

CASTLIGHT HEALTH, INC.

Form 3

March 13, 2014

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

OMB APPROVAL

OMB
Number: 3235-0104Expires: January 31,
2005Estimated average
burden hours per
response... 0.5**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 *

ATHENAHEALTH INC

(Last)

(First)

(Middle)

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 Issuer5. If Amendment, Date Original
Filed(Month/Day/Year)

(Check all applicable)

____ Director ____X__ 10% Owner
____ Officer ____ Other
(give title below) (specify below)6. Individual or Joint/Group
Filing(Check Applicable Line)
__X__ Form filed by One Reporting
Person
____ Form filed by More than One
Reporting Person

311 ARSENAL STREET

(Street)

WATERTOWN, MA 02472

(City)

(State)

(Zip)

Table I - Non-Derivative Securities Beneficially Owned1. 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)

**Persons who respond to the collection of
information contained in this form are not
required to respond unless the form displays a
currently valid OMB control number.****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 Expir
Exercisable Date3. Title and Amount of
Securities Underlying
Derivative Security
(Instr. 4)Title Amount or
Number of
Shares4. Conversion
or Exercise
Price of
Derivative
Security5. Ownership
Form of
Derivative
Security:
Direct (D)
or Indirect
(I)
(Instr. 5)6. Nature of Indirect
Beneficial Ownership
(Instr. 5)

Series A Preferred Stock	Â (1)	Â (1)	Class A Common Stock (2) (3)	2,000,000	\$ (1)	D	Â
Series A-1 Preferred Stock	Â (1)	Â (1)	Class A Common Stock (2) (3)	1,000,000	\$ (1)	D	Â
Series B Preferred Stock	Â (1)	Â (1)	Class A Common Stock (2) (3)	495,495	\$ (1)	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ATHENAHEALTH INC 311 ARSENAL STREET WATERTOWN, MA 02472	Â	Â X	Â	Â

Signatures

/s/ Daniel H. Orenstein, Secretary, on behalf of
athenahealth, Inc.

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).

Each share of Series A Preferred Stock, Series A-1 Preferred Stock, and Series B Preferred Stock will be automatically converted into one (1) share of Class A Common Stock immediately prior to the consummation of the Issuer's initial public offering of its Class B Common Stock ("IPO") and has no expiration date.

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 that will be effective upon the consummation of the IPO (the "Post-Effective Certificate"), each share of Class A Common Stock will convert automatically into one (1) share of Class B Common Stock upon a transfer of such share of Class A Common Stock, 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 and Class B Common Stock have no expiration date.

Pursuant to the Post-Effective Certificate, each share of 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.

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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