

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 \*

Â OAK INVESTMENT  
PARTNERS XII L P

(Last) (First) (Middle)

901 MAIN AVENUE, SUITE  
600

(Street)

NORWALK,Â CTÂ 06851

(City) (State) (Zip)

2. Date of Event Requiring Statement

(Month/Day/Year)  
03/13/2014

3. Issuer Name and Ticker or Trading Symbol  
CASTLIGHT HEALTH, INC. [CSLT]

4. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_X\_\_ 10% Owner  
\_\_\_\_ Officer \_\_\_\_ Other  
(give title below) (specify below)

5. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)  
\_X\_ Form filed by One Reporting Person  
\_\_\_\_ Form filed by More than One Reporting Person

**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)

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  
(Instr. 4)2. Date Exercisable and Expiration Date  
(Month/Day/Year)

Date  
Exercisable

Expiration  
Date

3. Title and Amount of Securities Underlying Derivative Security  
(Instr. 4)

Title

Amount or  
Number of

4. Conversion or Exercise Price of Derivative Security

5. Ownership Form of Derivative Security: Direct (D)

6. Nature of Indirect Beneficial Ownership  
(Instr. 5)

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|                                           |          |          |                                       | Shares    |              | or Indirect<br>(I)<br>(Instr. 5) |   |
|-------------------------------------------|----------|----------|---------------------------------------|-----------|--------------|----------------------------------|---|
| Class A Common Stock                      | Â (1)(2) | Â (1)(2) | Class B<br>Common<br>Stock (2)        | 122,232   | \$ 0 (1) (2) | D (4)                            | Â |
| Series A Convertible<br>Preferred Stock   | Â (3)    | Â (3)    | Class A<br>Common<br>Stock (1)<br>(2) | 814,884   | \$ 0 (3)     | D (4)                            | Â |
| Series A-1 Convertible<br>Preferred Stock | Â (3)    | Â (3)    | Class A<br>Common<br>Stock (1)<br>(2) | 653,582   | \$ 0 (3)     | D (4)                            | Â |
| Series B Convertible<br>Preferred Stock   | Â (3)    | Â (3)    | Class A<br>Common<br>Stock (1)<br>(2) | 8,522,522 | \$ 0 (3)     | D (4)                            | Â |
| Series C Convertible<br>Preferred Stock   | Â (3)    | Â (3)    | Class A<br>Common<br>Stock (1)<br>(2) | 1,459,460 | \$ 0 (3)     | D (4)                            | Â |
| Series D Convertible<br>Preferred Stock   | Â (3)    | Â (3)    | Class A<br>Common<br>Stock (1)<br>(2) | 345,064   | \$ 0 (3)     | D (4)                            | Â |

## Reporting Owners

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

## Signatures

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

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

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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.

- 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.
- (2)
- (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.

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

- (4) 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.

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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