Amendment, Date Original Filed(Month/Day/Year)</p>	<p>6. Individual or Joint/Group Filing(Check Applicable Line)</p> <p><input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person</p>
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**Table I - Non-Derivative Securities Beneficially Owned**

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

<p>1. Title of Derivative Security (Instr. 4)</p>	<p>2. Date Exercisable and Expiration Date (Month/Day/Year)</p> <p>Date Exercisable      Expiration Date</p>	<p>3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)</p> <p>Title      Amount or Number of</p>	<p>4. Conversion or Exercise Price of Derivative Security</p>	<p>5. Ownership Form of Derivative Security: Direct (D)</p>	<p>6. Nature of Indirect Beneficial Ownership (Instr. 5)</p>
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				Shares		or Indirect (I) (Instr. 5)	
Class A Common Stock	Â <u>(1)(2)</u>	Â <u>(1)(2)</u>	Class B Common Stock <u>(2)</u>	166,667	\$ 0 <u>(1) (2)</u>	D	Â
Employee Stock Option (right to buy)	Â <u>(3)</u>	07/11/2022	Class A Common Stock <u>(1)</u> <u>(2)</u>	46,500	\$ 1.09	D	Â
Employee Stock Option (right to buy)	Â <u>(3)</u>	04/08/2023	Class A Common Stock <u>(1)</u> <u>(2)</u>	48,000	\$ 1.12	D	Â
Employee Stock Option (right to buy)	Â <u>(4)</u>	03/12/2024	Class B Common Stock	450,000	\$ 16	D	Â
Class A Common Stock	Â <u>(1)(2)</u>	Â <u>(1)(2)</u>	Class B Common Stock <u>(2)</u>	4,035,555	\$ 0 <u>(1) (2)</u>	I	By living trust <u>(6)</u>
Series A Convertible Preferred Stock	Â <u>(5)</u>	Â <u>(5)</u>	Class A Common Stock <u>(1)</u> <u>(2)</u>	25,923	\$ 0 <u>(5)</u>	I	By living trust <u>(6)</u>
Series A-1 Convertible Preferred Stock	Â <u>(5)</u>	Â <u>(5)</u>	Class A Common Stock <u>(1)</u> <u>(2)</u>	126,854	\$ 0 <u>(5)</u>	I	By living trust <u>(6)</u>
Series B Convertible Preferred Stock	Â <u>(5)</u>	Â <u>(5)</u>	Class A Common Stock <u>(1)</u> <u>(2)</u>	3,604	\$ 0 <u>(5)</u>	I	By living trust <u>(6)</u>
Series C Convertible Preferred Stock	Â <u>(5)</u>	Â <u>(5)</u>	Class A Common Stock <u>(1)</u> <u>(2)</u>	62,920	\$ 0 <u>(5)</u>	I	By living trust <u>(6)</u>
Class A Common Stock	Â <u>(1)(2)</u>	Â <u>(1)(2)</u>	Class B Common Stock <u>(2)</u>	600,000	\$ 0 <u>(1) (2)</u>	I	By grantor retained annuity trust 1 <u>(7)</u>
Class A Common Stock	Â <u>(1)(2)</u>	Â <u>(1)(2)</u>	Class B Common Stock <u>(2)</u>	250,000	\$ 0 <u>(1) (2)</u>	I	By grantor retained annuity trust 2 <u>(7)</u>
Class A Common Stock	Â <u>(1)(2)</u>	Â <u>(1)(2)</u>	Class B Common Stock <u>(2)</u>	600,000	\$ 0 <u>(1) (2)</u>	I	By grantor retained annuity trust 3 <u>(8)</u>

Class A Common Stock	Â (1)(2)	Â (1)(2)	Class B Common Stock (2)	250,000	\$ 0 (1) (2)	I	By grantor retained annuity trust 4 (8)
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## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Colella Giovanni M. C/O CASTLIGHT HEALTH, INC. TWO RINCON CTR., 121 SPEAR ST., STE. 300 SAN FRANCISCO, CA 94105	Â X	Â X	Â CEO and Co-Founder	Â

## Signatures

/s/ Charles Ott, by power of attorney  
Date: 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).

(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 the transfer, whether or not for value, that occurs after the closing of the Issuer's IPO to any transferee who is not a "Permitted Transferee", as defined in the Issuer's 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 stock option has fully vested and is immediately exercisable.

(4) The stock option vests in 48 equal monthly installments beginning one month after the vesting commencement date, until such time as the option is 100% vested, subject to the continuing employment of the Reporting Person on each vesting date.

(5) 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.

(6) Reporting Person serves as a co-trustee.

(7) Reporting Person serves as trustee and sole beneficiary.

(8) Reporting Person's spouse serves as trustee and sole beneficiary.

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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