

CASTLIGHT HEALTH, INC.
Form 4
April 05, 2017

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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STATEMENT OF CHANGES IN 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 *
Currier James P.

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
04/03/2017

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

C/O CASTLIGHT HEALTH, INC., 150 SPEAR ST., SUITE 400

(Street)

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

6. Individual or Joint/Group Filing(Check Applicable Line)

Form filed by One Reporting Person
 Form filed by More than One Reporting Person

SAN FRANCISCO, CA 94105

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction 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 | | |
| Class B Common Stock | 04/03/2017 | | A | | 1,443,452 | A | <u>(1)</u> <u>(2)</u> 1,443,452 <u>(3)</u> | I | See footnote <u>(4)</u> |
| Class B Common Stock | 04/03/2017 | | A | | 57,534 <u>(5)</u> | A | \$ 0 57,534 | D | |

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

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number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction 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 (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Currier James P. C/O CASTLIGHT HEALTH, INC. 150 SPEAR ST., SUITE 400 SAN FRANCISCO, CA 94105 | X | | | |

Signatures

/s/ Jennifer Chaloehtiarana, by power of attorney 04/05/2017

__Signature of Reporting Person Date

Explanation of Responses:

* 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).

Received in exchange for 159,901 shares of Common Stock of Jiff, Inc. ("Jiff"), 2,741,525 shares of Jiff's Starter Stock, and 25,130 shares of Jiff's Series B Preferred Stock pursuant to the Agreement and Plan of Merger and Reorganization dated as of January 4, 2017 (the "Merger Agreement") by and among the Issuer, Neptune Acquisition Subsidiary, Inc., a Delaware corporation and wholly owned subsidiary of Issuer ("Merger Sub"), Jiff and Fortis Advisors LLC, as the Stockholders' Agent ("Stockholders' Agent"). Pursuant to the Merger Agreement, on April 3, 2017 (the "Effective Time"), Merger Sub merged with and into Jiff with Jiff surviving the merger as a wholly owned subsidiary of Issuer (the "Merger"). At the Effective Time, the closing price of the Issuer's Class B Common Stock was \$3.65 per share.

(2) Of the 1,443,452 shares issued as reported herein, 157,712 shares are currently being held in escrow for 12-months following the Merger to serve as partial security for certain indemnification obligations of Jiff stockholders pursuant to the Merger Agreement and 2,922 shares are being held in an expense fund, which will be used for the purposes of paying directly or reimbursing the Stockholders' Agent for out-of-pocket costs and expenses and legal fees incurred by the Stockholders' Agent in connection with the administration of its duties.

(3) The Merger Agreement provides that the former equityholders of Jiff (other than the holders of Jiff's Series A Preferred Stock) will receive additional shares of the Issuer's Class B Common Stock upon the achievement by the Jiff business of certain milestones in

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FY2017. The Reporting Person will receive additional shares of the Issuer's Class B Common Stock if the Jiff business achieves at least \$25 million in revenue in FY2017 and if the Jiff business achieves at least \$25 million in net new bookings during FY2017. The Reporting Person's right to receive additional shares subject to this earn-out right became fixed and irrevocable at the Effective Time. For more information on the earn-out, please refer to the Merger Agreement filed as Exhibit 2.1 to the Issuer's Current Report on Form 8-K filed with the U.S. Securities and Exchange Commission on January 4, 2017.

- (4) These securities are owned directly by Ooga Labs LLC. The Reporting Person is a member of Ooga Labs LLC and as such, may be deemed to have voting and investment power with respect to these securities.
- (5) Represents an award of restricted stock units ("RSUs"). The RSUs will vest over 3 years in 12 equal quarterly installments beginning on July 3, 2017 until fully vested. Shares of the Issuer's Class B common stock will be delivered to the Reporting Person following vesting.

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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