

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 and Ticker or Trading Symbol | |
| Â ROBERTS BRYAN E | | (Month/Day/Year) | CASTLIGHT HEALTH, INC. [CSLT] | |
| (Last) | (First) | (Middle) | 03/13/2014 | |
| C/O VENROCK,Â 3340 | | | 4. Relationship of Reporting Person(s) to Issuer | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| HILLVIEW AVENUE | | | | |
| (Street) | | | (Check all applicable) | |
| PALO ALTO,Â CAÂ 94304 | | | <input checked="" type="checkbox"/> Director | 6. Individual or Joint/Group Filing(Check Applicable Line) |
| (City) | (State) | (Zip) | <input type="checkbox"/> Officer | <input checked="" type="checkbox"/> Form filed by One Reporting Person |
| | | | (give title below) | <input type="checkbox"/> Form filed by More than One Reporting Person |
| | | | <input checked="" type="checkbox"/> 10% Owner | |
| | | | <input type="checkbox"/> Other | |
| | | | (specify below) | |

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) | 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) | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
| | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | |

(Instr. 5)

| | | | | | | | |
|---|-----------------|-----------------|---|-----------|---------------------|---|---------------------|
| Class A Common Stock | Â <u>(1)(2)</u> | Â <u>(1)(2)</u> | Class B Common Stock <u>(2)</u> | 186,015 | \$ 0 <u>(1) (2)</u> | I | By Funds <u>(3)</u> |
| Series A Convertible Preferred Stock | Â <u>(4)</u> | Â <u>(4)</u> | Class A Common Stock <u>(1)</u> <u>(2)</u> | 3,906,730 | \$ 0 <u>(4)</u> | I | By Funds <u>(5)</u> |
| Series A-1 Convertible Preferred Stock | Â <u>(4)</u> | Â <u>(4)</u> | Class A Common Stock <u>(1)</u> <u>(2)</u> | 6,630,686 | \$ 0 <u>(4)</u> | I | By Funds <u>(6)</u> |
| Series B Convertible Preferred Stock | Â <u>(4)</u> | Â <u>(4)</u> | Class A Common Stock <u>(1)</u> <u>(2)</u> | 3,617,117 | \$ 0 <u>(4)</u> | I | By Funds <u>(7)</u> |
| Series C Convertible Preferred Stock | Â <u>(4)</u> | Â <u>(4)</u> | Class A Common Stock <u>(1)</u> <u>(2)</u> | 924,373 | \$ 0 <u>(4)</u> | I | By Funds <u>(8)</u> |
| Series D Convertible Preferred Stock | Â <u>(4)</u> | Â <u>(4)</u> | Class A Common Stock <u>(1)</u> <u>(2)</u> | 303,650 | \$ 0 <u>(4)</u> | I | By Funds <u>(9)</u> |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| ROBERTS BRYAN E C/O VENROCK 3340 HILLVIEW AVENUE PALO ALTO, CA 94304 | Â X | Â X | Â | Â |

Signatures

/s/ Bryan E.
Roberts

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.

- (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) Venrock Associates V, L.P. ("VA5") holds an aggregate of 167,841 shares, Venrock Partners V, L.P. ("VP5") holds an aggregate of 14,230 shares and Venrock Entrepreneurs Fund V, L.P. ("VEF5") holds an aggregate of 3,944 shares. Venrock Management V, LLC, VEF Management V, LLC and Venrock Partners Management V, LLC (collectively, the "Venrock GP Entities") are the sole general partners of VA5, VEF5 and VP5 (collectively, the "Funds"), respectively, and have voting and investment power over the shares held by the Funds. Bryan E. Roberts is a member of each of the Venrock GP Entities and may be deemed to beneficially own all shares held by the Funds. Each of Dr. Roberts and the Venrock GP Entities disclaims beneficial ownership of the shares held by the Funds, except to the extent of their respective indirect pecuniary interests therein.

- (4) 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.

- (5) VA5 holds an aggregate of 3,525,043 shares, VP5 holds an aggregate of 298,865 shares and VEF5 holds an aggregate of 82,822 shares. The Venrock GP Entities are the sole general partners of the Funds, and have voting and investment power over the shares held by the Funds. Bryan E. Roberts is a member of each of the Venrock GP Entities and may be deemed to beneficially own all shares held by the Funds. Each of Dr. Roberts and the Venrock GP Entities disclaims beneficial ownership of the shares held by the Funds, except to the extent of their respective indirect pecuniary interests therein.

- (6) VA5 holds an aggregate of 5,982,868 shares, VP5 holds an aggregate of 507,247 shares and VEF5 holds an aggregate of 140,571 shares. The Venrock GP Entities are the sole general partners of the Funds, and have voting and investment power over the shares held by the Funds. Bryan E. Roberts is a member of each of the Venrock GP Entities and may be deemed to beneficially own all shares held by the Funds. Each of Dr. Roberts and the Venrock GP Entities disclaims beneficial ownership of the shares held by the Funds, except to the extent of their respective indirect pecuniary interests therein.

- (7) VA5 holds an aggregate of 3,263,725 shares, VP5 holds an aggregate of 276,710 shares and VEF5 holds an aggregate of 76,682 shares. The Venrock GP Entities are the sole general partners of the Funds, and have voting and investment power over the shares held by the Funds. Bryan E. Roberts is a member of each of the Venrock GP Entities and may be deemed to beneficially own all shares held by the Funds. Each of Dr. Roberts and the Venrock GP Entities disclaims beneficial ownership of the shares held by the Funds, except to the extent of their respective indirect pecuniary interests therein.

- (8) VA5 holds an aggregate of 834,062 shares, VP5 holds an aggregate of 70,714 shares and VEF5 holds an aggregate of 19,597 shares. The Venrock GP Entities are the sole general partners of the Funds, and have voting and investment power over the shares held by the Funds. Bryan E. Roberts is a member of each of the Venrock GP Entities and may be deemed to beneficially own all shares held by the Funds. Each of Dr. Roberts and the Venrock GP Entities disclaims beneficial ownership of the shares held by the Funds, except to the extent of their respective indirect pecuniary interests therein.

- (9) VA5 holds an aggregate of 273,983 shares, VP5 holds an aggregate of 23,230 shares and VEF5 holds an aggregate of 6,437 shares. The Venrock GP Entities are the sole general partners of the Funds, and have voting and investment power over the shares held by the Funds. Bryan E. Roberts is a member of each of the Venrock GP Entities and may be deemed to beneficially own all shares held by the Funds. Each of Dr. Roberts and the Venrock GP Entities disclaims beneficial ownership of the shares held by the Funds, except to the extent of their respective indirect pecuniary interests therein.

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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