

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 EBERSMAN DAVID A  
(Last) (First) (Middle)

C/O CASTLIGHT HEALTH, INC., Â TWO RINCON CTR., 121 SPEAR ST., STE. 300  
(Street)

SAN FRANCISCO, Â CA Â 94105  
(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  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)  
 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)

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)

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

Date Exercisable Date

Expiration Date

Title

Amount or Number of

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				Shares		or Indirect (1) (Instr. 5)	
Class A Common Stock	Â (1)(2)	Â (1)(2)	Class B Common Stock (2)	2,777	\$ 0 (1) (2)	D	Â
Series A Convertible Preferred Stock	Â (3)	Â (3)	Class A Common Stock (1) (2)	18,517	\$ 0 (3)	D	Â
Series A-1 Convertible Preferred Stock	Â (3)	Â (3)	Class A Common Stock (1) (2)	7,277	\$ 0 (3)	D	Â
Director Stock Option (right to buy)	Â (4)	07/20/2021	Class A Common Stock (1) (2)	260,973	\$ 0.84	D	Â
Director Stock Option (right to buy)	Â (5)	03/12/2024	Class B Common Stock	25,000	\$ 16	D	Â

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
EBERSMAN DAVID A C/O CASTLIGHT HEALTH, INC. TWO RINCON CTR., 121 SPEAR ST., STE. 300 SAN FRANCISCO, CA 94105	Â X	Â	Â	Â

## Signatures

/s/ Charles Ott, by power of attorney 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

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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) 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.
- (4) 20.833% of the shares subject to the option vested on July 1, 2011. The remaining shares vest in 38 equal installments after the completion of each additional consecutive month of service thereafter.
- (5) The stock option vests in 12 equal monthly installments beginning one month after the vesting commencement date, until such time as the option is 100% vested, subject to the continuing service of the Reporting Person on each vesting date.

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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